

**ENODIS GROUP LIMITED**

**REPORT AND FINANCIAL STATEMENTS  
FOR THE 52 WEEKS ENDED 27 SEPTEMBER 2008**

**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 27 September 2008. Comparative information represents the results for the 52 weeks ended 29 September 2007. 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.

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, now named Enodis Limited, recommended an offer from The Manitowoc Company, Inc. valuing each Enodis plc share at 328 pence. As a result, the takeover of Enodis plc by The Manitowoc Company, Inc. was completed on the 27 October 2008.

### **GOING CONCERN**

Despite the Company having net current liabilities, it has a commitment from its ultimate parent company which confirms that it will not demand repayment of any intercompany loans for a period of 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 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 financial statements.

### **RESULTS AND DIVIDEND**

The results for the 52 weeks to 27 September 2008 are set out on page 5. The Directors do not recommend the payment of a dividend (2007: £85m).

### **DIRECTORS**

The Directors who held office throughout the 52 weeks to 27 September 2008 and to date, except as noted, are as follows:

|               |                             |
|---------------|-----------------------------|
| D R Hooper    | (resigned 27 October 2008)  |
| D S McCulloch | (resigned 27 October 2008)  |
| W D Wrench    | (resigned 27 October 2008)  |
| T Doerr       | (appointed 27 October 2008) |
| M DeLon Jones | (appointed 27 October 2008) |
| M J Kachmer   | (appointed 27 October 2008) |
| K N Blades    | (appointed 30 January 2009) |

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

## REPORT OF THE DIRECTORS (continued)

### AUDITORS

Each of the persons, who is a director 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.

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



**K N Blades**

Director

thePlace

175 High Holborn

London WC1V 7AA

27 July

2009

## **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 27 September 2008, 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 2008 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 LLP*

**Deloitte LLP**

Chartered Accountants and Registered Auditors

London, United Kingdom

30<sup>th</sup> 5-5 2009

**ENODIS GROUP LIMITED****PROFIT AND LOSS ACCOUNT**

for the 52 weeks ended 27 September 2008

|  |              | 52 weeks ended<br>27 September<br>2008 | 52 weeks ended<br>29 September<br>2007 |
|--|--------------|--|--|
|  | <u>Notes</u> | <u>£m</u>                              | <u>£m</u>                              |
| Turnover   | 1            | 1.6                                    | 3.0                                    |
| Costs of Sales                                       |              | <u>(1.1)</u>                           | <u>(2.8)</u>                           |
| Gross profit   |              | 0.5                                    | 0.2                                    |
| Administration income/(expenses)                     |              | 2.1                                    | (2.7)                                  |
| Exceptional write off of intercompany receivables    | 3            | <u>(0.2)</u>                           | <u>(0.8)</u>                           |
| Total administration expenses                        |              | <u>1.9</u>                             | <u>(3.5)</u>                           |
| Operating profit/(loss)                              | 3            | 2.4                                    | (3.3)                                  |
| Net interest receivable/(payable) and similar charge | 5            | 0.3                                    | (1.5)                                  |
| Dividend received                                    |              | <u>4.0</u>                             | <u>73.4</u>                            |
| Profit on ordinary activities before tax             |              | 6.7                                    | 68.6                                   |
| Taxation on profit on ordinary activities            | 6            | <u>2.7</u>                             | <u>(0.2)</u>                           |
| Profit for the financial year                        |              | <u>9.4</u>                             | <u>68.4</u>                            |

All operations are continuing.

**STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES**

for the 52 weeks ended 27 September 2008

|   | 52 weeks ended<br>27 September<br>2008 | 52 weeks ended<br>29 September<br>2007 |
|---|--|--|
|   | <u>£m</u>                              | <u>£m</u>                              |
| Retained profit for the period                        | 9.4                                    | 68.4                                   |
| Currency translation                                  | (7.1)                                  | (1.1)                                  |
| Actuarial loss on defined benefit pension obligations | (6.1)                                  | (5.7)                                  |
| Dividend  | -                                      | (85.0)                                 |
| Deferred tax on actuarial gains                       | 1.3                                    | 1.3                                    |
| Total recognised gains and losses for the period      | <u>(2.5)</u>                           | <u>(22.5)</u>                          |

