

**ENODIS GROUP LIMITED**

**REPORT AND FINANCIAL STATEMENTS  
FOR THE 52 WEEKS ENDED 29 SEPTEMBER 2007**

**Registered No 04330202**

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## **ENODIS GROUP LIMITED**

### **REPORT OF THE DIRECTORS**

The Directors present their annual report and the audited financial statements for the 52 weeks ended 29 September 2007. Comparative information represents the results for the 52 weeks ended 30 September 2006. The directors' report has been prepared in accordance with the special provisions relating to small companies under section 246(4) of the Companies Act 1985.

### **PRINCIPAL ACTIVITIES, BUSINESS REVIEW AND FUTURE PROSPECTS**

The Company principally acts as an intermediate investment holding company in the Enodis group and it is intended that this should continue. The principal activities of the Enodis group are the manufacture and sale of commercial food equipment through its Global Foodservice Equipment and Food Retail Equipment groups.

### **RESULTS AND DIVIDEND**

The results for the 52 weeks to 29 September 2007 are set out on page 5. The Directors recommended and paid a dividend of £85m during the year (2006: £nil).

### **DIRECTORS**

The Directors who held office throughout the 52 weeks to 29 September 2007 and to date, except as noted, are as follows:

D R Hooper  
P A Lee (resigned 9 March 2007)  
D S McCulloch  
W D Wrench

None of the Directors had any interests in the shares of the Company or of any fellow subsidiaries.

D S McCulloch and W D Wrench are also directors of the ultimate parent company, Enodis plc, and their interest in the shares of Enodis plc is shown in the accounts of that company.

### **AUDITORS**

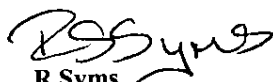
Each of the persons, who are directors at the date of approval of this report, confirms that:

- (1) so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- (2) the director has taken all the steps that he/she ought to have taken as a director to make himself/herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

This confirmation is given in accordance with the provisions of s234ZA of the Companies Act 1985.

A resolution proposing the reappointment of Deloitte & Touche LLP as auditors to the Company will be put to the members at the annual general meeting.

Approved by the Board of Directors and signed by order of the Board

  
R Syms  
Secretary  
thePlace  
175 High Holborn  
London WC1V 7AA

23 July 2008

## **ENODIS GROUP LIMITED**

### **STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS**

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). The financial statements are required by law to 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 1985. 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.

## INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ENODIS GROUP LIMITED

We have audited the financial statements of Enodis Group Limited for the 52 weeks ended 29 September 2007, which comprise the profit and loss account, the statement of total recognised gains and losses, the balance sheet and the related notes 1 to 21. 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

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

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 to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, 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 other transactions is not disclosed.

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

### Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) 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 judgments 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, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 29 September 2007 and of its profit for the 52 weeks then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and,
- the information given in the Directors' Report is consistent with the financial statements.

*Deloitte & Touche LLP*  
**Deloitte & Touche LLP**

Chartered Accountants and Registered Auditors  
London

*25<sup>th</sup> July* 2008

# ENODIS GROUP LIMITED

## PROFIT AND LOSS ACCOUNT

for the 52 weeks ended 29 September 2007

		52 weeks ended 29 September 2007	52 weeks ended 30 September 2006 (Restated)*
	<u>Notes</u>	<u>£m</u>	<u>£m</u>
Turnover	1	3 0	0 1
Costs of Sales		(2 8)	(0 1)
Gross profit		0 2	-
Administration expenses		(2 7)	(5 8)
Exceptional write off of intercompany receivables	3	(0 8)	(0 9)
Total administration expenses		(3 5)	(6 7)
Operating loss	3	(3 3)	(6 7)
Net interest (payable)/receivable and similar income	5	(1 5)	9 1
Dividend received		73 4	-
Profit on ordinary activities before tax		68 6	2 4
Taxation on profit on ordinary activities	6	(0 2)	(4 2)
Profit/(loss) for the financial year		68 4	(1 8)

All operations are continuing

## STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

for the 52 weeks ended 29 September 2007

		52 weeks ended 29 September 2007	52 weeks ended 30 September 2006 (Restated)*
	<u>Notes</u>	<u>£m</u>	<u>£m</u>
Retained profit/(loss) for the period as previously stated		68 4	(1 8)
Currency translation		(1 1)	0 2
Actuarial (loss)/gain on defined benefit pension obligations		(5 7)	2 6
Dividend		(85 0)	-
Deferred tax on actuarial gains		1 3	(0 8)
		(22 1)	0 2
Prior period adjustment (see note 1)		(0 4)	
Total recognised gains and losses for the period		(22 5)	

The accounting policies and accompanying notes form an integral part of these accounts

