

VISIONPLUS (LEAMINGTON SPA) LIMITED

ABBREVIATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 JANUARY 1997



VISIONPLUS (LEAMINGTON SPA) LIMITED

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VISIONPLUS (LEAMINGTON SPA) LIMITED

COMPANY INFORMATION

DIRECTORS: Specsavers Optical Group Limited
K Knightley
T K K Tam
Mrs M L Perkins

SECRETARY: Specsavers Optical Group Limited

REGISTERED OFFICE: 69 The Parade
Leamington Spa
CV32 4BA

REGISTERED NUMBER: 2048805

AUDITORS: Chandlers
Chartered Accountants and
Registered Auditors
Anson Court
La Route des Camps
St Martins
Guernsey

VISIONPLUS (LEAMINGTON SPA) LIMITED

AUDITORS' REPORT TO
VISIONPLUS (LEAMINGTON SPA) LIMITED
PURSUANT TO PARAGRAPH 24 OF SCHEDULE 8 TO THE COMPANIES ACT 1985

We have examined the abbreviated financial statements on pages four to eight together with the full financial statements of Visionplus (Leamington Spa) Limited prepared under Section 226 of the Companies Act 1985 for the year ended 31 January 1997.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the abbreviated financial statements in accordance with Schedule 8 to the Companies Act 1985. It is our responsibility to form an independent opinion as to the company's entitlement to the exemptions claimed in the directors' statement on page four and whether the abbreviated financial statements have been properly prepared in accordance with that Schedule.

Basis of opinion

We have carried out the procedures we considered necessary to confirm, by reference to the audited financial statements, that the company is entitled to the exemptions and that the abbreviated financial statements have been properly prepared from those financial statements. The scope of our work for the purpose of this report does not include examining or dealing with events after the date of our report on the full financial statements.

Opinion

In our opinion the company is entitled under Sections 246 and 247 of the Companies Act 1985 to the exemptions conferred by Section A of Part III of Schedule 8 to that Act, in respect of the year ended 31 January 1997, and the abbreviated financial statements on pages four to eight have been properly prepared in accordance with that Schedule.

Other information

On ~~22nd~~ November 1997, we reported, as auditors of Visionplus (Leamington Spa) Limited, to the members on the financial statements prepared under Section 226 of the Companies Act 1985 for the year ended 31 January 1997, and our audit report was as follows:

"We have audited the financial statements on pages five to fifteen which have been prepared under the accounting policies set out on pages eight and nine.

Respective responsibilities of directors and auditors

As described on page three the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

Basis of opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other

VISIONPLUS (LEAMINGTON SPA) LIMITED

AUDITORS' REPORT TO
VISIONPLUS (LEAMINGTON SPA) LIMITED
PURSUANT TO PARAGRAPH 24 OF SCHEDULE 8 TO THE COMPANIES ACT 1985

irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 31 January 1997 and of its loss for the year then ended and have been properly prepared in accordance with the provisions of the Companies Act 1985 applicable to small companies."

The statement of directors' responsibilities referred to in our audit report on the full financial statements, reproduced above, was as follows:

"Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- 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 proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. 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."

Chandlers .

Chandlers
Chartered Accountants and
Registered Auditors
Anson Court
La Route des Camps
St Martins
Guernsey

Dated: 22/4/97 .

VISIONPLUS (LEAMINGTON SPA) LIMITED

ABBREVIATED BALANCE SHEET

As at 31 January 1997

	Notes	1997		1996	
		£	£	£	£
FIXED ASSETS:					
Tangible Assets	2		185,738		45,746
CURRENT ASSETS:					
Stocks		23,842		21,973	
Debtors		25,417		83,767	
Group Treasury Company	7	20,413		223,147	
Cash at Bank and In Hand		1,233		25	
		<u>70,905</u>		<u>328,912</u>	
CREDITORS: Amounts falling due within one year	3	113,555		204,764	
NET CURRENT LIABILITIES:			(42,650)		124,148
TOTAL ASSETS LESS CURRENT LIABILITIES:			143,088		169,894
CREDITORS: Amounts falling due after more than one year	3		(5,440)		—
PROVISION FOR LIABILITIES AND CHARGES:			(4,437)		(18,343)
			<u>£133,211</u>		<u>£151,551</u>
CAPITAL AND RESERVES:					
Called Up Share Capital	4		100		100
Profit & Loss Account			133,111		151,451
Shareholders' Funds (including non-equity interests)			<u>£133,211</u>		<u>£151,551</u>

Advantage has been taken of the exemptions conferred by Section A of Part III of Schedule 8 to the Companies Act 1985 on the grounds that, in the opinion of the directors, the company is entitled to the benefit of those exemptions as a small company.

VISIONPLUS (LEAMINGTON SPA) LIMITED

ABBREVIATED BALANCE SHEET

(continued)

As at 31 January 1997

In preparing the full financial statements, the directors have taken advantage of special exemptions applicable to small companies conferred by Part I of Schedule 8 to the Companies Act 1985. The directors have done so on the grounds that, in their opinion, the company is entitled to the benefit of those exemptions because it meets the qualifying conditions for small companies as stated in Sections 246 and 247 of the Companies Act 1985.