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

**ENODIS GROUP LIMITED**

**BALANCE SHEET**

**27 September 2008**

|   |              | <b>27September<br/>2008</b> | <b>29 September<br/>2007</b> |
|---|--------------|-----------------------------|------------------------------|
|   | <b>Notes</b> | <b>£m</b>                   | <b>£m</b>                    |
| <b>FIXED ASSETS</b>                                       |              |                             |                              |
| Tangible assets   | 8            | 1.2                         | 0.7                          |
| Investments   | 9            | 1,081.1                     | 1,097.9                      |
|   |              | <u>1,082.3</u>              | <u>1,098.6</u>               |
| <b>CURRENT ASSETS</b>                                     |              |                             |                              |
| Stocks  | 10           | 3.9                         | 3.8                          |
| Debtors   | 11           | 1,523.8                     | 1,274.1                      |
| Pension Asset   |              | -                           | 2.0                          |
| Cash at bank and in hand                                  |              | 6.5                         | -                            |
|   |              | <u>1,534.2</u>              | <u>1,279.9</u>               |
| <b>CREDITORS: amounts falling due within one year</b>     | 12           | <u>(1,910.5)</u>            | <u>(1,672.5)</u>             |
| <b>NET CURRENT LIABILITIES</b>                            |              | <u>(376.3)</u>              | <u>(392.6)</u>               |
| <b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>              |              | <u>706.0</u>                | <u>706.0</u>                 |
| <br><b>NET ASSETS excluding pension (liability)/asset</b> |              | <u>706.0</u>                | <u>706.0</u>                 |
| Pension liability   | 17           | (2.4)                       | -                            |
| <b>NET ASSETS including pension (liability)/asset</b>     |              | <u>703.6</u>                | <u>706.0</u>                 |
| <br><b>SHARE CAPITAL AND RESERVES</b>                     |              |                             |                              |
| Called up share capital                                   | 13,14        | 700.0                       | 700.0                        |
| Profit and loss account                                   | 14           | 3.0                         | 5.5                          |
| Other reserves  | 14           | 0.6                         | 0.5                          |
| <b>SHAREHOLDER'S FUNDS</b>                                | 14           | <u>703.6</u>                | <u>706.0</u>                 |

Approved by the Board of Directors on 27 July 2009



**K N Blades**  
Director

**NOTES TO THE FINANCIAL STATEMENTS**  
for the 52 weeks ended 27 September 2008

**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.

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

**Consolidated financial statements** No consolidated accounts have been prepared in accordance with Section 228A of the Companies Act 1985, as the Company is a wholly owned subsidiary of a company incorporated in Wisconsin. 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% – 33⅓%.

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

**Stocks** 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 27 September 2008**

**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, Manitowoc, has produced group financial statements including a consolidated cash flow statement, which are publicly available.

**2. SEGMENTAL REPORTING**

Turnover for the 52 weeks ended 27 September 2008 was derived from the Company's trading activities performed in Italy £1.6m (2007: £1.1m) and property sales £nil (2007: £1.9m).

# ENODIS GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (continued) for the 52 weeks ended 27 September 2008

### 3. OPERATING LOSS

|  | 52 weeks<br>ended<br>27 September<br>2008 | 52 weeks<br>ended<br>29 September<br>2007 |
|--|---|---|
| Operating loss is stated after charging/(crediting): | <u>£m</u>                                 | <u>£m</u>                                 |
| Depreciation of tangible fixed assets                | 0.1                                       | 0.1                                       |
| Operating lease rentals - Land and buildings         | 0.3                                       | 0.4                                       |
| Profit on sale of C Czarnikow Ltd                    | -   | (0.2)                                     |
| Auditors' remuneration:                              |   |   |
| – other non-audit fees: tax services                 | 0.2                                       | 0.5                                       |
| Intercompany receivables write off                   | 0.2                                       | 0.8                                       |
| Foreign exchange losses                              | 7.1                                       | 1.1                                       |

Administration expenses include £0.2m (2007: £7.6m) written off in respect of intercompany balances due to subsidiaries and a provision write back of £nil (2007 £6.8m) in respect of intercompany balances previously written off.

No auditors' remuneration in respect of audit fees has been charged in the financial statements in either period as these expenses, to the extent relevant to the Company, are borne by the ultimate parent company. Management believes that £35,000 (2007: £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<br>ended<br>27 September<br>2008 | 52 weeks<br>ended<br>29 September<br>2007 |
|--|---|---|
| Staff costs, including directors, comprised: | <u>£m</u>                                 | <u>£m</u>                                 |
| Wages and salaries                           | 2.9                                       | 2.6                                       |
| Social security costs                        | 0.3                                       | 0.3                                       |
| Defined benefit pension expense              | 0.5                                       | 0.4                                       |
| Charge in respect of share-based payments    | 0.1                                       | -   |
| Defined contribution pension expense         | -   | 0.1                                       |
|  | <u>3.8</u>                                | <u>3.4</u>                                |

The average monthly number of employees, including directors, was 34 (2007: 29).