\* See note 1

**ENODIS GROUP LIMITED**

**BALANCE SHEET**

**29 September 2007**

		<b>29 September 2007</b>	<b>30 September 2006 (Restated)</b>
	<b>Notes</b>	<b>£m</b>	<b>£m</b>
<b>FIXED ASSETS</b>			
Tangible assets	8	0.7	0.1
Investments	9	1,097.9	1,075.4
		<u>1,098.6</u>	<u>1,075.5</u>
<b>CURRENT ASSETS</b>			
Stocks	10	3.8	5.1
Debtors	11	1,274.1	1,352.0
Cash at bank and in hand		-	0.2
		<u>1,277.9</u>	<u>1,357.3</u>
<b>CREDITORS: amounts falling due within one year</b>	12	<u>(1,672.5)</u>	<u>(1,648.5)</u>
<b>NET CURRENT LIABILITIES</b>		<u>(394.6)</u>	<u>(291.2)</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>704.0</u>	<u>784.3</u>
<b>CREDITORS: amounts falling due after more than one year</b>	12	-	(62.0)
<b>NET ASSETS excluding pension assets</b>		<u>704.0</u>	<u>722.3</u>
Pension asset	17	2.0	5.8
<b>NET ASSETS including pension asset</b>		<u>706.0</u>	<u>728.1</u>
<b>SHARE CAPITAL AND RESERVES</b>			
Called up share capital	13,14	700.0	700.0
Profit and loss account	14	5.5	27.6
Other reserves	14	0.5	0.5
<b>SHAREHOLDER'S FUNDS</b>	14	<u>706.0</u>	<u>728.1</u>

Approved by the Board of Directors on 23 July 2008



**D R Hooper**  
Director

**NOTES TO THE FINANCIAL STATEMENTS**  
for the 52 weeks ended 29 September 2007

**1. ACCOUNTING POLICIES**

**Basis of preparation** These financial statements have been prepared under the historical cost convention in accordance with applicable law and generally accepted accounting standards in the United Kingdom. The principal accounting policies are summarised below. They have all been consistently applied throughout the period and the preceding period, except for where changes have been made to previous policies on the adoption of new accounting standards during the current period.

The Company established a Branch in Italy in 2007, the results of which are included in these financial statements.

The Company has adopted FRS20 "Share-based payments" ("FRS20") and UITF44 "Group and treasury share transactions" ("UITF44") in these financial statements. Where a parent entity grants rights to its equity instruments to employees of a subsidiary, and such share-based compensation is accounted for as equity settled in the consolidated financial statements of the parent, UITF44 requires the subsidiary to record an expense for such compensation in accordance with FRS20 (Share based payments), with corresponding increase recognised in equity as a contribution from parent. The adoption of this pronouncement has required the restatement of comparative results where £0.4m was recognised as opening adjustment and a further £0.1m was recognised in respect of FY06.

**Turnover** represents the fair value of the amounts receivable for goods and services provided in the normal course of business, net of trade discounts and allowances, value added tax and other sales related taxes.

Revenue from product sales is recognised when evidence of an arrangement exists, all the risks and rewards of ownership and loss have transferred to the customer, the price is fixed or determinable and collectibility is reasonably assured.

Property revenue is recognised at fair value of the consideration received or receivable on legal completion.

**Investments** are held at cost less permanent diminution in value.

**Consolidated financial statements** No consolidated accounts have been prepared in accordance with Section 228 of the Companies Act 1985, as the Company is a wholly owned subsidiary of a company incorporated in Great Britain. These financial statements present information about the Company as an individual undertaking and not about its group.

**Tangible fixed assets** Tangible fixed assets are stated at cost less depreciation and any provision for impairment. Depreciation is provided at rates calculated to write-off the cost of each asset, predominantly on a straight line basis, over its expected useful life as follows:

– Plant and equipment 10% – 33½%

**Leases** Operating lease rentals are charged to the profit and loss account as incurred.

**Stocks** are stated at the lower of cost and net realisable value.

**Taxation** Corporation tax payable is provided on taxable profits at the current rate using the tax rates and the 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 law. 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. No provision has been made for any potential taxation liability that would arise were the earnings of foreign subsidiary entities to be remitted to the United Kingdom.

**NOTES TO THE FINANCIAL STATEMENTS (continued)**  
**for the 52 weeks ended 29 September 2007**

**1. ACCOUNTING POLICIES (continued)**

**Pension costs** For defined benefit schemes the amounts charged to operating profit are the current service costs and gains and losses on settlements and curtailments. They are included as part of staff costs. Past service costs are recognised immediately in the profit and loss account if the benefits have vested. If the benefits have not vested immediately, the costs are recognised over the period until vesting occurs. The interest cost and the expected return on assets are shown as a net amount of other finance costs or credits adjacent to interest. Actuarial gains and losses are recognised immediately in the statement of total recognised gains and losses.

Defined benefit schemes are funded, with the assets of the scheme held separately from those of the Group, in separate trustee administered funds. Pension scheme assets are measured at fair value and liabilities are measured on an actuarial basis using the projected unit method and discounted at a rate equivalent to the current rate of return on a high quality corporate bond of equivalent currency and term to the scheme liabilities. The actuarial valuations are obtained at least triennially and are updated at each balance sheet date. The resulting defined benefit asset or liability, net of the related deferred tax, is presented separately after other net assets on the face of the balance sheet.

For defined contribution schemes the amount charged to the profit and loss account in respect of pension costs and other post-retirement benefits is the contributions payable in the year. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments in the balance sheet.

**Foreign currency translation** Transactions in foreign currencies are recorded at the rate of exchange at the date of the transaction or, if hedged, at the forward contract rate. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing at that date or, if appropriate, at the forward contract rate. All exchange differences are included in the profit and loss account.

