Company Number SC150432

THURSDAY
SJ3DGATA
SCT 18/06/2009 18
COMPANIES HOUSE

The Companies Act 2006

Private Company Limited by Shares

Written Resolution

of

Optical Express (Gyle) Limited (the "Company")

11 June 2009

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as a special resolution ("**Special Resolution**"):

Special Resolution

That, in accordance with paragraph 47(3)(b) of Part 3 of Schedule 4 to the Companies Act 2006 (Commencement No 5, Transitional Provisions and Savings) Order 2007 (SI 2007/3495) the directors of the Company are hereby given authority to authorise matters giving rise to an actual or potential conflict for the purposes of section 175 of the Companies Act 2006.

Agreement

Please read the notes at the end of this document before signifying your agreement to the Special Resolution.

The undersigned, being entitled to vote on the above Special Resolution on 11 June 2009 hereby irrevocably agree to the Special Resolution.

Signed by

For and on behalf of DCM (Optical Holdings) Limited _____

Date: 17.6.09

Notes

1. If you agree with the Special Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- By hand: delivering the signed copy to Stewart Mein, Optical Express Group, 5 Deerdykes Road, Westfield Industrial Estate, Cumbernauld, Glasgow, G68 9HF; or

- Post: returning the signed copy by post to Stewart Mein, Optical Express Group, 5 Deerdykes Road, Westfield Industrial Estate, Cumbernauld, Glasgow, G68 9HF.

If you do not agree to the Special Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Special Resolution, you may not revoke your agreement.

3. Unless by the expiry of 28 days from the date of circulation of this resolution sufficient agreement has been received for the Special Resolution to pass, it will lapse. If you agree to the Special Resolution, please ensure that your agreement reaches us before or during this date.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

5. If you are signing the document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.