#### Directors' remuneration

|                                      | 52 weeks<br>ended<br>27 September<br>2008 | 52 weeks<br>ended<br>29 September<br>2007 |
|--------------------------------------|---|---|
|                                      | <u>£m</u>                                 | <u>£m</u>                                 |
| Salaries and benefits                | 1.9                                       | 2.2                                       |
| Defined contribution pension expense | 0.2                                       | 0.1                                       |
|                                      | <u>2.1</u>                                | <u>2.3</u>                                |

Until their resignations, the remuneration of D S McCulloch and W D Wrench was 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.

D R Hooper belongs 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 27 September 2008

### 5. NET INTEREST RECEIVABLE AND SIMILAR INCOME

|  | 52 weeks<br>ended<br>27 September<br>2008<br>£m | 52 weeks<br>ended<br>29 September<br>2007<br>£m |
|--|---|---|
| Interest payable and similar charges:                      |   |   |
| Intercompany interest                                      | (19.4)  | (18.4)  |
| Other interest payable                                     | (0.1)   | (0.2)   |
|  | <u>(19.5)</u>                                   | <u>(18.6)</u>                                   |
| Interest receivable and similar income:                    |   |   |
| Intercompany interest income                               | 19.8  | 16.3  |
| Expected net return on defined benefit pension plan assets | -   | 0.8   |
|  | <u>19.8</u>                                     | <u>17.1</u>                                     |
| Net interest receivable/(payable)                          | <u>0.3</u>                                      | <u>(1.5)</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<br>ended<br>27 September<br>2008<br>£m | 52 weeks<br>ended<br>29 September<br>2007<br>£m |
|--|---|---|
| Analysis of tax expense / (benefit) on ordinary activities |   |   |
| <u>UK Corporation tax</u>                                  |   |   |
| Current tax expense on income for the period               | 0.4   | 7.8   |
| Overseas tax benefit                                       | (2.7)   | -   |
|  | <u>(2.3)</u>                                    | <u>7.8</u>                                      |
| Double tax relief  | (0.4)   | (7.8)   |
| Total current tax benefit                                  | <u>(2.7)</u>                                    | <u>-</u>  |
| Deferred tax expense for the period                        | -   | 0.2   |
|  | <u>-</u>  | <u>0.2</u>                                      |

**NOTES TO THE FINANCIAL STATEMENTS (continued)**  
**for the 52 weeks ended 27 September 2008**

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

**Rate reconciliation**

The current tax charged for the 52 weeks to 27 September 2008 differs from that resulting from applying the standard rate of corporation tax in the UK of 29% (2007: 30%). The differences are explained below:

|  | 52 weeks<br>ended<br>27 September<br>2008<br><u>£m</u> | 52 weeks<br>ended<br>29 September<br>2007<br><u>£m</u> |
|--|--|--|
| UK income tax rate                                     | 29%  | 30%  |
| Profit on ordinary activities before tax               | 6.7  | 68.6   |
| Tax on profit at UK income tax rate                    | <u>1.9</u>   | <u>20.6</u>  |
| <b>Effects of:</b>                                     |  |  |
| Expenses not deductible for tax purposes               | 0.3  | 1.1  |
| Exceptional write off of intercompany receivables      | -  | 0.2  |
| Dividend gross up                                      | 0.4  | 3.8  |
| Non taxable UK dividend income                         | -  | (18.1)   |
| Imputed interest income                                | 11.7   | 11.6   |
| Double taxation relief                                 | (0.4)  | (7.8)  |
| Unrelieved losses carried forward                      | 1.3  | -  |
| Foreign tax credit                                     | (2.7)  | -  |
| Group relief received for nil consideration            | (15.1)   | (9.9)  |
| Movement in unrecognised short-term timing differences | (0.1)  | (1.5)  |
|  | <u>(2.7)</u>   | <u>-</u>   |

There is an unprovided deferred tax asset of £4.2m (2007: £3.8m) 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.

# ENODIS GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (continued) for the 52 weeks ended 27 September 2008

### 8. TANGIBLE FIXED ASSETS

|  | Plant and<br>equipment<br>2008<br>£m | Plant and<br>equipment<br>2007<br>£m |
|--|--------------------------------------|--------------------------------------|
| <b>Cost</b>                                      |                                      |                                      |
| At the beginning of the period                   | 1.2                                  | 0.5                                  |
| Additions  | 0.6                                  | 0.7                                  |
| Disposals  | -                                    | -                                    |
| At the end of the period                         | <u>1.8</u>                           | <u>1.2</u>                           |
| <b>Depreciation:</b>                             |                                      |                                      |
| At the beginning of the period                   | 0.5                                  | 0.4                                  |
| Charge for the period                            | 0.1                                  | 0.1                                  |
| Disposals  | -                                    | -                                    |
| At the end of the period                         | <u>0.6</u>                           | <u>0.5</u>                           |
| <b>Net book value at the end of the period</b>   | <u>1.2</u>                           | <u>0.7</u>                           |
| <b>Net book value at the start of the period</b> | <u>0.7</u>                           | <u>0.1</u>                           |

### 9. INVESTMENTS

|                                 | Investments<br>in group<br>companies<br>£m | Investments<br>in shares of<br>Enodis plc<br>(i)<br>£m | 2008<br>Total<br>£m | 2007<br>Total<br>£m |
|---------------------------------|--|--|---------------------|---------------------|
| <b>Cost and net book value:</b> |  |  |                     |                     |
| At the beginning of the period  | 1,096.9                                    | 1.0  | 1,097.9             | 1,075.4             |
| Additions                       | -  | -  | -                   | 22.5                |
| Disposals(ii)                   | (15.8)                                     | (1.0)  | (16.8)              | -                   |
| At the end of the period        | <u>1,081.1</u>                             | <u>-</u>   | <u>1,081.1</u>      | <u>1,097.9</u>      |

(i) Investments in shares of Enodis Limited comprise 87,577 (2007:1,202,652) ordinary shares held in an independently managed Executive Share Option Plan ("ESOP trust"). The market value of the shares held by the trust at 27 September 2008 was £0.3m (2007: £2.1m).

(ii) There were no additions during the current period. During the period, the Company sold its investment in Fabristeel Private Limited to Enodis Maple Leaf Limited, a fellow subsidiary in the Enodis Group.

# ENODIS GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (continued) for the 52 weeks ended 27 September 2008

### 9. INVESTMENTS (continued)

The principal investments in group undertakings are:

|                                     | Country of<br>incorporation | Percentage<br>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                       |
| Convotherm Elektrogerate GmbH       | Germany                     | 100                        | 1,533,875 €6 shares                                      |
| Convotherm 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                                 |
| Fabristeel (M) Sdn Bhd              | Malaysia                    | 100                        | 200,000 1MYR ordinary shares                             |
| Fabristeel 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 27 September 2008

### 9. INVESTMENTS (continued)

|  | Country of<br>incorporation | Percentage<br>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<br>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.<br>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<br>500,000 £1 deferred shares                   |
| Scotsman Group, LLC                                  | USA                         | 100                        | 1,000 US\$1 common stock   |
| Scotsman Ice systems SA (PTY)<br>Limited             | South Africa                | 51                         | 51 1 Rand shares   |
| Steamhammer Limited*                                 | Great Britain               | 100                        | 23,800,000 £1 ordinary shares  |
| Scotsman Ice Systems (Shanghai)<br>Company Ltd       | China                       | 100                        | 1 US\$ 2,150,000 £1 share  |
| Shanghai Fabristeel Foodservice Int<br>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<br>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)<br>Limited          | Thailand                    | 50                         | 9,333,333 10 Thai Baht Class A<br>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<br>145,805,094 50p preferred ordinary<br>shares |
| Enodis Property Developments<br>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

|                | 27 September<br>2008 | 29 September<br>2007 |
|----------------|----------------------|----------------------|
|                | £m                   | £m                   |
| Finished goods | 0.5                  | 0.4                  |
| Property       | 3.4                  | 3.4                  |
|                | <u>3.9</u>           | <u>3.8</u>           |

**ENODIS GROUP LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS (continued)**  
for the 52 weeks ended 27 September 2008

**11. DEBTORS**

|   | 27 September<br>2008<br>£m | 29 September<br>2007<br>£m |
|---|----------------------------|----------------------------|
| Trade debtors                           | 0.6                        | 1.1                        |
| Amounts owed by subsidiary undertakings | 865.1                      | 876.9                      |
| Amounts owed by parent undertaking      | 657.9                      | 395.9                      |
| Prepayments and accrued income          | 0.2                        | 0.2                        |
|   | <u>1,523.8</u>             | <u>1,274.1</u>             |