On consolidation the assets and liabilities of overseas branches are translated to Sterling at rates of exchange ruling at the balance sheet date. Income and expense items are translated at the average rate for the month in which they arose. Differences arising from the restatement of opening foreign currency net investments (or date of control in the case of acquisitions during the year) and foreign currency borrowings to the rate ruling at the balance sheet date are taken directly to reserves. In addition, exchange differences arising from the retranslation of overseas profit and losses from average rate to closing rate are taken directly to reserves.

**Cash flow** Under the provisions of FRS 1 (revised 1996) the Company has not produced a cash flow statement on the basis that its ultimate parent company, Enodis plc, has produced group financial statements including a consolidated cash flow statement, which are publicly available.

**2. SEGMENTAL REPORTING**

Turnover for the 52 weeks ended 29 September 2007 was derived from the Company's trading activities performed in Italy £1.1m (2006: £0.1m) and property sales £1.9m (2006: £nil).



# ENODIS GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (continued) for the 52 weeks ended 29 September 2007

### 3. OPERATING LOSS

	52 weeks ended 29 September 2007	52 weeks ended 30 September 2006
	<u>£m</u>	<u>£m</u>
Operating loss is stated after charging/(crediting)		
Depreciation of tangible fixed assets	0.1	-
Operating lease rentals - Land and buildings	0.4	0.7
Rental income - Land and buildings	-	(0.4)
Profit on sale of C Czarnikow Ltd	(0.2)	(0.4)
Auditors' remuneration		
- other non-audit fees tax services	0.5	0.4
Intercompany receivables write off	0.8	0.9

Administration expenses include £7.6m (2006 £0.9m) adjustments in respect of intercompany balances due to subsidiaries and a provision write back of £6.8m (2006 £nil) in respect of intercompany balances previously written off

No auditors' remuneration in respect of audit fees has been charged in the financial statements in the 52 weeks to 29 September 2007 as these expenses, to the extent relevant to the Company, are borne by the ultimate parent company (2006 £nil). Management believes that £35,000 (2006 £35,000) of the total audit fee disclosed by the ultimate parent company is attributable to the audit of the Company

### 4. STAFF COSTS

	52 weeks ended 29 September 2007	52 weeks ended 30 September 2006 (Restated)
	<u>£m</u>	<u>£m</u>
Staff costs, including directors, comprised		
Wages and salaries	2.6	2.2
Social security costs	0.3	0.3
Defined benefit pension expense	0.4	0.8
Charge in respect of share-based payments	-	0.1
Defined contribution pension expense	0.1	0.1
	<u>3.4</u>	<u>3.5</u>

The average monthly number of employees, including directors, was 29 (2006 26)

#### Directors' remuneration

	52 weeks ended 29 September 2007	52 weeks ended 30 September 2006
	<u>£m</u>	<u>£m</u>
Salaries and benefits	1.7	2.2
Defined contribution pension expense	0.1	0.1
	<u>1.8</u>	<u>2.3</u>

The remuneration of D S McCulloch and W D Wrench has been borne by Enodis Corporation, a subsidiary of Enodis Group Limited. It is not practicable to allocate this remuneration between their services as directors of Enodis Corporation and their services as directors of Enodis Group Limited

D S McCulloch, being the highest paid director, and W D Wrench are also directors of Enodis plc and details of their remuneration are shown in the accounts of that company

P A Lee and D R Hooper belong to the Company's defined benefit pension scheme (see note 17 for details)

# ENODIS GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (continued) for the 52 weeks ended 29 September 2007

### 5. NET INTEREST RECEIVABLE AND SIMILAR INCOME

	52 weeks ended 29 September 2007 £m	52 weeks ended 30 September 2006 £m
Interest payable and similar charges		
Intercompany interest	(18 4)	(4 7)
Other interest payable	(0 2)	(1 9)
	<u>(18 6)</u>	<u>(6 6)</u>
Interest receivable and similar income		
Intercompany interest income	16 3	14 3
Income from trade investments	-	0 4
Expected net return on defined benefit pension plan assets	0 8	1 0
	<u>17 1</u>	<u>15 7</u>
Net interest (payable)/receivable	<u>(1 5)</u>	<u>9 1</u>

### 6. TAX ON PROFIT ON ORDINARY ACTIVITIES

There is no corporation tax charge for this period, as taxable profits will be covered by group relief for which there is no charge

	52 weeks ended 29 September 2007 £m	52 weeks ended 30 September 2006 £m
Analysis of tax (expense)/benefit on ordinary activities		
<u>UK Corporation tax</u>		
Current tax on income for the period	7 8	-
Adjustment in respect of prior period	-	-
	<u>7 8</u>	<u>-</u>
Double tax relief	(7 8)	-
Total current tax (expense)/benefit	<u>-</u>	<u>-</u>
Deferred tax (expense)/benefit for the period	(0 2)	(0 2)
Adjustments in respect of prior periods	-	(4 0)
	<u>(0 2)</u>	<u>(4 2)</u>

# ENODIS GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (continued) for the 52 weeks ended 29 September 2007

### 6. TAX ON PROFIT ON ORDINARY ACTIVITIES (continued)

#### Rate reconciliation

The tax charged for the 52 weeks to 29 September 2007 differs from that resulting from applying the standard rate of corporation tax in the UK of 30% (2006 30%) The differences are explained below

