

Written Resolution

No. 04330202

To all the members of Enodis Group Limited

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 and to a board resolution passed today, the directors of the Company propose the following special resolutions. 12 December 2008

ENODIS GROUP LIMITED (THE "COMPANY")

WRITTEN RESOLUTION

I/We, the undersigned, being the sole member of the who (at the circulation date of this/these resolutions) (as defined in section 290 of the Companies Act 2006 ("the Circulation Date")) would have been entitled to vote on this/these resolutions, hereby agree, pursuant to Chapter 2, Part 13 of the Companies Act 2006, to the following special resolutions.

Special Resolutions

1. THAT the authorised ~~and~~ issued share capital of the Company be reduced from £700,000,001 to £100 and the 700,000,000 ordinary shares of £1 each registered in our name; *RF*
2. THAT conditional upon resolution 1 above becoming effective and the registration by the registrar of the reduction in share capital detailed in resolution 1 above, paragraph 5 of the memorandum of association of the Company and article 3 of the articles of association be deleted and replaced with the following: "The Company's share capital is £100 divided into 100 ordinary shares of £1 each."; and
3. THAT any Director or the Company Secretary or any authorised signatory of the Company, be authorised to sign any document or do any act, deed or thing he or she considers necessary or desirable in connection the reduction of the Company's share capital pursuant to resolution 1 above, and any such act or the execution of any such document shall be and is hereby approved in all respects.

Please read the notes at the end of this document before signifying your agreement.

[Signature]
for and on behalf of
Enodis Holdings Limited

Date: 12 December 2008



NOTES

1. To signify your agreement to the resolutions, please sign and date this document where indicated above and return it to the Company using one of the following methods:

By Hand: delivering the signed copy to the Company at its registered office.

Post: returning the signed copy by post to the Company at its registered office.

E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to David.Hooper@enodis.com. Please enter "Written resolutions dated 12 December 2008" in the e-mail subject box.

2. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
3. If the resolutions are not passed by the end of the period of 28 days beginning with the Circulation Date they will lapse.