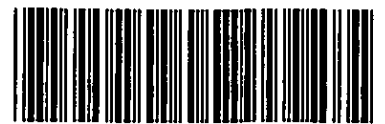


Dyson James Limited
Annual report and financial statements
for the year ended 31 December 2012

TUESDAY



A29 *A2HKG01T* #193
24/09/2013
COMPANIES HOUSE

Dyson James Limited

Annual report and financial statements for the year ended 31 December 2012

Contents

Directors' report for the year ended 31 December 2012	1
Independent auditors' report to the members of Dyson James Limited	3
Profit and loss account	5
Balance sheet	6
Statement of accounting policies	7
Notes to the financial statements	8

Dyson James Limited

Directors' report for the year ended 31 December 2012

The directors present their annual report together with the audited financial statements of Dyson James Limited (the "Company") for the year ended 31 December 2012

Principal activities

The principal activity of the Company is that of an intermediate holding company

Business review

The Company's profit for the financial year was £221.9m (2011 £189.3m)

The Company's principal risks and uncertainties relate to the financial performance of its investments. The directors expect the general level of activity to continue in the forthcoming year.

Dividends

Dividends paid amounted £200.0m (2011 £150.0m)

Directors

The directors who held office during the year and up to the date of signing the financial statements were as follows:

M Conze (appointed 3 February 2012)

M McCourt (resigned 3 February 2012)

J Shipsey

Directors' indemnities

During the year and up to the date of approval of the directors' report, the Dyson James Group Limited group (the "Group") had in place qualifying third party indemnity provisions available for the benefit of the directors of the Company and of fellow Group companies.

Statement of directors' responsibilities

The directors are responsible for preparing the directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently,
- make judgments and accounting estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Dyson James Limited

Directors' report for the year ended 31 December 2012 (continued)


Disclosure of information to the auditors

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing of its report, of which the auditor is unaware. Having made enquiries of fellow directors and the Company's auditor, each director has taken all the steps that he is obliged to take as a director in order to make himself aware of any relevant audit information and to establish that the auditor is aware of that information.

Auditors

Following the resignation of PricewaterhouseCoopers LLP, Ernst & Young LLP has been appointed as auditor of the Company for the year ended 31 December 2012.

By order of the Board on 26 April 2013



J Shipsey
Director

Independent auditors' report to the members of Dyson James Limited

We have audited the financial statements of Dyson James Limited ("the Company") for the year ended 31 December 2012 which comprise profit and loss account, the balance sheet and the related notes 1 to 15. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we may state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the directors' responsibilities statement set out on page 1, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the directors' report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the Company's affairs as at 31 December 2012 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Independent auditors' report to the members of Dyson James Limited (continued)

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

Ernst & Young LLP

Debbie O'Hanlon
for and on behalf of Ernst & Young LLP, Statutory Auditor
Reading
26 April 2013

Dyson James Limited

Profit and loss account

For the year ended 31 December		2012	2011
	<i>Note</i>	£m	£m
Administrative expenses		(0.0)	(0.0)
Operating loss	2	(0.0)	(0.0)
Income from fixed asset investments	4	222.0	190.0
Profit on ordinary activities before interest and taxation		222.0	190.0
Interest receivable and similar income	5	0.0	0.0
Interest payable and similar charges	6	(0.1)	(0.9)
Profit on ordinary activities before taxation		221.9	189.1
Tax on profit on ordinary activities	7	(0.0)	0.2
Profit for the financial year		221.9	189.3

All of the Company's operations are continuing

There is no material difference between the profit on ordinary activities before taxation and the profit for the financial years stated above and their historical cost equivalents. The Company has no recognised gains and losses other than those included above, and therefore no statement of total recognised gains and losses has been presented.

The notes and accounting policies on pages 7 to 13 form an integral part of these financial statements.

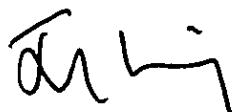
Dyson James Limited

Balance sheet

At 31 December		2012	2012	2011	2011
	Note	£m	£m	£m	£m
Fixed assets					
Investments	8		28.0		28.0
Current assets					
Debtors	9	0.0		0.1	
			0.0		0.1
Creditors Amounts falling due within one year	10		(0.4)		(22.4)
Net current liabilities			(0.4)		(22.3)
Total assets less current liabilities			27.6		5.7
Net assets			27.6		5.7
Capital and reserves					
Called up share capital	11		0.1		0.1
Capital redemption reserve	13		0.0		0.0
Profit and loss reserve	13		27.5		5.6
Total shareholders' funds	13		27.6		5.7

The notes and accounting policies on pages 7 to 13 form an integral part of these financial statements

The financial statements on pages 5 to 13 were approved by the board of directors on 26 April 2013 and were signed on its behalf by



J Shipsey
Director

Dyson James Limited

Statement of accounting policies

Basis of accounting

These financial statements have been prepared on the going concern basis, under the historical cost convention, and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. The principal accounting policies have been applied consistently with the prior year.