	52 weeks ended 29 September 2007 £m	52 weeks ended 30 September 2006 £m
UK income tax rate	30%	30%
Profit on ordinary activities before tax	68.6	2.5
Tax on profit/(loss)/profit at UK income tax rate	20.6	0.8
<b>Effects of</b>		
Expenses not deductible for tax purposes	1.1	1.2
Exceptional (write back)/write off of intercompany receivables	0.2	0.3
Non taxable UK dividend income	(18.1)	(0.1)
Dividend gross up	3.8	-
Imputed interest income	11.6	-
Loss/(profit) on disposal of investments	-	(0.1)
Group relief received for nil consideration	(9.9)	(2.0)
Double taxation relief	(7.8)	-
Movement in unrecognised short-term timing differences	(1.5)	(0.1)
	-	-

There is an unprovided deferred tax asset of £3.8m (2006 £4.4m) principally made up of deductible interest payments. This asset would only reverse if suitable future profits were to arise, against which these assets could be offset. In the opinion of the directors and based on the recent and forecast trading results, it cannot be regarded as more likely than not that there will be suitable taxable profits against which the deferred tax asset will reverse in the foreseeable future. Therefore, the asset has not been recognised.

The deferred tax liability in respect of the pension balances is shown in Note 17.

### 7. TRANSACTIONS WITH RELATED PARTIES

The Company has taken advantage of the exemption granted by paragraph 3(c) of FRS 8 – 'Related Party Disclosures' – not to disclose transactions with entities which are part of the Enodis group, as the consolidated financial statements, in which the company is included, are publicly available.

### 8. TANGIBLE FIXED ASSETS

	Plant and equipment 2007 £m	Plant and equipment 2006 £m
<b>Cost</b>		
At the beginning of the period	0.5	0.5
Additions	0.7	-
Disposals	-	-
At the end of the period	1.2	0.5
<b>Depreciation</b>		
At the beginning of the period	0.4	0.4
Charge for the period	0.1	-
Disposals	-	-
At the end of the period	0.5	0.4
<b>Net book value at the end of the period</b>	<b>0.7</b>	<b>0.1</b>
<b>Net book value at the start of the period</b>	<b>0.1</b>	<b>0.1</b>

# ENODIS GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (continued) for the 52 weeks ended 29 September 2007

### 9. INVESTMENTS

	Investments in group companies	Investments in shares of Enodis plc (i)	2007 Total	2006 Total
	<u>£m</u>	<u>£m</u>	<u>£m</u>	<u>£m</u>
<b>Cost and net book value:</b>				
At the beginning of the period	1,074.4	1.0	1,075.4	408.7
Additions (ii)	22.5	-	22.5	667.7
Disposals				(1.0)
At the end of the period	<u>1,096.9</u>	<u>1.0</u>	<u>1,097.9</u>	<u>1,075.4</u>

(i) Investments in shares of Enodis plc comprise 1,202,652 ordinary shares held in an independently managed Executive Share Option Plan ("ESOP trust"). The market value of the shares held by the trust at 29 September 2007 was £2.1m (2006 £2.3m)

(ii) The additions to investments during the year comprise

	<u>£m</u>
Acquisition of Fabristeel Private Limited	15.8
Capitalisation of Enodis Nederland BV	6.7
	<u>22.5</u>

# ENODIS GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (continued) for the 52 weeks ended 29 September 2007

### 9. INVESTMENTS (continued)

The principal investments in group undertakings are

	Country of incorporation	Percentage shareholding	Details of holding of share capital
<b>Food equipment</b>			
Berisford Bristar Limited*	Great Britain	100	6,650,906 £1 ordinary shares
Berisford Holding Limited*	Great Britain	100	768,190,200 £1 ordinary shares
Berisford Industries Limited*	Great Britain	100	111,842,989 £1 ordinary shares
Berisford (Overseas) Limited*	Great Britain	100	30,025,000 £1 ordinary shares
Berisford (UK) Limited*	Great Britain	100	31,686,531 £1 ordinary shares
Cable Street Limited*	Great Britain	100	2 £1 ordinary shares
Castel MAC S p A *	Italy	100	8,300,000 €0 52 shares
Cleveland Range, LLC	USA	100	3,000 no par value common stock
Cleveland Range, Limited	Canada	100	32,449 Class A no par value shares
Convothorm Elektrogerate GmbH	Germany	100	1,533,875 €6 shares
Convothorm Singapore Pte Ltd	Singapore	100	100,000 \$1 shares
Craneheath Limited*	Great Britain	100	12,563,775 £1 ordinary shares
Enodis Corporation	USA	100	100 US\$ 01 par value common stock
Enodis Deutschland GmbH	Germany	100	25,000 €50 shares
Enodis France SA	France	100	7,500 €16 shares
Enodis Industrial Holdings Limited*	Great Britain	100	1 £1 ordinary share
Enodis Nederland BV*	Holland	100	181 €100 shares
Enodis UK Limited	Great Britain	100	5,000 £1 ordinary shares
Fabrasteel (M) Sdn Bhd	Malaysia	100	200,000 1MYR ordinary shares
Fabrasteel Private Limited	Singapore	100	3,000,000 1SGD shares
Frau Foodservice SAU	Spain	100	200 €300 50 shares
Frimont S p A *	Italy	100	16,000 €516 46 shares
Frymaster LLC	USA	100	n/a
Garland Catering Equipment Limited*	Great Britain	100	2 £1 ordinary shares
Garland Commercial Industries, LLC	USA	100	10 no par value common stock
Garland Commercial Ranges, Limited	Canada	100	2,000 no par value common stock
Guyon Productions SA	France	100	50,000 €16 shares
Jackson MSC LLC	USA	100	100 no par value common stock
J H Rayner (Mincing Lane) Limited	Great Britain	100	1,000,000 £1 ordinary shares
Kitecroft Limited*	Great Britain	100	37,500 £1 ordinary A shares, 12,500 £1 ordinary B shares
Kysor Industrial Corporation	USA	100	100 US\$1 common stock
Lincoln Foodservice Products, LLC	USA	100	1,000 no par value common stock
Linea net, Milano Srl	Italy	95	n/a
Manston Limited*	BVI	100	44,800 \$1 ordinary shares