**12. CREDITORS: Amounts falling due withing one year**

|   | 27 September<br>2008<br>£m | 29 September<br>2007<br>£m |
|---|----------------------------|----------------------------|
| Trade creditors                         | 0.2                        | 1.0                        |
| Amounts owed to subsidiary undertakings | 1,795.1                    | 1,539.9                    |
| Amounts owed to parent undertaking      | 113.3                      | 128.9                      |
| Other creditors                         | 0.1                        | 0.6                        |
| Other taxes and social security         | 0.1                        | 0.1                        |
| Accruals and deferred income            | 1.7                        | 1.6                        |
| Bank overdraft                          | -                          | 0.4                        |
|   | <u>1,910.5</u>             | <u>1,672.5</u>             |

**13. CALLED UP SHARE CAPITAL**

|  | 27 September<br>2008<br>£m | 29 September<br>2007<br>£m |
|--|----------------------------|----------------------------|
| <b>Authorised :</b>  |                            |                            |
| 700,000,001 (2007: 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 (2007: 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 27 September 2008****14. RESERVES**

|  | Share<br>capital | Retained<br>earnings | Other<br>reserves (i) | Total        |
|--|------------------|----------------------|-----------------------|--------------|
|  | £m               | £m                   | £m                    | £m           |
| At 29 September 2007                         | 700.0            | 5.5                  | 0.5                   | 706.0        |
| Retained profit for the year                 | -                | 9.4                  | -                     | 9.4          |
| Other losses recognised directly into equity | -                | (11.9)               | -                     | (11.9)       |
| Share option charge                          | -                | -                    | 0.1                   | 0.1          |
| At 27 September 2008                         | <u>700.0</u>     | <u>3.0</u>           | <u>0.6</u>            | <u>703.6</u> |

(i) Other reserves represent the charges in respect of share options and performance shares issued by Enodis Limited.

**15. RECONCILIATION OF MOVEMENTS IN SHAREHOLDER'S FUNDS**

|  | 2008<br>£m   | 2007<br>£m    |
|--|--------------|---------------|
| Retained profit for the period             | 9.4          | 68.4          |
| Other losses recognised directly in equity | (11.9)       | (5.5)         |
| Share option reserve                       | 0.1          | -             |
| Dividends paid                             | -            | (85.0)        |
| Net movement in shareholder's funds        | <u>(2.4)</u> | <u>(22.1)</u> |
| Opening shareholders' funds                | <u>706.0</u> | <u>728.1</u>  |
| Closing shareholders' funds                | <u>703.6</u> | <u>706.0</u>  |

**NOTES TO THE FINANCIAL STATEMENTS (continued)**  
**for the 52 weeks ended 27 September 2008**

**16. SHARE-BASED PAYMENTS**

The Company participates in share option schemes established by Enodis Limited, whereby Enodis Limited grants share options to employees of the Company. The Company has recognised a total charge in respect of share-based payments in the period of £72.7k (2007: £47.0k).

The share option schemes in which the Company participates for certain employees with outstanding grants areas 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 27 September 2008**
**16. SHARE-BASED PAYMENTS (continued)**
**Details of share-based payments in issue over the last two years are as follows:**

