

OPUS 2

INTERNATIONAL

(1)Dr Helle Poulsen (2)Mr Barry Weller v (1)Specsavers Optical Grp. Ltd (2)Bognor Regis Visionplus Ltd (3)Bognor Regis Specsavers Ltd v (1)Shakila Parham (2)John Parham v (1) Specsavers Optical Grp. Ltd (2)Uckfield Specsavers Ltd

Day 9

December 12, 2013

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Phone: +44 (0)20 3008 5900
Email: transcripts@opus2international.com
Website: <http://www.opus2international.com>

1 Thursday 12th December 2013
 2 (11.15 am)
 3 MR JUSTICE HILDYARD: I'm so sorry to have kept you waiting.
 4 MR STUART: Not at all. My Lord we are -- I think we are on
 5 schedule for what we thought we were doing. Mrs Birdi
 6 has come and she's brought with her the shredding.
 7 MR JUSTICE HILDYARD: That would make interesting reading.
 8 MR STUART: Yes. Anyway, there it is. But we are not going
 9 to be dealing with her, as I understand it, until this
 10 afternoon.
 11 MR JUSTICE HILDYARD: No.
 12 MR STUART: My Lord, as a result of the little run of
 13 questions yesterday with Mr Weller that (a)
 14 your Lordship raised and (b) I raised in re-examination
 15 and your Lordship raised with Mr Potts. This is about
 16 the interview. Remember your Lordship asked about
 17 the interview and also quite a lot was asked about
 18 the manual. My Lord, we have -- your Lordship will see
 19 that this is the little run of correspondence in the
 20 couple of days before Mr Weller's interview. You will
 21 recall Mr Weller's interview in the middle of July 2011.
 22 Your Lordship will see that -- the only one I'm going to
 23 refer you to at the moment, to see the relevance of
 24 this, is the top page of the little clip.

25 This is a letter from Specsavers to Mr Weller on
 1 11th July about the loss prevention investigation
 2 currently underway, "Your interview is on 14th July".
 3 Your Lordship sees it there. It is the fourth
 4 paragraph down my Lord on the first page of 11th July.
 5 MR JUSTICE HILDYARD: Yes.
 6 MR STUART: "Further information on suspensions and
 7 investigations is set out in the partner guide to
 8 discipline, grievance and appeal."
 9 The larger document that your Lordship has got
 10 there, you will see is a covering letter disclosing it,
 11 but it is the partner guide to managing discipline,
 12 grievance and appeal.
 13 Does your Lordship see that?
 14 MR JUSTICE HILDYARD: This is a Specsavers document?
 15 MR STUART: Absolutely, and I understand that this is part
 16 of the manual, the physical -- you will remember
 17 Mr Weller said that there is a file with parts in it.
 18 I'm told that this is part of the manual, it is
 19 the partner guide to managing discipline, grievance and
 20 appeal part of the manual.
 21 It is effectively a 116/117-page detailed discipline
 22 policy. And as I say, it is, according to Specsavers
 23 letter of 11th July, the process applying to the
 24 investigation of Mr Weller.
 25 MR JUSTICE HILDYARD: Yes.

1 MR STUART: So that is why it has been disclosed. That's
 2 where it fits in. That is where it fits into the scheme
 3 of things. I hope it is not particularly contentious.
 4 I am sure we won't be needing to refer to all 117 pages
 5 of it but there may be the odd section about
 6 the investigation interview, I think your Lordship will
 7 find that starting on page 24.
 8 MR JUSTICE HILDYARD: Yes.
 9 MR STUART: There is a section -- does your Lordship have
 10 that?
 11 MR JUSTICE HILDYARD: Yes.
 12 MR STUART: Obviously this is the manual about the interview
 13 and carrying out the investigatory interviews et cetera.
 14 So there it is. My Lord, I raise it now just in
 15 case it comes as a surprise to anybody later.
 16 MR JUSTICE HILDYARD: Could you?
 17 MR STUART: We have disclosed it now. We wanted
 18 your Lordship to see we have done it now, not held it
 19 back or anything like that. It arose yesterday. It has
 20 been looked out and it has been generated.
 21 MR JUSTICE HILDYARD: Yes. Well thank you.
 22 MR POTTS: My Lord, I need to reserve my position on these
 23 documents. Obviously I have cross-examined without
 24 the benefit of them.
 25 MR JUSTICE HILDYARD: They are your documents though.

