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CHFP025

COMPANIES FORM No 155(6)b

**Declaration by the directors
of a holding company in
relation to assistance for the
acquisition of shares****155(6)b**

②

Please do not
write in this
marginPlease complete
legibly, preferably
in black type, or
bold block letteringNote
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† delete as
appropriate§ delete whichever
is inappropriate

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

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

For official use

Company number

03772814

Name of company

* Dyson James Limited

† We ~~are~~ James Dyson of Dodington Park, Dodington, Gloucestershire BS37 6SF
Martin McCourt of 5 Bingham Close, Lewis Lane, Cirencester, Gloucestershire GL7 1BG
Robert Ayling of 151 Hartington Road, London SW8 2EY
David Magliano of 11 Buckland Crescent, London NW3 5DH
Peter Richardson of Oakland, Somerford Road, Cirencester, Gloucestershire GL7 1TX and
John Shipsey of Andover Lodge, Charlton Park, Malmesbury, Wiltshire SN16 9DG
John Clare of The Cottage, Pinkneys Drive, Pinkneys Green, Berkshire SL6 6QD
Richard Needham of Croft House, Somerford Keynes, Cirencester, Gloucestershire GL7 6DW

~~[the sole director]~~ [all the directors] † of the above company (hereinafter called 'this company') do
solemnly and sincerely declare that

The business of this 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 §

This company is [the] ~~[a]~~ holding company of* Dyson International Limited

which is

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

in [this company] [the holding company of this company] †

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

For official Use
General Section

TUESDAY



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ARHNOXQG
04/03/2008
COMPANIES HOUSE

98

DX 13036 Birmingham 1

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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 499 A4 ordinary shares of 1/4500 pence each

The assistance is to be given to (note 2) Dyson James Limited, 03772814, Tetbury Hill, Malmesbury, Wiltshire, SN16 0RP and Barclays Bank Plc, 01026167, 1 Churchill Place, London, E14 5HP

The assistance will take the form of

inter alia, the Company and Ingleby (1765) Limited

1 Entry by the Company's subsidiary Dyson International Limited into a guarantee agreement contained within clause 18 of a £300,000,000 credit agreement (the "Credit Agreement") to be entered into between (1) the Company, (2) Lloyds TSB Bank plc, the Royal Bank of Scotland plc (the "Banks") and (3) Dyson Technology Limited, Dyson Finance Limited, Ingleby (1765) Limited, Dyson Limited, Dyson Exchange Limited, Dyson Estates Limited, Dyson Research Limited, Dyson Inc, Dyson KK and Dyson Technology Inc (the "Subsidiaries") pursuant to which the Company and the Subsidiaries will guarantee the obligations of each other under the Credit Agreement to the Finance Parties (the "Secured Obligations") The Credit Agreement will fund Dyson James Limited's completion of a purchase of its own shares in respect of 499 A4 ordinary shares of 1/4500 pence each

2 Entry into an intra-group loan agreement (the "Intra-Group Loan Agreement") whereby the Subsidiaries (each as Lenders) shall be obliged (subject to certain limited exceptions) to advance sums by way of intra-group loan to inter alia Dyson James Limited in a maximum aggregate amount of £500,000,000 in order to enable Dyson James Limited to make payments pursuant to the Credit Agreement.

and Ingleby (1765) Limited

inter alia

and Ingleby (1765) Limited

The person who ~~has acquired~~ [will acquire] † the shares is Barclays Bank Plc

† delete as appropriate

The principal terms on which the assistance will be given are

1 By executing the Credit Agreement the Company's subsidiary Dyson International Limited, in accordance with clause 18 guarantees to the Finance Parties (as defined in the Credit Agreement) as a continuing guarantee to pay to them on the due date for payment the Secured Obligations and undertakes that as and when the Secured Obligations become due for payment or on such earlier date as the guarantee becomes enforceable and the Finance Parties determine to enforce the same, it shall on immediately on demand pay the Secured Obligations as if it were the principal obligor Dyson International Limited further undertakes to indemnify each Finance Party immediately on demand against any cost, loss or liability suffered by that Finance Party if any obligation guaranteed by it is or becomes unenforceable, invalid or illegal

2 Entry into the Intra-Group Loan Agreement pursuant to which the Subsidiaries, (each as Lenders) shall be obliged (subject to certain limited exceptions) to advance sums by way of intra-group loan to inter alia Dyson James Limited in a maximum aggregate amount of £500,000,000 in order to enable Dyson James Limited to make payments pursuant to the Credit Agreement

inter alia and Ingleby (1765) Limited

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is Sums advanced under the Intra-Group Loan Agreement

The amount of cash to be transferred to the person assisted is £ Sums advanced under the Intra-Group Loan Agreement

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

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The date on which the assistance is to be given is within 8 weeks of the date hereof

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black type, or
old block lettering

~~1/~~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) ~~1/~~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 1/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 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

Wapye & Gup

Declarants to sign below

on Day Month Year

25 02 2008

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

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

25 February 2008

Dear Sirs

Report of the Independent Auditor to the directors of Dyson James Limited (the "Company") pursuant to Section 156(4) of the Companies Act 1985

We report on the attached statutory declaration dated 25 February 2008, prepared pursuant the Companies Act 1985, in connection with the proposal that the Company's subsidiary undertaking, Dyson International Limited, should give financial assistance to Dyson James Limited and Barclays Bank plc in the form of

1 Entry by the Company's subsidiary Dyson International Limited into a guarantee agreement contained within clause 18 of a £300,000,000 credit agreement (the "Credit Agreement") to be entered into between (1) the Company, (2) Lloyds TSB Bank plc, the Royal Bank of Scotland plc (the "Banks") and (3) Dyson Technology Limited, Dyson Finance Limited, Ingleby (1765) Limited, Dyson Limited, Dyson Exchange Limited, Dyson Estates Limited, Dyson International Limited, Dyson Research Limited, Dyson Inc, Dyson KK and Dyson Technology Inc (the "Subsidiaries") pursuant to which the Company and the Subsidiaries will guarantee the obligations of inter alia the Company and Ingleby (1765) Limited under the Credit Agreement to the Finance Parties (as defined in the Credit Agreement) (the "Secured Obligations") The Credit Agreement will fund Dyson James Limited's completion of a purchase of its own shares in respect of 499 A4 ordinary shares of 1/4500 pence each

2 Entry into an intra-group loan agreement (the "Intra-Group Loan Agreement") whereby the Subsidiaries (each as Lenders) shall be obliged (subject to certain limited exceptions) to advance sums by way of Intra-group loan to inter alia Dyson James Limited and Ingleby (1765) Limited in a maximum aggregate amount of £500,000,000 in order to enable inter alia, Dyson James Limited and Ingleby (1765) Limited to make payments pursuant to the Credit Agreement

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

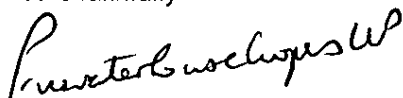
Basis of opinion

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 statutory 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