# ENODIS GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (continued) for the 52 weeks ended 29 September 2007

### 9. INVESTMENTS (continued)

	Country of incorporation	Percentage shareholding	Details of holding of share capital
Merco/Savory, LLC	USA	100	3,000 no par value common stock
Merrychef Holdings Limited	Great Britain	100	295,000 Class A ordinary shares 205,000 £1 ordinary shares
Merrychef Limited	Great Britain	100	44,800 £1 ordinary shares
Mile High Equipment LLC	USA	100	200 no par value common stock
Nanhai Fabristeel Kitchen Ware Co Ltd	China	100	n/a
New Ton Food Equipment Limited	Thailand	99.9	1,959,995 Thai Baht ordinary shares
Scotsman Beverage Systems Ltd	Great Britain	100	406,500,000 1p ordinary shares 500,000 £1 deferred shares
Scotsman Group, LLC	USA	100	1,000 US\$1 common stock
Scotsman Ice systems SA (PTY) Limited	South Africa	51	51 1 Rand shares
Steamhammer Limited*	Great Britain	100	23,800,000 £1 ordinary shares
Scotsman Ice Systems (Shanghai) Company Ltd	China	100	1 US\$ 2,150,000 £1 share
Shanghai Fabristeel Foodservice Int Trade Co Ltd	China	100	n/a
Teuros SAU	Spain	100	400 €225.38 shares
Technyform Productions SA	France	100	2,500 €15.24 shares
The Delfield Company LLC	USA	100	100 US\$0.01 par value common stock
Turner Curzon Limited *	Great Britain	100	21,734,227 50p ordinary shares
Viscount Catering Limited	Great Britain	100	1,500,000 £1 ordinary shares
Welbilt Manufacturing (Thailand) Limited	Thailand	50	9,333,333 10 Thai Baht Class A ordinary shares
Welbilt Walk-Ins, LP	USA	100	n/a
Whitlence Drink Equipment Limited	Great Britain	100	8,397,517 £1 ordinary shares
<b>Property</b>			
Enodis Investments Limited*	Great Britain	100	65,775,400 50p ordinary shares 145,805,094 50p preferred ordinary shares
Enodis Property Developments Limited	Great Britain	100	38,343,713 £1 ordinary shares

\*Held directly by the Company. All other trading subsidiaries are held through subsidiaries. Subsidiaries not listed above are either dormant or used only as vehicles to hold the shares of certain non-operating companies.

### 10. STOCKS

	29 September 2007	30 September 2006
	£m	£m
Finished goods	0.4	0.2
Property	3.4	4.9
	<u>3.8</u>	<u>5.1</u>

# ENODIS GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (continued) for the 52 weeks ended 29 September 2007

### 11. DEBTORS

	29 September 2007 £m	30 September 2006 £m
Trade debtors	1 1	0 4
Amounts owed by subsidiary undertakings	876 9	955 5
Amounts owed by parent undertaking	395 9	395 9
Prepayments and accrued income	0 2	0 2
	<u>1,274 1</u>	<u>1,352 0</u>

### 12. CREDITORS

	29 September 2007 £m	30 September 2006 £m
Trade creditors	1 0	0 7
Amounts owed to subsidiary undertakings	1,539 9	1,643 6
Amounts owed to parent undertaking	128 9	63 9
Other creditors	0 6	0 2
Other taxes and social security	0 1	0 2
Accruals and deferred income	1 6	1 9
Bank overdraft	0 4	-
	<u>1,672 5</u>	<u>1,710 5</u>
Disclosed as		
Creditors amounts falling due within one year	1,672 5	1,648 5
Creditors amounts falling due after more than one year	-	62 0
	<u>1,672 5</u>	<u>1,710 5</u>

### 13 CALLED UP SHARE CAPITAL

	29 September 2007 £m	30 September 2006 £m
<b>Authorised</b>		
700,000,001 (2006 700,000,001) ordinary shares of £1 each	<u>700 0</u>	<u>700 0</u>
<b>Allotted, called up and fully paid :</b>		
700,000,001 (2006 700,000,001) ordinary shares of £1 each	<u>700 0</u>	<u>700 0</u>