|  | Sharesave Scheme<br>(1992)       |  | Executive Share Scheme<br>(1993) |  | Executive Share Scheme<br>(1995) |   | Executive Share Scheme<br>(2001) |  | Performance<br>Share Plan        |   |
|--|----------------------------------|--|----------------------------------|--|----------------------------------|---|----------------------------------|--|----------------------------------|---|
|  | Number<br>of<br>share<br>options | Weighted<br>average<br>exercise<br>price £ | Number<br>of<br>share<br>options | Weighted<br>average<br>exercise<br>price £ | Number<br>of<br>share<br>options | Weighted<br>average<br>grant<br>price £ | Number<br>of<br>share<br>options | Weighted<br>average<br>exercise<br>price £ | Number<br>of<br>share<br>options | Weighted<br>average<br>grant<br>price £ |
| Outstanding at<br>30 September<br>2006   | 5,783                            | 2.10                                       | 131,389                          | 1.79                                       | 127,063                          | 2.52                                    | 1,163,983                        | 0.98                                       | —                                | —                                       |
| Granted in the<br>period   | —                                | —  | —                                | —  | —                                | —                                       | 184,000                          | 2.03                                       | 55,000                           | 2.00                                    |
| Exercised in<br>the period*  | —                                | —  | (119,040)                        | 1.73                                       | —                                | —                                       | (441,642)                        | 0.92                                       | —                                | —                                       |
| Forfeited in<br>the period   | —                                | —  | —                                | —  | (36,435)                         | 2.61                                    | (139,000)                        | 1.40                                       | —                                | —                                       |
| Expired in the<br>period   | (5,783)                          | 2.10                                       | —                                | —  | —                                | —                                       | —                                | —  | —                                | —                                       |
| Outstanding at<br>29 September<br>2007   | —                                | —  | 12,349                           | 2.44                                       | 90,628                           | 2.48                                    | 767,341                          | 1.19                                       | 55,000                           | 2.00                                    |
| Granted in the<br>period   | —                                | —  | —                                | —  | —                                | —                                       | —                                | —  | 109,500                          | 1.53                                    |
| Exercised in<br>the period*  | —                                | —  | —                                | —  | —                                | —                                       | (14,500)                         | 0.99                                       | —                                | —                                       |
| Outstanding<br>at 27<br>September<br>2008  | —                                | —  | 12,349                           | 2.44                                       | 90,628                           | 2.48                                    | 752,841                          | 1.19                                       | 164,500                          | 1.69                                    |
| Weighted<br>average<br>remaining<br>contractual<br>life (years) as<br>at 27<br>September<br>2008 | —                                |  | 0.93                             |  | 1.50                             |   | 5.96                             |  | 2.08                             |   |
| Exercisable<br>as at:  |                                  |  |                                  |  |                                  |   |                                  |  |                                  |   |
| 29 September<br>2007   | —                                | —  | 12,349                           | 2.44                                       | 90,628                           | 2.48                                    | 375,341                          | 0.87                                       | —                                | —                                       |
| 27 September<br>2008   | —                                | —  | 12,349                           | 2.44                                       | 90,628                           | 2.48                                    | 509,841                          | 0.91                                       | —                                | —                                       |

**NOTES TO THE FINANCIAL STATEMENTS (continued)**  
**for the 52 weeks ended 27 September 2008**

**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 27 September 2008:

| Range of exercise prices | Number of options | Options outstanding                                 |                                   | Options exercisable |                                   |
|--------------------------|-------------------|---|-----------------------------------|---------------------|-----------------------------------|
|                          |                   | Weighted average remaining contractual life (years) | Weighted average exercise price £ | Number of options   | Weighted average exercise price £ |
| £0.49–£1.00              | 328,549           | 4.76  | 0.79                              | 328,549             | 0.79                              |
| £1.01–£1.50              | 258,292           | 6.03  | 1.18                              | 258,292             | 1.18                              |
| £1.51–£2.00              | 17,000            | 8.00  | 1.77                              | –                   | –                                 |
| £2.01–£2.50              | 186,048           | 6.88  | 2.07                              | 37,048              | 2.23                              |
| £2.51–£3.00              | 65,929            | 1.76  | 2.61                              | 65,929              | 2.61                              |
| £0.49–£3.00              | <b>855,818</b>    | <b>5.42</b>   | <b>1.35</b>                       | <b>612,818</b>      | <b>1.17</b>                       |

None of the Group's performance shares were capable of vesting as at 27 September 2008.

The weighted average share price at the date of exercise during the 52 weeks to 27 September 2008 was £0.99.

No options were granted during the current financial year. During the previous financial year, options were granted on 4 January 2007, with a fair value per option of £0.53. The 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 option's vesting period. Inputs into the valuation model were as follows:

|   | 2008 and 2007 |
|---|---------------|
| Weighted average share price £                              | 2.03          |
| Weighted average exercise price £                           | 2.03          |
| Weighted average expected volatility                        | 24.9%         |
| Expected life (years)                                       | 6.5           |
| Risk free interest rate                                     | 5.0%          |
| Expected dividend yield                                     | 1.5%          |
| Discount for effects of market based performance conditions | 15%           |

