

COMPANY LIMITED BY SHARES

THURSDAY



A16 09/09/2010 196
COMPANIES HOUSE

WRITTEN RESOLUTIONS

OF

DYSON JAMES GROUP LIMITED (the "Company")

Circulation Date: *23 August* 2010

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 we, being members representing not less than 75% of the total voting rights of eligible members of the Company irrevocably agree that Resolutions 1 to 4 below are passed as unanimous special resolutions:

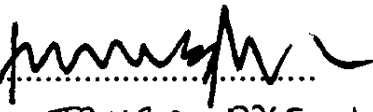
SPECIAL RESOLUTIONS

- 1 THAT the entry into and the terms and transactions contemplated by a £270,000,000 revolving facility agreement between, amongst others, Australia and New Zealand Banking Group Limited, Barclays Bank PLC, Clydesdale Bank PLC (trading as Yorkshire Bank) and HSBC Bank plc (the "Lenders"), Dyson James Group Limited ("DJGL"), certain of DJGL's subsidiaries, including the Company, (the "Revolving Facility Agreement") be and is hereby approved;
- 2 THAT the entry into and the terms and transactions contemplated by the guarantees to be entered into by the Company in connection with the ISDA interest rate hedging agreements between (1) Dyson Finance Limited ("DFL") and Australia and New Zealand Banking Group Limited; (2) DFL and Barclays Bank PLC; (3) DFL and Clydesdale Bank PLC (trading as Yorkshire Bank) and (4) DFL and HSBC Bank plc (the "ISDA Guarantees") be and is hereby approved;
- 3 THAT the entry into and the terms and transactions contemplated by a note purchase agreement in respect of senior unsecured notes in an aggregate amount of US\$120,000,000 to be issued by the Company in the United States (the "USPP Agreement") be and is hereby approved;
- 4 THAT the terms of, and the transactions contemplated by the Revolving Facility Agreement, the ISDA Guarantees, the USPP Agreement and any other documents, notices or certificate required to be entered into in connection with the Revolving Facility Agreement, the ISDA Guarantees and the USPP Agreement (together the "Documents"), having been carefully considered, be and are hereby approved and are for the benefit of and in the best interests of the Company for the purposes of carrying on its business;

Please read the explanatory notes at the end of this document before signifying agreement to the special resolutions.

These special resolutions must be passed by the requisite majority by the end of the period of 28 days beginning with the circulation date otherwise they will lapse. The agreement of a member to these resolutions is ineffective if signed after that date.

We, the undersigned, being the members entitled at the time the special resolutions were circulated to members to vote on the resolutions, HEREBY IRREVOCABLY AGREE to the above special resolutions being passed.

Signature.....
Print nameJAMES DYSON.....

Date:.....23 August 2010.....

For and on behalf of

Clear Cover Limited

EXPLANATORY NOTES

You may either:

- 1 agree to all of the above special resolutions; or
- 2 decline to agree to any of the above special resolutions.
- 3 You may not agree to some of the special resolutions but not others.
- 4 If you agree to all of the above special resolutions please indicate your agreement by signing and dating this document where indicated and returning it to the Company using one of the following methods:
 - By Email: to alan.briggs@dyson.com
 - By Post: returning the signed copy to Tetbury Hill, Malmesbury, Wiltshire, SN16 0RP
- 5 If the Company has not received sufficient agreement within 28 days of the circulation of the special resolutions, the special resolutions will lapse.
- 6 Once you have indicated your agreement to the special resolutions, you may not revoke that agreement.
- 7 If you do not agree to all the above special resolutions, you need not do anything. If no response is received from you as indicated above, you will be counted as withholding your agreement to all the above special resolutions.
- 8 If this document is signed or otherwise approved by an attorney or other representative on behalf of a member, please provide a solicitor's certified copy of the relevant power of attorney or other authority to sign when indicating your agreement to the above special resolutions, otherwise you may not be counted as agreeing to them.