ON BEHALF OF THE BOARD:

.....
DIRECTOR

.....
DIRECTOR

FOR SPECSAVERS OPTICAL GROUP LIMITED

.....
AUTHORISED SIGNATORY

Approved by the Board of Directors on 18th November 1997.

VISIONPLUS (LEAMINGTON SPA) LIMITED

NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS
for the Year Ended 31 January 1997

1. ACCOUNTING POLICIES

Accounting Convention

The financial statements have been prepared under the historical cost convention.

Exemption has been taken from preparing a cash flow statement on the grounds that the company qualifies as a small company.

Turnover

Turnover represents the net amounts invoiced to customers during the period net of value added tax.

Tangible Fixed Assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Lease Premium	- over the term of the lease
Optical Equipment	- 10 - 14% on cost
Fixtures & Fittings	- 14 - 25% on cost
Motor Vehicles	- 25% on cost
Computer Equipment	- 20% on cost

Stock

Stock is valued at the lower of cost and net realisable value. Cost is determined on an average cost price basis. Net realisable value is based on estimated selling price, allowing for all further costs of completion and disposal.

Deferred Taxation

Deferred taxation is provided on timing differences, arising from the different treatment of items for accounts and taxation purposes, which are expected to reverse in the future, calculated at rates at which it is estimated that tax will arise.

Hire Purchase and Leasing Commitments

Assets obtained under hire purchase contracts or finance leases are capitalised in the balance sheet and are depreciated over their estimated useful lives.

The interest element of these obligations is charged to the profit and loss account over the relevant period. The capital element of the future payments is treated as a liability.

Rentals are charged to the profit and loss account in equal annual amounts over the lease term.

Pension Costs

The company operates a defined contribution scheme for the directors under which the pension costs charged against profits represent the amount of contributions payable to the scheme for the period.

VISIONPLUS (LEAMINGTON SPA) LIMITED

NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS
for the Year Ended 31 January 1997

Going Concern

The financial statements are prepared on a going concern basis on the grounds that continued support will be received from the directors.

2. TANGIBLE FIXED ASSETS

	Total
	£
COST:	
As at 1 February 1996	136,867
Additions	188,864
Disposals	(68,840)
As at 31 January 1997	256,891
DEPRECIATION:	
As at 1 February 1996	91,121
Charge for Year	23,367
Eliminated on Disposals	(43,335)
As at 31 January 1997	71,153
NET BOOK VALUE:	
As at 31 January 1997	£185,738
As at 31 January 1996	£45,746

3. CREDITORS

The following secured debts are included within creditors:

	1997	1996
	£	£
Hire Purchase and Finance Leases	7,620	-

4. CALLED UP SHARE CAPITAL

Authorised, allotted, issued and fully paid:

Number:	Class:	Nominal Value:	1997	1996
			£	£
100	"A" Ordinary	£0.50	50	50
100	"B" Ordinary	£0.50	50	50
			100	100

2 ordinary shares were subscribed, for cash, on incorporation. A further 198 were subsequently allotted, for cash, to provide the required share structure.

VISIONPLUS (LEAMINGTON SPA) LIMITED

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In accordance with the Articles of Association the following rights attach to the shares:

- a) to "A" shares, the right to receive that part (including the whole) of the profits of the company which the directors shall, from time to time, determine to distribute as dividends.
- b) to "B" shares, the right to appoint the chairman of the board of directors and of the general meeting of the company.

The "B" shares are held by Specsavers Optical Group Limited.

In all other respects both classes of share carry equal rights over the assets of the company, subject to those provisions as laid out within the shareholders' agreement.

5. **ULTIMATE PARENT COMPANY AND ULTIMATE CONTROLLING PARTY**

The company operates as a joint venture. Technically Specsavers Optical Group Limited could be considered to be the ultimate parent. Its accounts are not available to the public. Mr & Mrs Perkins have the controlling holding in the ordinary share capital of Specsavers Optical Group Limited.

6. **RELATED PARTY TRANSACTIONS**

During the year the company has conducted several transactions with its technically ultimate parent and director, Specsavers Optical Group Limited and its subsidiary companies as follows:

Purchases of Goods and Management Services	£158,522
Overhead Costs	£260,514
Other Income	£ 6,836
Purchases of Fixed Assets	£ 7,215

These transactions were made on an arm length basis during the normal course of trading and Specsavers Optical Group Limited has confirmed that it will continue to provide these goods and services for the foreseeable future.

7. **GROUP TREASURY COMPANY**

The balance with the Group Treasury Company is held with Specsavers Finance (Guernsey) Limited, a fellow subsidiary of Specsavers Optical Group Limited. Specsavers Finance (Guernsey) Limited is incorporated in Guernsey, and provides banking services to the company and other Specsavers Group companies.