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 27 September 2008**

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

During the current period, 109,500 performance shares were granted on 7 January 2008. the fair value per share was £0.67. 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 both periods was 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:

|                                      | 2008  | 2007  |
|--------------------------------------|-------|-------|
| Weighted average share price £       | 1.53  | 2.00  |
| Weighted average expected volatility | 22.6% | 21.2% |
| Expected life (years)                | 3     | 3     |
| Risk free interest rate              | 4.3%  | 5.6%  |
| Expected dividend yield              | 0%    | 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 (2007: 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:

|   | 27 September<br>2008 | 29 September<br>2007 | 30 September<br>2006 |
|---|----------------------|----------------------|----------------------|
| Discount rate                             | 6.20%                | 5.75%                | 5.00%                |
| Rate of increase in salaries              | 5.00%                | 4.70%                | 4.25%                |
| Rate of increase in pensions in payment   | 3.50%                | 3.20%                | 2.75%                |
| Rate of increase in pensions in deferment | 3.50%                | 3.20%                | 2.75%                |
| Price inflation                           | 3.50%                | 3.20%                | 2.75%                |

NOTES TO THE FINANCIAL STATEMENTS (continued)  
for the 52 weeks ended 27 September 2008

17. COMPANY PENSION SCHEMES (continued)

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

|   | Long-term<br>rate of<br>return<br>expected at<br>27<br>September<br>2008 | Value at<br>27<br>September<br>2008<br>£m | Long-term<br>rate of<br>return<br>expected at<br>29<br>September<br>2007 | Value at<br>29<br>September<br>2007<br>£m | Long-term<br>rate of<br>return<br>expected at<br>30<br>September<br>2006 | Value at<br>30<br>September<br>2006<br>£m |
|---|--|---|--|---|--|---|
| Equities                                    | 8.20%  | 23.6                                      | 7.50%  | 29.3                                      | 7.25%  | 28.2                                      |
| Bonds                                       | 6.20%  | 29.5                                      | 5.75%  | 31.1                                      | 5.00%  | 33.0                                      |
| Other                                       | 4.70%  | 31.1                                      | 4.75%  | 32.0                                      | 4.50%  | 32.8                                      |
| Total market<br>value of assets             |  | 84.2                                      |  | 92.4                                      |  | 94.0                                      |
| Present value of scheme<br>liabilities      |  | (86.6)                                    |  | (89.1)                                    |  | (85.8)                                    |
| Surplus / (deficit) in the<br>scheme        |  | (2.4)                                     |  | 3.3                                       |  | 8.2                                       |
| Related deferred tax asset /<br>(liability) |  | -   |  | (1.3)                                     |  | (2.4)                                     |
| Net pension asset / (liability)             |  | (2.4)                                     |  | 2.0                                       |  | 5.8                                       |

Analysis of the amount charged to operating profit

|                        | 27 September<br>2008<br>£m | 29 September<br>2007<br>£m |
|------------------------|----------------------------|----------------------------|
| Current service cost   | 0.5                        | 0.4                        |
| Total operating charge | 0.5                        | 0.4                        |

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

|  | 27 September<br>2008<br>£m | 29 September<br>2007<br>£m |
|--|----------------------------|----------------------------|
| Expected return in pension plan assets | 5.4                        | 5.0                        |
| Interest on pension plan liabilities   | (5.0)                      | (4.2)                      |
| Net return                             | 0.4                        | 0.8                        |

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

|                     | 27 September<br>2008<br>£m | 29 September<br>2007<br>£m |
|---------------------|----------------------------|----------------------------|
| Net debit/ (credit) | 0.1                        | (0.4)                      |

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

|  | 27 September<br>2008<br>£m | 29 September<br>2007<br>£m |
|--|----------------------------|----------------------------|
| Actual return less expected return on pension assets                   | (9.7)                      | (2.9)                      |
| Experience gains and losses arising on the scheme liabilities          | -                          | (1.1)                      |
| Changes in assumptions underlying the present value of the liabilities | 3.7                        | (1.7)                      |
| Actuarial Loss recognised in STRGL                                     | (6.0)                      | (5.7)                      |

# ENODIS GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (continued) for the 52 weeks ended 27 September 2008

### 17. COMPANY PENSION SCHEMES (continued)

#### *Movement in surplus*

|  | 27 September<br>2008<br><u>£m</u> | 29 September<br>2007<br><u>£m</u> |
|--|-----------------------------------|-----------------------------------|
| Surplus at the start of the period       | 3.3                               | 8.2                               |
| Movement in the period:                  |                                   |                                   |
| Current service cost                     | (0.5)                             | (0.4)                             |
| Contributions paid                       | 0.4                               | 0.4                               |
| Net finance income                       | 0.4                               | 0.8                               |
| Actuarial loss                           | (6.0)                             | (5.7)                             |
| (Deficit) / surplus at the end of period | <u>(2.4)</u>                      | <u>3.3</u>                        |

