

COMPANIES FORM No. 155(6)a

**Declaration in relation to
assistance for the acquisition
of shares**

155(6)a

CHFP025

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write in this
margin

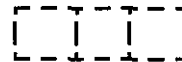
Pursuant to section 155(6) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number



02627406

Name of company

* Dyson Limited

Note
Please read the notes
on page 3 before
completing this form.

* insert full name
of company

§ insert name(s) and
address(es) of all
the directors

I/We § James Dyson of Dodington Park, Dodington, Gloucestershire, BS37 6SF,
Martin McCourt of Conager, The Whiteway Rendcomb, Cirencester, Gloucestershire, GL7 7DF and
John Shipsey of Andover Lodge, Charlton Park, Malmesbury, Wiltshire, SN16 9DG.

† delete as
appropriate

§ delete whichever
is inappropriate

~~[the sole director]~~ [all the directors] † of the above company do solemnly and sincerely declare that:

The business of the company is:

~~(a) that of a [recognised bank] [licensed institution] † within the meaning of the Banking Act 1979 §~~

~~(b) that of a person authorised under section 3 or 4 of the Insurance Companies Act 1982 to carry on
insurance business in the United Kingdom §~~

(c) something other than the above §

The company is proposing to give financial assistance in connection with the acquisition of shares in the

~~[company]~~ [company's holding company] Dyson James

Limited] †

The assistance is for the purpose of [that acquisition] ~~[reducing or discharging a liability incurred for the
purpose of that acquisition]. †~~

The number and class of the shares acquired or to be acquired is:

19,958,004 A1 ordinary shares of

0.001 pence each

Presentor's name address and
reference (if any) :
Wragge & Co LLP
55 Colmore Row
Birmingham
B32AS

For official Use
General Section



A24 *A0U4W1FH* 22
COMPANIES HOUSE 31/08/2006

A17 *AXXUPI39* 513
COMPANIES HOUSE 19/08/2006

A30 *AB3F2HP3* 601
COMPANIES HOUSE 05/08/2006

DX 13036 Birmingham 1

7252578

The assistance is to be given to: (note 2) Dyson James Limited

Please do not
write in this
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Please complete
legibly, preferably
in black type, or
bold block
lettering

The assistance will take the form of:

The assistance will take the form of Dyson Limited entering into an omnibus guarantee and set off agreement with Lloyds TSB Bank plc, Dyson James Limited, Dyson Research Limited and Dyson Technology Limited pursuant to which Dyson Limited will pay a commitment fee of £156,250 to Lloyds TSB Bank plc and will guarantee the obligations and liabilities of Dyson Technology Limited under a £125,000,000 revolving loan facility that is to be made available to the Company and Dyson Technology Limited by Lloyds TSB Bank plc.

 The person who ~~has acquired~~ [will acquire] † the shares is:

† delete as
appropriate

Dyson James Limited

The principal terms on which the assistance will be given are:

Prior to Dyson James Limited completing a purchase of its own shares in respect of 19,958,004 A1 ordinary shares of 0.001 pence each, Dyson Limited shall enter into a guarantee by executing an omnibus guarantee and set off agreement with Lloyds TSB Bank plc, Dyson James Limited, Dyson Research Limited and Dyson Technology Limited. The principal terms of the assistance are that Dyson Limited will:

- (a) guarantee the obligations and liabilities of its sister company, Dyson Technology Limited, under a £125,000,000 revolving loan facility that is to be made available to Dyson Technology Limited by Lloyds TSB Bank plc; and
- (b) pay a commitment fee of £156,250 to Lloyds Bank plc on completion of the above mentioned omnibus guarantee and set off agreement.

The amount of cash to be transferred to the person assisted is £ nil

Please do not write in this margin

Please complete fully, preferably black type, or bold block lettering

delete either (a) or (b) as appropriate

RS

~~1/~~We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts. (note 3)

- (a) ~~1/~~We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date]* (note 3)
- (b) ~~1/~~It is intended to commence the winding up of the company within 12 months of that date, and ~~1/~~we have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding up.]* (note 3)

And ~~1/~~we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at Malvern Wilts

Declarants to sign below

all his

[Signature]

[Signature]

Day Month Year

on

17	07	2016
----	----	------

before me *[Signature]*

A Commissioner for Oaths or ~~Notary Public~~ or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths.

J GILL
SOLICITOR & COMMISSIONER FOR OATHS
FORRESTER & FORRESTER
60 HIGH STREET
MALVERN, WILTS SN3 9AH

NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.
- 5 The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF14 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
37 Castle Terrace
Edinburgh
EH1 2EB

The Directors
Dyson Limited
Tetbury Hill
Malmesbury
Wiltshire
SN16 0RP

17 July 2006

Dear Sirs

Auditors' report to the directors of Dyson Limited pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors of Dyson Limited (the "Company") dated 17 July 2006 in connection with the proposal that the Company should give financial assistance for the purchase of 19,958,004 of the A1 ordinary shares of the Company's holding company, Dyson James Limited. This report, including the opinion, has been prepared for and only for the Company and the Company's directors in accordance with Section 156 of the Companies Act 1985 and for no other purpose. We do not, in giving the opinion set out below, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

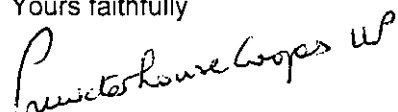
Basis of opinion

We have enquired into the state of the Company's affairs in order to review the bases for the statutory declaration.

Opinion

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentioned in Section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

Yours faithfully



PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors