

No. of Company 1868092

COMPANIES ACT 1985

ORDINARY / SPECIAL RESOLUTIONS

pursuant to Regulation 53 of Table A in the Schedule to The Companies (Tables A to F) Regulations 1985

OF

VISIONPLUS (READING) LIMITED

Passed 3rd June 1997

The following Resolutions have been duly passed by the Members of the Company :

1. Special Resolution

That the Articles of Association of the Company be amended by the addition of the following new articles after the end of the existing article 15:

- "16. The Directors of the Company shall not be required to retire by rotation at each Annual General Meeting and accordingly Regulations 73-75 inclusive of Table A shall not apply.
- 17. Regulation 88 of Table A shall apply to the Company but only after having deleted the word "not" from the third sentence thereof.
- 18. Regulations 10, 11, 91, 92 and 96 of Table A shall apply to the Company.
- 19. Notice of every General Meeting shall be given to each Member at the address notified to the Company for that purpose from time to time even if such address is outside the United Kingdom and Regulation 112 of Table A shall be amended accordingly".

2. Ordinary Resolution

That pursuant to Regulation 96 of Table A all Resolutions of the Board of Directors passed since the date of incorporation of the Company be ratified without amendment.

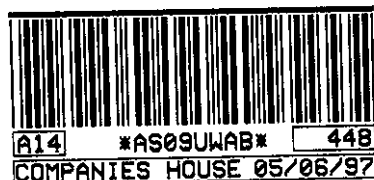
3. Ordinary Resolution

Throughout these resolutions references to "Table A" shall mean Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 as amended

(Signed)


FOR SPECSAVERS OPTICAL GROUP LIMITED

Company Secretary



**Specsavers Optical Group Ltd.
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