

Company No. 4330202



THE COMPANIES ACTS 1985 AND 1989

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PRIVATE COMPANY LIMITED BY SHARES

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**RESOLUTIONS IN WRITING**

of

**ENODIS GROUP LIMITED**

(the "Company")

We, being the sole member of the Company who at the date of this resolution is entitled to attend and vote at a general meeting of the Company, RESOLVE, in accordance with section 381A of the Companies Act 1985, to pass the following as written resolutions:

1. **THAT** the Company's authorised share capital be increased to £700,000,001 by the creation of 699,999,901 shares of £1 each.
2. **THAT** the directors be generally and unconditionally authorised, pursuant to section 80 of the Companies Act 1985 (the "Act"), to exercise all powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £700,000,000 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) 5 years after the date of the passing of this resolution but the Company may before such expiry make an offer or agreement which would be or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities pursuant to that offer or agreement.

Signature:

for and on behalf of **ENODIS HOLDINGS LIMITED**

Date:

*19 February 2002*