# ENODIS GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (continued) for the 52 weeks ended 29 September 2007

### 14. RESERVES

	Share capital	Retained earnings	Other reserves	Total
	£m	£m	£m	£m
At 30 September 2006 as previously stated	700 0	28 1	-	728 1
Prior year adjustment – note 1 and below	-	(0 5)	0 5	-
At 30 September 2006 – restated	700 0	27 6	0 5	728 1
Retained profit for the year	-	68 4	-	68 4
Other losses recognised directly into equity	-	(5 5)	-	(5 5)
Dividends	-	(85 0)	-	(85 0)
At 29 September 2007	700 0	5 5	0 5	706 0

As set out in note 1, the Company has adopted FRS20 “Share-based payments” (“FRS20”) and UITF44 “Group and treasury share transactions” (“UITF44”) in these financial statements. UITF44 requires the subsidiary to record an expense for such compensation in accordance with FRS20 (Share based payments), with corresponding increase recognised in equity as a contribution from parent.

The adoption of this pronouncement has required the restatement of comparative results where £0 4m was recognised as opening adjustment and a further £0 1m was recognised in respect of FY06.

### 15. RECONCILIATION OF MOVEMENTS IN SHAREHOLDER’S FUNDS

	2007 £m	2006 (restated) £m
Retained profit / (loss) for the period	68 4	(1 8)
Other (losses) / gains recognised directly in equity	(5 5)	2 1
Dividends – see below	(85 0)	-
Net movement in retained profits	(22 1)	0 3
Opening shareholders’ funds	728 1	727 8
Closing shareholders’ funds	706 0	728 1

The Company paid a dividend of £85m to Enodis Holdings Limited and received dividends of £60m from Enodis Industrial Holdings Limited, €5 5m (£3 8m) from Castel MAC S p A and €13 9m (£9 6m) from Frimont S p A.



**NOTES TO THE FINANCIAL STATEMENTS (continued)**  
**for the 52 weeks ended 29 September 2007**

**16. SHARE-BASED PAYMENTS**

The Company participates in share option schemes established by Enodis plc, whereby Enodis plc grants share options to employees of the Company. Following the adoption of FRS20 "Share-based payments" ("FRS20") and UITF 44 "Group and treasury share transactions" ("UITF44") in these financial statements, the Company has recognised a total charge in the period of £47.0k (2006 £104.1k).

The share option schemes in which the Company participates for certain employees with outstanding grants are as follows:

- Executive Share Scheme (1995),
- Executive Share Scheme (2001), and
- Performance Share Plan ("PSP")

Under the executive option scheme rules, options are exercisable at a price being the higher of the closing quoted market price of Enodis plc's shares on the dealing day prior to the date of grant and on the date of grant itself. The PSP will deliver an award of shares, at no cost, provided that prescribed performance conditions over the vesting period have been met.

The above plans have a three year vesting period and are subject to prescribed Total Shareholder Return ("TSR") thresholds being met. Additionally, no options or performance shares may vest unless the Remuneration Committee is satisfied that there has been a sustained improvement in the underlying financial performance of Enodis plc and its subsidiaries ("the Group").

If options and performance shares remain unexercised after a period of ten years from the date of grant, the awards expire. In most cases, the awards are forfeited if the employee leaves the Group before they vest.

**ENODIS GROUP LIMITED**
**NOTES TO THE FINANCIAL STATEMENTS (continued)**  
**for the 52 weeks ended 29 September 2007**
**16 SHARE-BASED PAYMENTS (continued)**

Details of share-based payments in issue over the last two years are as follows:

	Sharesave Scheme (1992)		Executive Share Scheme (1993)		Executive Share Scheme (2001)		Executive Share Scheme (2001)		Performance Share Plan	
	Number of share options	Weighted average exercise price £	Number of share options	Weighted average exercise price £	Number of share options	Weighted average grant price £	Number of share options	Weighted average exercise price £	Number of share options	Weighted average grant price £
Outstanding at 1 October 2005	24,615	1 83	131,389	1 79	127,063	2 52	1,173,888	0 93	—	—
Granted in the period	—	—	—	—	—	—	158,000	1 35	—	—
Exercised in the period	—	—	—	—	—	—	(167,905)	0 97	—	—
Forfeited in the period	(235)	1 56	—	—	—	—	—	—	—	—
Expired in the period	(18,597)	1 75	—	—	—	—	—	—	—	—
Outstanding at 30 September 2006	5,783	2 10	131,389	1 79	127,063	2 52	1,163,983	0 98	—	—
Granted in the period	—	—	—	—	—	—	184,000	2 03	55,000	2 00
Exercised in the period*	—	—	(119,040)	1 73	—	—	(441,642)	0 92	—	—
Forfeited in the period	—	—	—	—	(36,435)	2 61	(139,000)	1 40	—	—
Expired in the period	(5,783)	2 10	—	—	—	—	—	—	—	—
<b>Outstanding at 29 September 2007</b>	<b>—</b>	<b>—</b>	<b>12,349</b>	<b>2 44</b>	<b>90,628</b>	<b>2.48</b>	<b>767,341</b>	<b>1 19</b>	<b>55,000</b>	<b>2.00</b>
<b>Weighted average remaining contractual life (years) as at 29 September 2007</b>	<b>—</b>	<b>—</b>	<b>1 92</b>	<b>—</b>	<b>2 50</b>	<b>—</b>	<b>6 96</b>	<b>—</b>	<b>2 69</b>	<b>—</b>
<b>Exercisable as at*</b>										
30 September 2006	—	—	131,385	1 79	127,063	2 51	256,983	1 03	—	—
29 September 2007	—	—	12,349	2 44	90,628	2 48	375,341	0.87	—	—

