

ENODIS PLC

Terms of Reference of the Remuneration Committee

1. Composition

The Remuneration Committee shall consist of a minimum of three independent Directors.

2. Duties

The Committee will:-

- determine and agree with the board the framework or broad policy for the remuneration of the Chief Executive, the Chairman of the Company and such other members of the executive management as it is designated to consider. At a minimum, the Committee will have delegated responsibility for setting remuneration for all executive directors, the Chairman and, to maintain and assure their independence, the Company Secretary. The remuneration of non-executive directors shall be a matter for the Chairman and executive members of the board. No director or manager should be involved in any decisions as to their own remuneration;
- to review and approve corporate goals and objectives relevant to CEO compensation and evaluate the CEO's performance.
- determine targets for any performance-related pay schemes operated by the Company;
- determine the policy for and scope of pension arrangements for each executive director;
- within the terms of the agreed policy, determine the total individual remuneration package of each executive director including, where appropriate, bonuses incentive payments and equity-based plans;
- be aware of and advise on any major changes in employee benefit structures throughout the Company or group;
- agree the policy for authorising claims for expenses from the Chief Executive Officer and Chairman;
- to address qualifications of Committee members, appointment and renewal of Committee members, structure and operation of the Committee and reporting by the Committee to the Board.

3. Other responsibilities

The Committee will:-

- ensure that provisions regarding disclosure of remuneration including pensions, as set out in the Directors' Remuneration Report Regulations 2002 and the Combined Code of Corporate Governance, are fulfilled;
- be solely responsible for establishing the selection criteria, selecting, appointing, terminating and setting the terms of reference and fees for any remuneration consultants who advise the Committee;
- report the frequency of, and attendance by members at, Committee meetings in the annual report; and
- make available the Committee's terms of reference. These should set out the Committee's delegated responsibilities and be reviewed and, where necessary, updated annually.

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