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

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

|  | 27 September<br>2008 | 29 September<br>2007 | 30 September<br>2006 | 1 October<br>2005 | 2 October<br>2004 |
|--|----------------------|----------------------|----------------------|-------------------|-------------------|
| Difference between expected and actual return on assets (£m)                   | (9.7)                | (2.9)                | 2.6                  | 9.2               | 2.2               |
| Percentage of assets   | 12%                  | 3%                   | 3%                   | 10%               | 3%                |
| Experience gains and losses on liabilities (£m)                                | -                    | (1.1)                | -                    | 2.8               | 6.1               |
| Percentage of the present value of the liabilities                             | -9%                  | 1%                   | -9%                  | 3%                | 8%                |
| Total amount recognised in statement of total recognised gains and losses (£m) | (6.0)                | (5.7)                | 2.6                  | 6.5               | 9.1               |
| Percentage of the present value of the liabilities                             | 7%                   | 6%                   | 3%                   | 8%                | 12%               |

### 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.

|                            | 27 September<br>2008<br><u>£m</u> | 29 September<br>2007<br><u>£m</u> |
|----------------------------|-----------------------------------|-----------------------------------|
| Leases expiring:           |                                   |                                   |
| After more than five years | <u>0.8</u>                        | <u>0.6</u>                        |
|                            | <u>0.8</u>                        | <u>0.6</u>                        |

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

## **ENODIS GROUP LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS (continued) for the 52 weeks ended 27 September 2008**

#### **19. POST BALANCE SHEET EVENTS**

On 30 June 2008, following an auction process established by the Panel on Takeovers and Mergers, the Board of Enodis plc, the ultimate parent company, now named Enodis Limited, recommended an offer from The Manitowoc Company, Inc. valuing each Enodis plc share at 328 pence. As a result, the takeover of Enodis plc by The Manitowoc Company, Inc. was completed on 27 October 2008.

On 12 December 2008, following shareholder approval the Company reduced its issued share capital from £700,000,001 to £1 by cancelling 700,000,000 of its issued shares. The reserve of £700.0m created on the capital reduction was credited to the profit and loss account.

Following the acquisition of the Enodis, in December 2008 and January 2009 Manitowoc carried out an internal restructuring of the Enodis Group. The principal transaction impacting the Company are summarised below.

In December 2008, the Company sold its interests in Enodis Nederland BV to Manitowoc Finance (Luxemburg) Sarl for £128.8m generating a profit on disposal of £112.8m. As a result, the Company paid a dividend of £100.0m to Enodis Holdings Limited, its parent company.

In January 2009, the Company increased its investment in Enodis Industrial Holdings Limited when it transferred a receivable balance of approximately £129 million (owed to it by Manitowoc Corporation) to Enodis Industrial Holdings Limited in exchange for Enodis Industrial Holdings Limited issuing ordinary share capital (value £129m). In addition, it acquired interests in Beleggingsmaatschappij Interrub BV and Whitleng Drink Equipment Limited from Boek-en Offsetdrukkerij Kuyte BV ("Boek"), an indirect subsidiary of the Company for £100.6m and £47.8m respectively. In addition, Boek sold its interest in Enodis Holdings, Inc to Manitowoc Foodservice Companies, Inc for £1,164.7m generating a profit of £301.7m.

The Company received dividends of £850.0m from Enodis Industrial Holdings Limited and £246.5m from Berisford Holdings Limited. Subsequently, the Company paid a dividend of £1,193.7m to Enodis Holdings Limited.

On 15<sup>th</sup> May 2009 the company sold its investments in Frimont SPA and Castlemac SPA to Warburg Pincus LLC for €39.9m (£35.8m) generating a loss on disposal of approximately £61.0m.

In order to obtain certain regulatory and anti-trust clearances for the Manitowoc transaction, Manitowoc committed to dispose of the ice businesses of Enodis Group.

#### **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 27 September 2008, the borrowings amounted to £8.2m (2007: £0.8m)

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

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. The immediate parent company and controlling entity is Enodis Holdings Limited, a company incorporated in England and Wales. Copies of the Financial Statements of The Manitowoc Company, Inc. can be obtained from the Secretary at 2400 South 44<sup>th</sup> Street, P O Box 66, Manitowoc, WI 54221-0066.