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Declaration by the directors of a holding company in relation to assistance for the acquisition of shares

155(6)b

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The assistance is for the purpose of [that acquisition] ~~reducing or discharging a liability incurred for the purpose of that acquisition~~. † (note 1)

Please do not write in this margin

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

The number and class of the shares acquired or to be acquired is: 19,958,004 A1 ordinary shares

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

The assistance will take the form of:

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

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

† delete as appropriate

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 Technology Limited shall enter into a guarantee by executing an omnibus guarantee and set off agreement with Lloyds TSB Bank plc, Dyson Limited, Dyson Research Limited and Dyson James Limited. The principal terms of the assistance are that Dyson Technology Limited will:

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

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is £156,250

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

The value of any asset to be transferred to the person assisted is £ Nil
7249344

Please do not
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The date on which the assistance is to be given is

17th July 2006

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

~~T~~We have formed the opinion, as regards this 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) ~~T~~We have formed the opinion that this company will be able to pay its debts as they fall due during the year immediately following that date]* (note 3)

* delete either (a) or
(b) as appropriate

(b) ~~[It is intended to commence the winding-up of this company within 12 months of that date, and I/we have formed the opinion that this company will be able to pay its debts in full within 12 months of the commencement of the winding-up.]* (note 3)~~

And ~~T~~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

Malmesbury Wilts

Declarants to sign below

[Signature]

[Signature]

[Signature]

[Signature]

[Signature]

[Signature]

Day Month Year
on 17 07 2006

before me

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

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
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB

ANDREW J GILL
SOLICITOR & COMMISSIONER FOR OATHS
GILL, GILL & FORRESTER
101 STREET
MILKHAM, WILTS SN6 9AH

The Directors
Dyson James Limited
Tetbury Hill
Malmesbury
Wiltshire
SN16 0RP

17 July 2006

Dear Sirs

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

We have examined the attached statutory declaration of the directors of Dyson James Limited (the "Company") dated 17 July 2006 in connection with the proposal that the Company's subsidiary undertaking, Dyson Technology Limited, should give financial assistance for the purchase of 19,958,004 of the A1 ordinary shares of the Company. 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.

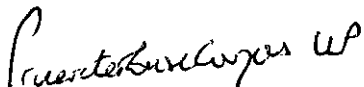
Basis of opinion

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

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Dyson Technology Limited
Tetbury Hill
Malmesbury
Wiltshire
SN16 0RP

17 July 2006

Dear Sirs

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

We have examined the attached statutory declaration of the directors of Dyson Technology 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.

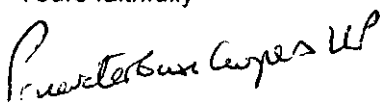
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Chartered Accountants and Registered Auditors