The financial statements have been prepared on the going concern basis, notwithstanding net current liabilities of £0.4m. The directors believe the Company will be able to meet its liabilities as they fall due for a period of at least 12 months from the date of approving the accounts as a result of the expected future investment income. Thus, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and financial statements.

The Company is included in the consolidated financial statements of its ultimate parent company Dark Cover Limited whose financial statements are publicly available. Consequently, the Company has taken advantage of the exemption from preparing consolidated financial statements under the terms of s400 of the Companies Act 2006.

Fixed asset investments

Investments in subsidiary undertakings are recorded at cost less provision for any impairment.

Dyson James Limited**Notes to the financial statements for the year ended 31 December 2012****1. Cash flow statement and related party disclosures**

The Company is a wholly-owned subsidiary of Dark Cover Limited. The results of the Company will be included in the consolidated financial statements of Dark Cover Limited, which will be publicly available in Malta. Consequently, the Company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS 1 (revised 1996). The Company is also exempt under the terms of FRS 8 from disclosing related party transactions. This exemption allows the Company not to disclose details of transactions with other Group companies qualifying as related parties, as the consolidated financial statements of Dark Cover Limited, in which the Company is included, will be publicly available in Malta.

2. Operating loss

Fees payable for the audit of the Company's financial statements of £1,500 (2011: £2,000) were borne by another Group company.

3. Directors' remuneration

The directors' remuneration in respect of qualifying services to the Company was borne by a fellow group company and it is not practical to allocate the amount for services in respect of the Company. The total amount of directors' remuneration is included in the Dyson James Group Limited financial statements.

4. Income from fixed asset investments

	2012	2011
	£m	£m
Dividends received	222.0	190.0

5. Interest receivable and similar income

	2012	2011
	£m	£m
Interest receivable on intra-Group loans	0.0	0.0

Dyson James Limited**Notes to the financial statements for the year ended 31 December 2012 (continued)****6. Interest payable and similar charges**

	2012	2011
	£m	£m
Interest payable on intra-Group loans	0.1	0.9

Interest was payable on intra-Group variable rate loans at 0.2% to 0.4% above the Group finance company's cost of funds (2011 0.1% to 0.4% above the Group finance company's cost of funds)

7. Tax on profit on ordinary activities

	2012	2011
	£m	£m
Current tax:		
- UK corporation tax on profits for the period	0.0	(0.2)
- Total current tax	0.0	(0.2)
Tax on profit on ordinary activities	0.0	(0.2)

The tax assessed for the year is lower (2011 lower) than the standard rate of corporation tax in the UK of 24.5% (2011 26.5%). The differences are explained below

	2012	2011
	£m	£m
Profit on ordinary activities before tax	221.9	189.1
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 24.5% (2011 26.5%)	54.4	50.1
Effects of		
Non-taxable income	(54.4)	(50.3)
Current tax charge/(credit) for year	0.0	(0.2)

Dyson James Limited**Notes to the financial statements for the year ended 31 December 2012 (continued)****7. Tax on profit on ordinary activities (continued)**

Announcements were made before and after the year end by the Chancellor of the Exchequer of proposed changes to the United Kingdom's corporation tax rates that will have an effect on future tax charges of the Group. The change in the United Kingdom's corporation tax rate from 24% to 23% with effect from 1 April 2013 was substantively enacted on 3 July 2012. Further reductions thereafter of 2% to 21% from 1 April 2014 and 1% to 20% from 1 April 2015 have been announced but not substantively enacted.

