

Dyson Exchange Limited
Annual report and financial statements
for the year ended 31 December 2019



Dyson Exchange Limited

Annual report and financial statements for the year ended 31 December 2019

Contents

Strategic report for the year ended 31 December 2019	1
Directors' report for the year ended 31 December 2019	2
Profit and loss account	7
Balance sheet	8
<i>Statement of changes in equity</i>	9
Statement of accounting policies	10
Notes to the financial statements for the year ended 31 December 2019	112

Dyson Exchange Limited

Strategic report for the year ended 31 December 2019

On 1 January 2017, Dyson Technology Limited (a fellow subsidiary of immediate parent company Dyson James Limited) purchased the trade and assets of Dyson Exchange Limited (the "Company") at net book value of £101m excluding intercompany balances settled in the year. Following the transfer of the trade and assets, the Company ceased to trade. It is the directors' intention to liquidate the Company. The accounts have therefore been prepared on a basis other than going concern with all assets shown as current.

The results for the Company show turnover of £nil (2018: £nil) and a pre-tax profit of £1.0k (2018: pre-tax loss of £1.5k) for the year. The Company's total comprehensive income for the financial year was £0.5k (2018: total comprehensive expenditure of £0.9k). Profit / (loss) before taxation as a percentage of turnover was nil% (2018: nil%).

By order of the Board on 26 November 2020

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R Bevan
Director

Dyson Exchange Limited

Directors' report for the year ended 31 December 2019

The directors present their annual report together with the audited financial statements of Dyson Exchange Limited for the year ended 31 December 2019.

Principal activities

On 1 January 2017, Dyson Technology Limited (a fellow subsidiary of immediate parent company Dyson James Limited) purchased the trade and assets of the Company at net book value of £101m. Previously, the principal activity of the Company was the sale of domestic appliances and commercial hand dryers to fellow Dyson Holdings Pte. Ltd. (the "Group") companies and other distributors worldwide.

Dividends

Total dividends paid in respect of the year amounted to £nil (2018: £1,230.0k).

Going concern

The Company ceased to trade on the 1 January 2017 and therefore the financial statements have been prepared on a basis other than going concern with all assets shown as current.

Directors

The Directors who held office during the year and up to the date of signing the financial statements were as follows:

R Bevan (appointed 1 August 2020)
M Bowen (resigned 9 May 2019)
N Cranfield (appointed 9 May 2019)
J P Jensen (resigned 9 May 2019)
J Mullen (appointed 9 May 2019, resigned 20 July 2020)
J Rowan (resigned 9 May 2019)

Directors' indemnities

During the year and up to the date of approval of the Directors' Report, the Group had in place qualifying third party indemnity provisions available for the benefit of the Directors of the Company and of fellow Group companies.

Statement of directors' responsibilities

The directors are responsible for preparing the Strategic Report, Directors' 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). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and 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 accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

Dyson Exchange Limited

Directors' report for the year ended 31 December 2019 (continued)

Statement of directors' responsibilities (continued)

The directors are responsible for keeping adequate accounting records which are sufficient to show and explain the Company's transactions and 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 2006. 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.

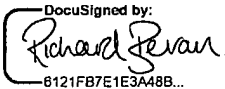
Disclosure of information to the auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the Company's auditor, each director has taken all the steps which he is obliged to take as a director in order to make himself aware of any relevant audit information and to establish that the auditor is aware of that information.

Auditors

Ernst & Young LLP has expressed its willingness to accept re-appointment as auditor.

By order of the Board on 26 November 2020

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R Bevan
Director

Independent auditor's report to the members of Dyson Exchange Limited

Opinion

We have audited the financial statements of Dyson Exchange Limited for the year ended 31 December 2019 which comprise the Profit and loss account, the Balance sheet, the Statement of changes in equity and the related notes 1 to 11, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 31 December 2019 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report below. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter - financial statements prepared on a basis other than going concern

We draw attention to the statement of accounting policies on page 10 of the financial statements which explains that the directors intend to liquidate the company and therefore do not consider it appropriate to adopt the going concern basis of accounting in preparing the financial statements. Accordingly, the financial statements have been prepared on a basis other than going concern as described in the Strategic report. Our opinion is not modified in respect of this matter.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

Independent auditor's report to the members of Dyson Exchange Limited (continued)

Other information (continued)

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on pages 2 to 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Independent auditor's report to the members of Dyson Exchange Limited (continued)

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. 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 auditor's 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.

Ernst & Young LLP

Eleri James (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
Bristol
26 November 2020

Dyson Exchange Limited**Profit and loss account**

For the year ended 31 December		2019	2018
	Note	£'000	£'000
Turnover		-	-
Cost of sales		-	-
Gross profit		-	-
Administrative expenses		(18.6)	(3.3)
Operating loss	1	(18.6)	(3.3)
Finance income	4	1.1	1.8
Loss on ordinary activities before taxation		(17.5)	(1.5)
Tax on loss on ordinary activities	5	(0.5)	0.6
Total comprehensive expenses		(18.0)	(0.9)

On 1 January 2017, the Company transferred its trade and assets to a fellow Group company and ceased to trade.

