

Company No. 00163096

Resolutions of Dyson Group plc ("Company")

Passed 28 September 2010



At an Extraordinary General Meeting of the Company, duly convened and held on 28 September 2010, the following resolutions were duly passed as ordinary and special resolutions.

SPECIAL RESOLUTION

1 **THAT**, conditional upon the passing of resolution 2 set out in this notice of Extraordinary General Meeting and conditional on (but effective immediately prior to) completion of the Restructuring (as defined in the Circular)

(a) the 33,032,349 issued ordinary shares of 25 pence each in the capital of the Company be subdivided into 165,161,745 shares of £0.05 each ("**sub-divided Shares**"), of which

(i) 33,032,349 sub-divided Shares shall be re-classified as D ordinary shares of £0.05 each (each having the rights and being subject to the restrictions set out in the new articles of association of the Company to be adopted pursuant to paragraph (e) of this resolution ("**New Articles**")), and

(ii) the remainder of the sub-divided Shares shall be re-classified into deferred shares of £0.05 each (each having the rights and being subject to the restrictions set out in the New Articles);

(b) the current articles of association of the Company ("**Current Articles**") be amended by deleting all the provisions of the Company's memorandum of association which, by virtue of section 28 of the Companies Act 2006 ("**Act**"), as from 1 October 2009, are treated as provisions of the Current Articles,

(c) the directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Act in addition to all subsisting authorities (if any), to exercise all powers of the Company to allot shares or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £7,502,422.37223, in connection with the Restructuring (as defined in the Circular), as follows:

(i) 7,500,000 preferred ordinary shares of £1 each ("**Preferred Ordinary Shares**"), each having the rights and being subject to the restrictions set out in respect of such shares in the New Articles,

(ii) 74,986,184 new A1 ordinary shares of £0.00001 each ("**A1 Ordinary Shares**"), each having the rights and being subject to the restrictions set out in respect of such shares in the New Articles,

(iii) 65,401,297 new A2 ordinary shares of £0.00001 each ("**A2 Ordinary Shares**"), each having the rights and being subject to the restrictions set out in respect of such shares in the New Articles;

(iv) 90,838,959 new B ordinary shares of £0 00001 each ("**B Ordinary Shares**"), each having the rights and being subject to the restrictions set out in respect of such shares in the New Articles, and

(v) 11,010,783 new C ordinary shares of £0 00001 each ("**C Ordinary Shares**"), each having the rights and being subject to the restrictions set out in respect of such shares in the New Articles,

provided that this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution (unless previously revoked, varied or renewed by the Company in general meeting) save that the Company may, before such expiry, make an offer or agreement, or grant rights to subscribe for or to convert any security into shares, which would or might require shares to be allotted after such expiry and the directors may allot shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired,

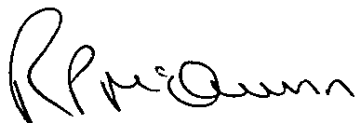
(d) the directors be and are hereby empowered, pursuant to section 571 of the Act, to exercise all powers of the Company to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by paragraph (c) above as if section 561(1) of the Act did not apply to any such allotment provided that this power shall be limited to the allotment for cash for the purpose of giving effect to the Restructuring (as defined in the Circular) of 7,500,000 Preferred Ordinary Shares, 74,986,184 A1 Ordinary Shares, 65,401,297 A2 Ordinary Shares, 90,838,959 B Ordinary Shares and 11,010,783 C Ordinary Shares and provided that such power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired, and

(e) the articles of association produced to the meeting and initialled by the chairman of the meeting (for the purpose of identification only) be adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the Current Articles".

ORDINARY RESOLUTIONS

2 **THAT**, the waiver granted by the Panel on Takeovers and Mergers, on the terms described in the Circular, of the obligation that would otherwise arise on the Concert Party (as defined in the Circular) under Rule 9 of the Code to make a general offer to the shareholders of the Company for the entire issued and to be issued share capital of the Company as a result of the allotment and issue to the Concert Party (or its members' respective nominee(s)) of, in aggregate, 74,986,184 A1 Ordinary Shares pursuant to the Restructuring (as defined in the Circular) be and is hereby approved

Certified as true copy of the resolutions
passed at an Extraordinary General Meeting of the Company on Tuesday 28th September
2010



Date

22/11/10

Richard P McQuinn
Company Secretary
Dyson Group plc