8. Investments

	2012	2011
	£m	£m
Unlisted investments		
At 1 January	28.0	9.0
Additions	-	19.0
At 31 December	28.0	28.0

The subsidiaries held directly by the Company are

Company name	Country of incorporation	Shares held	Company holding %	Principal activity
Dyson Ltd	UK	Ordinary	100	Sale and service of domestic and commercial appliances
Dyson Research Ltd	UK	Ordinary	100	Holder of exclusive brand rights and trademarks
Dyson Technology Ltd	UK	Ordinary	100	Research and development, holder of product design rights and patents
Dyson Estates Ltd	UK	Ordinary	100	Purchase and rental of commercial premises
Dyson Finance Ltd	UK	Ordinary	100	Provision of treasury services
Dyson Exchange Ltd	UK	Ordinary	100	Sale and service of domestic and commercial appliances

Dyson James Limited**Notes to the financial statements for the year ended 31 December 2012 (continued)****8. Investments (continued)**

The principal subsidiaries held indirectly by the Company are as follows

Company name	Country of incorporation	Shares held	Company holding %	Principal activity
Dyson GmbH	Germany	Ordinary	100	Sale and service of domestic and commercial appliances
Dyson Appliances (Australia) Pty Ltd	Australia	Ordinary	100	Sale and service of domestic and commercial appliances
Dyson Canada Ltd	Canada	Ordinary	100	Sale and service of domestic and commercial appliances
Dyson SAS	France	Ordinary	100	Sale and service of domestic and commercial appliances
Dyson BV	Holland	Ordinary	100	Sale and service of domestic and commercial appliances
Dyson KK	Japan	Ordinary	100	Sale and service of domestic appliances
Dyson Manufacturing Sdn Bhd	Malaysia	Ordinary	100	Manufacturing support
Dyson International Ltd	UK	Ordinary	100	Intermediate holding company
Dyson Technology Inc	USA	Ordinary	100	Intermediate holding company
Dyson Inc	USA	Ordinary	100	Sale and service of domestic appliances
Dyson Operations Pte Ltd	Singapore	Ordinary	100	Procurement and manufacturing of domestic and commercial appliances

In 2011 the Company acquired a further £19m of ordinary shares from Dyson Finance Ltd

Dyson James Limited**Notes to the financial statements for the year ended 31
December 2012 (continued)****9. Debtors**

	2012	2011
	£m	£m
Group relief receivable from parties under common control	0.0	0.1

10. Creditors – Amounts falling due within one year

	2012	2011
	£m	£m
Amounts owed to Group undertakings – interest bearing (see note 6)	0.4	22.3
Amounts owed to Group undertakings – non-interest bearing	-	0.1
	0.4	22.4

Amounts owed to Group undertakings are unsecured and repayable on demand

11. Called up share capital

	2012	2011
	£m	£m
Allotted and fully paid share capital		
102,001 A ordinary shares of £1 each	0.1	0.1

12. Dividends

	2012	2011
	£m	£m
Equity shares		
Dividend paid of £1,960.77 per A ordinary share (2011: £1,470.57)	200.0	150.0

Dyson James Limited**Notes to the financial statements for the year ended 31 December 2012 (continued)****13. Reconciliation of movements in shareholders' funds**

	Share capital	Capital redemption reserve	Profit and loss reserve	Total 2012	Total 2011
	£m	£m	£m	£m	£m
Shareholders' funds/(deficit) at 1 January	0.1	0.0	5.6	5.7	(33.6)
Profit for the financial year	-	-	221.9	221.9	189.3
Dividends paid	-	-	(200.0)	(200.0)	(150.0)
Shareholders' funds at 31 December	0.1	0.0	27.5	27.6	5.7

14. Ultimate parent undertaking and controlling party

At 31 December 2012 the immediate parent company was Dyson James Group, Limited a company incorporated in the United Kingdom. At that date Dyson James Group Limited was a wholly owned subsidiary of Dark Cover Limited, a company incorporated in Malta.

The smallest and largest group within which the financial statements of the Company will be consolidated in respect of the year ended 31 December 2012 is that headed by Dark Cover Limited. Copies of the financial statements of Dark Cover Limited will be available from the Company Secretary at Tower Business Centre, Tower Street, Swatar BKR 3013, Malta. The ultimate controlling party is Sir James Dyson by virtue of his controlling interest in the shares of Dark Cover Limited.

The directors understand that the ultimate controlling party wishes to change the corporate structure above the Group during 2013, such that the smallest and largest group within which the financial statements of the Group will be consolidated in respect of the year ended 31 December 2013 will be one headed by a new UK-incorporated company, thus making the whole of the Group owned and controlled from the UK.

15. Contingent liabilities

The Company and certain other subsidiaries of Dyson James Group Limited have jointly and severally guaranteed the borrowings on a £270.0m (2011: £270.0m) bank facility and on US\$120.0m of loan notes (2011: US\$120.0m) issued by Dyson James Group Limited under a private placement. At 31 December 2012, the Group drawdown on the bank facility was £110.7m (2011: £92.5m) of which £nil (2011: £nil) is included in the Company's year end balances.