There is no material difference between the profit / (loss) on ordinary activities before taxation and the profit / (loss) for the financial years stated above and their historical cost equivalents. The Company has no recognised gains and losses other than those included above.

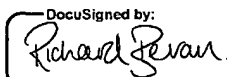
The notes and accounting policies on pages 10 to 15 form an integral part of these financial statements.

Dyson Exchange Limited**Balance sheet**

At 31 December		2019	2019	2018	2018
	Note	£'000	£'000	£'000	£'000
Current assets					
Debtors	6	49.8		67.7	
			49.8		67.7
Creditors: Amounts due within one year	7		(0.1)		-
Net current assets			49.7		67.7
Total assets less current liabilities			49.7		67.7
Net assets			49.7		67.7
Capital and reserves					
Called up share capital	8		0.0		0.0
Profit and loss reserve			49.7		67.7
Total shareholders' funds			49.7		67.7

The notes and accounting policies on pages 10 to 15 form an integral part of these financial statements.

The financial statements on pages 7 to 15 were approved by the board of directors and authorised for issue on 26 November 2020 and were signed on its behalf by:

DocuSigned by:

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 R Bevan
 Director

Dyson Exchange Limited**Statement of changes in equity**

	Share capital £'000	Profit and loss reserve £'000	Total £'000
At 1 January 2018	0.0	1,298.6	1,298.6
Total comprehensive expense	-	(0.9)	(0.9)
Dividends paid (note 9)	-	(1,230.0)	(1,230.0)
At 31 December 2018	0.0	67.7	67.7
Total comprehensive expense	-	(18.0)	(18.0)
At 31 December 2019	0.0	49.7	49.7

The notes and accounting policies on pages 10 to 15 form an integral part of these financial statements.

Dyson Exchange Limited

Statement of accounting policies

Basis of accounting

The Company is a private company limited by share capital incorporated in the United Kingdom under the Companies Act.

The address of the registered office is Tetbury Hill, Malmesbury, Wiltshire, SN16 0RP. The nature of the Company's operations and its principal activities are set out in the Directors' Report.

The functional currency of the Company is considered to be pounds sterling because that is the currency of the primary economic environment in which the Company operates.

Basis of preparation of financial statements

It is the intention to liquidate the Company. The accounts have therefore been prepared on a basis other than going concern with all assets being disclosed as current.

Qualifying entity disclosure exemptions

The Company is an indirect wholly-owned subsidiary of Dyson Holdings Pte. Ltd.. The results of the Company are included in the consolidated financial statements of Dyson Holdings Pte. Ltd., which are publicly available. Consequently, the Company meets the definition of a qualifying entity under FRS 102 and has therefore taken advantage of the disclosure exemptions available to it. Exemptions have been taken in relation to financial instruments, the presentation of a cash flow statement and remuneration of key management personnel.

Significant judgements and estimates

The preparation of financial statements requires management to make judgements, estimates and assumptions which affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates. There are no judgements which have a significant effect on amounts recognised in the financial statements.

Foreign currencies

Trading items in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at mid-market rates of exchange ruling at the balance sheet date. Exchange differences arising on transactions are taken to the profit and loss account.

Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are classified according to the substance of the contractual arrangements entered into.

- Financial assets and liabilities

All financial assets and liabilities, except for those financial assets classified as at fair value through profit or loss, are initially measured at transaction price, unless the arrangement constitutes a financing transaction.

In a financing transaction, the financial asset or liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Financial assets and liabilities are only offset in the balance sheet when there exists a legally enforceable right to set off the recognised amounts and the Company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Dyson Exchange Limited

Statement of accounting policies (continued)

Financial instruments (continued)

- **Financial assets and liabilities (continued)**
Financial assets are derecognised when the contractual rights to cash flows from the asset expire or are settled, or substantially all of the risks and rewards of ownership or control of the financial asset are transferred.

Financial liabilities are derecognised when the obligation specified in the contract is discharged, is cancelled or expires.
- **Short-term debtors and creditors**
Debtors and creditors with no stated interest rate and receivable or payable within one year are recorded at transaction price. Any losses arising from impairment are recognised in the profit and loss account in other operating expenses.
- **Interest-bearing loans and borrowings**
All interest-bearing loans and borrowings which are basic financial instruments are initially recognised at the present value of cash payable to the counterparty (including interest). After initial recognition they are measured at amortised cost using the effective interest rate method, less impairment. The effective interest rate amortisation is included in finance costs in the profit and loss account.

Deferred taxation

Deferred tax is recognised in respect of all timing differences which have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Unless disclosed separately, the deferred tax asset will crystallise after more than one year.

