

COMPANY NUMBER 00109849

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**  
**OF**  
**MANITOWOC GROUP (UK) LIMITED (FORMERLY KNOWN AS ENODIS LIMITED)**

CIRCULATION DATE: 1 MARCH 2016

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, we, the undersigned eligible member of the Company entitled to receive notice of and to attend and vote at general meetings of the Company on the above circulation date hereby pass the following resolution as a written resolution and agree, that if duly passed, it shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held

**SPECIAL RESOLUTION**

That the share premium account of the Company (totalling £84,897,994 45) be cancelled and the issued share capital of the Company be reduced from £37,238,000 divided into 372,380,000 ordinary shares of £0 10 each to a share capital of £3,723,800 divided into 372,380,000 ordinary shares of £0 01 by reducing the nominal value of each ordinary share by £0 09 and the aggregate amount of the cancelled share premium account and the share capital so reduced be credited to a reserve

**AGREEMENT**

A copy of the solvency statement required by section 642 of the Companies Act 2006 is attached to this resolution as required by section 642(2) of that Act

The person named below, being the person entitled to vote on the above resolution hereby irrevocably agrees to the above resolution



for and on behalf of MTW County Limited as holder of legal title on behalf of Berisford (Overseas) Limited

Date 1 March 2016

**Notes**

- 1 A special resolution will be passed once members representing 75% of the total voting rights of eligible members signify their agreement to it. The percentage must be achieved within the period of 28 days beginning on the circulation date specified above
- 2 A copy of the solvency statement is set out on the next page

THURSDAY



A07 10/03/2016 #298  
 COMPANIES HOUSE

WE CERTIFY THAT THIS IS A  
 TRUE COPY OF THE ORIGINAL  
 DOCUMENT

*Bond Dickinson LLP*  
 BOND DICKINSON LLP

**MANITOWOC GROUP (UK) LIMITED (FORMERLY KNOWN AS ENODIS LIMITED)****Company Number 00109849****(the Company)****SOLVENCY STATEMENT UNDER SECTION 643 OF THE COMPANIES ACT 2006 (2006 ACT) MADE FOR THE PURPOSES OF SECTION 642 OF THE 2006 ACT**

We, the directors named below (being all the directors of the Company as at the date of this statement), having taken account of all of the Company's liabilities (including any contingent or prospective liabilities), have formed the opinion that

- 1 as regards the Company's situation as at the date of this statement, there is no ground on which the Company could be found to be unable to pay (or otherwise discharge) its debts, and
- 2 the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the date of this statement



Adrian David Gray

Maurice DeLon Jones

Graham Philip Brisley Veal

Date 1 March 2016

**MANITOWOC GROUP (UK) LIMITED (FORMERLY KNOWN AS ENODIS LIMITED)**

**Company Number 00109849**

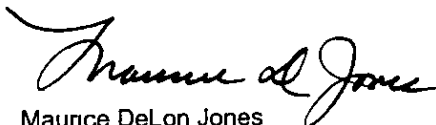
**(the Company)**

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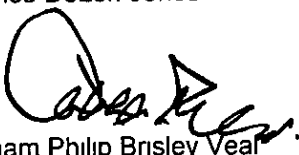
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