

SEPARATOR SHEET



Dyson Group plc
Co. No. 163096

SATURDAY



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29/03/2014

#102

COMPANIES HOUSE

**Passed by requisite majority at
Annual General Meeting
27th March 2014**

SPECIAL RESOLUTION 3

“That paragraphs 79 and 80 contained in Schedule 3 to the Companies (Model Articles) Regulations 2008, which were adopted by Special Resolution as part of the Articles of Association of the Company on 28 September 2010, and are reproduced in note 10 hereunder, are deleted in their entirety and replaced with the following paragraphs and wording

Means of communication to be used

79.-(1) The company can send or supply any notice, document, or other information to a shareholder, sent under the articles or otherwise, in any way the Companies Act 2006 provides including by -

- (a) addressing it to him and posting it to, or leaving it at, the shareholder's registered address,
- (b) where appropriate, by making it available on a website and notifying the shareholder of its availability in accordance with this article,
- (c) by delivering it to him personally or as otherwise authorised in writing by the relevant shareholder, or
- (d) through CREST, where it relates to CREST shares

Where there are joint shareholders, the notice, document or other information can be sent or supplied to any one of the joint holders, but, in the absence of instruction otherwise, will normally be sent to the to the shareholder who is named first in the register in respect of the joint shareholding, and will then be treated as having been sent or supplied to all the joint holders

(2) Where there are joint shareholders, anything which needs to be agreed or specified in relation to any notice, document or other information to be sent or supplied to them can be agreed or specified by any one of the joint shareholders. The agreement or specification of the shareholder who is named first in the register in respect of the joint shareholding will be accepted to the exclusion of the agreement or specification of the other joint shareholder(s)

(3) The company may at any time and in its sole discretion choose to serve, send or supply notices, documents or other information in hard copy form alone to some or all members

(4) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by


the means by which that director has asked to be sent or supplied with such notices or documents for the time being

(5) A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours

Failure to notify contact details

80. If on two consecutive occasions any notice, document or other information sent or supplied to a shareholder has been returned undelivered, the company need not send or supply further notices, documents or other information to that shareholder until he has communicated with the company and supplied the company (or its agents) with a new registered address, or a postal address for the service of notices and the despatch or supply of documents and other information. Any notice, document or other information sent by post will be treated as returned undelivered if the notice, document or other information is sent back to the company (or its agents) “

Certified as true copy of original

A handwritten signature in black ink, appearing to read 'R. McQuinn', written over the printed name.

Richard Patrick McQuinn A.C.I.S
Company Secretary 27th March 2014