A deferred tax asset is recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which to recover carried forward tax losses and/or from which the future reversal of underlying timing differences can be deducted.

Deferred tax is measured at the tax rates which are expected to apply in the periods in which the timing differences are expected to reverse based on tax rates and laws which have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

Dyson Exchange Limited**Notes to the financial statements for the year ended 31 December 2019****1. Operating loss**

Fees payable for the audit of the Company's financial statements of £2.1k (2018: £2.0k) were borne by another Group company.

2. Directors' remuneration

The directors' remuneration in respect of qualifying services to the Company was borne by a fellow Group company and it is not practical to allocate the amount for services in respect of the Company. Total Directors' remuneration in respect of the UK subsidiaries is disclosed in the accounts of Dyson Technology Limited.

3. Staff costs

There were no persons employed under contracts of service during the year (2018: none).

4. Finance income

	2019	2018
	£'000	£'000
Interest receivable on intra-Group loans	0.2	1.8
Other interest receivable	0.9	-
Finance income	1.1	1.8

Interest was receivable on intra-Group variable rate deposits at 0.2% below LIBOR rates (2018: 0.2% below LIBOR rates).

Dyson Exchange Limited**Notes to the financial statements for the year ended 31 December 2019****5. Tax on loss on ordinary activities**

	2019 £'000	2018 £'000
Current tax:		
- UK corporation tax on loss for the period	0.2	(0.3)
- adjustments in respect of previous periods	0.3	(0.3)
Total current tax	0.5	(0.6)
Tax on loss on ordinary activities	0.5	(0.6)

The tax assessed for the year is higher than (2018: lower than) the standard rate of corporation tax in the UK of 19% (2018: 19%). The differences are explained below:

	2019 £'000	2018 £'000
Loss on ordinary activities before tax	(17.5)	(1.5)
Loss on ordinary activities multiplied by the standard rate of corporation tax in the UK of 19% (2018: 19%)	(3.3)	(0.3)
Effects of:		
Adjustments in respect of previous periods	0.3	(0.3)
Permanent differences	3.5	-
Tax on loss on ordinary activities	0.5	(0.6)

A reduction in the United Kingdom's corporation tax rate from 19% to 17% to take effect on 1 April 2020 was substantively enacted on 6 September 2016. The Chancellor's budget on 11 March 2020 announced that this rate reduction would not now take place and this was passed by resolution on 11 March 2020. This deferred tax rate change is not reflected in these financial statements.

Dyson Exchange Limited**Notes to the financial statements for the year ended 31 December 2019****6. Debtors**

	2019	2018
	£'000	£'000
Group relief receivable from parties under common control	-	0.3
Corporation tax receivable	-	0.2
Amounts owed by Group undertakings – interest bearing (see note 4)	49.8	48.7
Amounts owed by Group undertakings – non-interest bearing	-	18.5
	49.8	67.7

Non-interest and interest bearing amounts owed by Group undertakings are unsecured and repayable on demand.

7. Creditors – Amounts falling due within one year

	2019	2018
	£'000	£'000
Corporation tax payable	0.1	-
	0.1	-

8. Called up share capital

	2019	2018
	£'000	£'000
Allotted and fully paid share capital		
1 Ordinary share of £1	0.0	0.0

9. Dividends

	2019	2018
	£'000	£'000
Equity shares		
Dividend paid of £nil (2018: £1,230k) per Ordinary share	-	1,230.0

Dyson Exchange Limited

Notes to the financial statements for the year ended 31 December 2019

10. Ultimate parent undertaking and controlling party

At 31 December 2019 the immediate parent company was Dyson James Limited, a company incorporated in the United Kingdom. At that date Dyson James Limited was an indirect wholly owned subsidiary of Weybourne Holdings Pte. Ltd., a company incorporated in Singapore.

The smallest group within which the financial statements of the Company will be consolidated in respect of the year ended 31 December 2019 is Dyson Holdings Pte. Ltd.. Copies of the financial statements of Dyson Holdings Pte. Ltd. are available from the Accounting and Corporate Regulatory Authority (ACRA) in Singapore.

The largest group within which the financial statements of the Company will be consolidated in respect of the year ended 31 December 2019 is Weybourne Holdings Pte. Ltd.. Copies of the financial statements of Weybourne Holdings Pte. Ltd. are available from the Accounting and Corporate Regulatory Authority (ACRA) in Singapore.

The ultimate controlling party is Sir James Dyson by virtue of his controlling interest in the shares of Weybourne Holdings Pte. Ltd..

11. Related party transactions

The Company is exempt under the terms of FRS 102 section 33.1A from disclosing related party transactions. This exemption allows the Company not to disclose details of transactions with other Group companies qualifying as related parties, as the consolidated financial statements of Dyson Holdings Pte. Ltd., in which the Company is included, are publicly available.