# ENODIS GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (continued) for the 52 weeks ended 29 September 2007

### 16. SHARE-BASED PAYMENTS (continued)

The following table summarises the Group's share options outstanding to employees of the Company and share options that are exercisable as at 29 September 2007

Range of exercise prices	Number of options	Options outstanding		Number of options	Options exercisable	
		Weighted average remaining contractual life (years)	Weighted average exercise price £		Weighted average exercise price £	
£0.49–£1.00	331,049	5.76	0.79	331,049	0.79	
£1.01–£1.50	270,292	7.03	1.17	44,292	1.47	
£1.51–£2.00	17,000	8.96	1.77	–	–	
£2.01–£2.50	186,048	7.74	2.07	37,048	2.23	
£2.51–£3.00	65,929	2.76	2.61	65,929	2.61	
£0.49–£3.00	<b>877,250</b>	<b>6.42</b>	<b>1.35</b>	<b>485,250</b>	<b>1.24</b>	

None of the Group's performance shares were capable of vesting as at 29 September 2007

The weighted average share price at the date of exercise during the 52 weeks to 29 September 2007 was £0.98

During the current financial year, options were granted on 4 January 2007, with a fair value per option of £0.53. During the previous financial year options were granted on 3 January and 28 September 2006. The fair values of the options granted on those dates were £0.28 and £0.38 respectively. These fair values were calculated using the Black-Scholes valuation model, as well as incorporating a discount for the schemes' market based performance conditions.

The fair value is charged to the income statement on a straight-line basis over the options vesting period. Inputs into the valuation model were as follows:

	2007	2006
Weighted average share price £	2.03	1.31
Weighted average exercise price £	2.03	1.31
Weighted average expected volatility	24.9%	27.0%
Expected life (years)	6.5	6.5
Risk free interest rate	5.0%	4.2%
Expected dividend yield	1.5%	1.6%
Discount for effects of market based performance conditions	15%	30%

Expected volatility has been determined by reference to the historical volatility of Enodis plc's share price over a range of three to four years. The periods of historical volatility that are used are considered as suitable estimates for the future volatility over the estimated life of the option. In determining the expected life of the share options management gave consideration to the three year vesting period and the contractual life of ten years from the date of grant. The mid-point of this range was used, which management believe accommodates the effects of the potential for certain option holders to exercise their options at an earlier date. Management assesses at the end of each reporting period its estimates in relation to forfeitures. Over recent years the Group's forfeiture rate has been low.

**NOTES TO THE FINANCIAL STATEMENTS (continued)**  
for the 52 weeks ended 29 September 2007

**16. SHARE-BASED PAYMENTS (continued)**

The 55,000 performance shares outstanding on 29 September 2007 comprise a grant of 55,000 shares on 6 June 2007. The fair value (per share) was £1.00.

The fair value of the performance shares granted during 2007 were determined using a stochastic valuation model which takes account of the schemes' market based performance conditions. The main assumptions used to value the performance shares were as follows:

	2007
Weighted average share price £	1.99
Weighted average expected volatility	21.2%
Expected life (years)	3
Risk free interest rate	5.6%
Expected dividend yield	0%

Expected volatility has been determined by reference to the historical volatility of Enodis plc's share price over the preceding three year period, which is considered a suitable estimate for the future volatility over the three year vesting period of the Performance Shares. Management assesses at the end of each reporting period its estimates in relation to forfeitures. Over recent years the Group's forfeiture rate has been low.

**17. COMPANY PENSION SCHEMES**

The Company operates a defined benefit pension scheme and a defined contribution scheme. The principal defined benefit scheme in the UK is the Berisford (1948) Pension Scheme ("the Berisford Scheme").

The pension costs and balance sheet entries included and disclosed in the financial statements have been prepared by independent, qualified actuaries.

No amounts were outstanding or prepaid in respect of the Company's defined contribution pension scheme (2006: nil). The balance sheet position for the Company's defined benefit pension obligations is summarised below:

The following disclosures relating to the Berisford (1948) scheme have been based on a full actuarial valuation as at 31 March 2007 carried out by a qualified independent actuary, updated to the current period end. The following disclosures also include one unfunded arrangement.

The liabilities of the scheme were calculated using the key assumptions set out below:

	29 September 2007	30 September 2006	1 October 2005
Discount rate	5.75%	5.00%	5.00%
Rate of increase in salaries	4.70%	4.25%	4.25%
Rate of increase in pensions in payment	3.20%	2.75%	2.75%
Rate of increase in pensions in deferment	3.20%	2.75%	2.75%
Price inflation	3.20%	2.75%	2.75%

# ENODIS GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (continued) for the 52 weeks ended 29 September 2007

### 17. COMPANY PENSION SCHEMES (continued)

The fair value of the assets in the scheme and the expected rate of return were

	Long-term rate of return expected at 29 September 2007	Value at 29 September 2007 £m	Long-term rate of return expected at 30 September 2006	Value at 30 September 2006 £m	Long-term rate of return expected at 1 October 2005	Value at 1 October 2005 £m
Equities	7.50%	29.3	7.25%	28.2	7.00%	46.8
Bonds	5.75%	31.1	5.00%	33.0	5.00%	43.0
Other	4.75%	32.0	4.50%	32.8	4.25%	-
Total market value of assets		92.4		94.0		89.8
Present value of scheme liabilities		(89.1)		(85.8)		(84.7)
Surplus / (deficit) in the scheme		3.3		8.2		5.1
Related deferred tax liability		(1.3)		(2.4)		(1.5)
Net pension asset / (liability)		2.0		5.8		3.6

#### Analysis of the amount charged to operating profit

	29 September 2007 £m	30 September 2006 £m
Current service cost	0.4	0.8
Total operating (credit)/charge	0.4	0.8

#### Analysis of the amount credited/(debited) to other finance income / (expense)

	29 September 2007 £m	30 September 2006 £m
Expected return in pension plan assets	5.0	5.2
Interest on pension plan liabilities	(4.2)	(4.2)
Net return	0.8	1.0

#### Net debit/(credit) (operating charge less net finance income)

	29 September 2007 £m	30 September 2006 £m
Net debit/ (credit)	(0.4)	(0.2)

#### Analysis of amount recognised in Statement of Total Recognised Gains and Losses ('STRGL')

	29 September 2007 £m	30 September 2006 £m
Actual return less expected return on pension assets	(2.9)	2.6
Experience gains and losses arising on the scheme liabilities	(1.1)	-
Changes in assumptions underlying the present value of the liabilities	(1.7)	-
Actuarial gain/(loss) recognised in STRGL	(5.7)	2.6

# ENODIS GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (continued) for the 52 weeks ended 29 September 2007

### 17. COMPANY PENSION SCHEMES (continued)

#### *Movement in surplus*

	29 September 2007 £m	30 September 2006 £m
Surplus/(deficit) at the start of the period	8.2	5.1
Movement in the period		
Current service cost	(0.4)	(0.8)
Contributions paid	0.4	0.3
Net finance income/(expense)	0.8	1.0
Actuarial gain/(loss)	(5.7)	2.6
Surplus/(deficit) at the end of period	3.3	8.2

The Company expects to contribute £0.4m to its defined benefit pension arrangements during the next financial year

#### *History of experience gains and losses*

	29 September 2007	30 September 2006	1 October 2005	2 October 2004	27 September 2003
Difference between expected and actual return on assets (£m)	(2.9)	2.6	9.2	2.2	5.1
Percentage of assets	3%	3%	10%	3%	7%
Experience gains and losses on liabilities (£m)	(1.1)	-	2.8	6.1	(0.5)
Percentage of the present value of the liabilities	1%	-%	3%	8%	1%
Total amount recognised in statement of total recognised gains and losses (£m)	(5.7)	2.6	6.5	9.1	(0.6)
Percentage of the present value of the liabilities	6%	3%	8%	12%	1%

### 18. OPERATING LEASE COMMITMENTS

Non-cancellable operating lease payments in respect of land and buildings which the Company is committed to make during the next financial year are analysed as follows

	29 September 2007 £m	30 September 2006 £m
Leases expiring	0.6	0.7
After more than five years	0.6	0.7

The beneficial interest in two of the three operating leases included above have been transferred to a subsidiary undertaking

### 19. POST BALANCE SHEET EVENTS

On the 30 June 2008, following an auction process established by the Panel on Takeovers and Mergers, the Board of Enodis plc, the ultimate parent company, recommended an offer from The Manitowoc Company, Inc. valuing each Enodis plc share at 328 pence. Under the terms of the Offer, Enodis plc shareholders will receive 328 pence in cash for each Enodis share. In addition, in June 2008, Enodis plc paid a dividend of 2.0 pence per share in lieu of an interim dividend in respect of the 52 weeks ending 27 September 2008. The offer is conditional, among other things, on Manitowoc obtaining certain antitrust clearances from the EC and US antitrust authorities. The revised offer is also subject to shareholder approval.

## **ENODIS GROUP LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS (continued) for the 52 weeks ended 29 September 2007**

#### **20. CONTINGENT LIABILITIES**

There are contingent liabilities in respect of cross guarantees, given by the Company, together with other members of the Enodis Group, in favour of National Westminster Bank and Wachovia Bank, N A. At 29 September 2007, the borrowings amounted to £1.0m (2006: £1.1m).

#### **21. IMMEDIATE AND ULTIMATE PARENT COMPANY**

The ultimate parent company and controlling entity is Enodis plc, a company incorporated in Great Britain. The immediate parent company is Enodis Holdings Limited, a company incorporated in Great Britain. Enodis plc is the smallest and largest group of undertakings for which group financial statements are prepared. Copies of the Financial Statements of Enodis plc can be obtained from the Secretary at The Place, 175 High Holborn, London WC1V 7AA.