1 MR POTTS: My Lord, this is the document that has just been
 2 disclosed.
 3 MR JUSTICE HILDYARD: But Specsavers mandates these manuals.
 4 MR POTTS: My Lord I need to check. It has come out of
 5 a file --
 6 MR JUSTICE HILDYARD: Did you disclose your working manuals?
 7 MR POTTS: This isn't from EyeQ, this is from, I think --
 8 MR JUSTICE HILDYARD: No, but it is part of the manual. One
 9 would have expected you to have disclosed this or the
 10 latest version of this.
 11 MR POTTS: My Lord, apparently it is not part of the manual.
 12 MR JUSTICE HILDYARD: Well I don't -- that's its home, but
 13 its content is referable -- relevant to these
 14 proceedings. I wondered whether you had disclosed --
 15 MR POTTS: I'm not objecting to it my Lord, I'm just saying
 16 I would like to reserve a position on it.
 17 MR JUSTICE HILDYARD: I fully understand that but I was
 18 really asking the question -- I assume from what you say
 19 that this was not a document disclosed, though they
 20 would have had a copy of it, by Specsavers?
 21 MR POTTS: I think that is right my Lord, yes.
 22 MR JUSTICE HILDYARD: Yes.
 23 MR STUART: My Lord, I think we are going to move on to
 24 Mr Potts' case.
 25 MR JUSTICE HILDYARD: Yes we are. We are going to revert

1 back to you this afternoon or some such time.
 2 MR POTTS: My Lord, I call Mr Dyson.
 3 MR JUSTICE HILDYARD: Thank you.
 4 MR DEREK DYSON (affirmed)
 5 Examination-in-chief by MR POTTS
 6 MR JUSTICE HILDYARD: Help yourself to water. If you need
 7 a break if the cross-examination continues for long, let
 8 me know.
 9 A. Okay.
 10 MR POTTS: Mr Dyson, please can you be passed volume C.
 11 Could you turn up please tab 1 at pages 1 to 34, is that
 12 your first statement in this action?
 13 A. It is.
 14 Q. At page 34, is that signature yours?
 15 A. It is.
 16 Q. Do you confirm that the contents of this statement are
 17 true?
 18 A. I do.
 19 Q. Could you turn on to the next tab please, at pages 36
 20 through to 49. Is that your second statement?
 21 A. It says page 1 on this one. At the top, 35, yes sorry.
 22 Q. Yes through to, I think 49?
 23 A. To 49 yes.
 24 Q. Is that your second statement?
 25 A. It is, yes.

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1 Q. Is that your signature?
 2 A. It is.
 3 Q. Are the contents of that statement true?
 4 A. They are, correct.
 5 Q. If you would just wait there.
 6 Cross-examination by MR STUART
 7 MR STUART: Mr Dyson, good morning. Can we start with your
 8 role and your team, that's where your witness statement
 9 really starts. This is your first witness statement now
 10 we are going back to -- the main witness statement.
 11 I'm looking at paragraph 7, which you subdivided,
 12 and you basically set out the structure of the group and
 13 the companies, is that right?
 14 A. Yes.
 15 Q. In paragraphs 13 and the subdivisions of that, and 14,
 16 we see that there are various departments I think we are
 17 calling them, of SOG as we are calling it? Do you see
 18 that? At 13 you have set out the various departments,
 19 the retail support, the retail communications,
 20 the business transfer, the loss prevention, payroll and
 21 benefits in kind?
 22 A. I see that, yes.
 23 Q. As I understand it from 14, that when you were retail
 24 director of SOG, which is for our purposes at all
 25 material times, because you really moved off to

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1 Australasia in 2012 --
 2 A. Correct.
 3 Q. -- after the notice to purchase the claimants' shares
 4 had happened.
 5 A. Yes.
 6 Q. So you were the retail director for SOG for all of
 7 the material time?
 8 A. I was.
 9 Q. You say in 15 that you were responsible for overseeing
 10 the majority of the departments listed in 13, including
 11 retail support, retail communications, business
 12 transfer, loss prevention.
 13 A. That is correct.
 14 Q. So if we had a company tree, if you like,
 15 an organogram -- I am trying to fit in the names, so we
 16 can work out where everybody fits in the scheme of
 17 things, I suppose would you put yourself just below
 18 the Perkins, would you say you sort of report to them?
 19 A. I would have reported into Doug and John, yes.
 20 Q. We will put them at the top in my mental organogram.
 21 A. Yes.
 22 Q. Below that we have what Mr Potts would describe as
 23 the main board directors of SOG Guernsey?
 24 A. That is correct.
 25 Q. And you are one of them?

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1 A. I am.
 2 Q. You are that next layer down?
 3 A. I am.
 4 Q. And the others of them we see at 7.1, is that right? We
 5 are looking at -- just so we can stretch out
 6 the organogram, the rest of the board of SOG we have
 7 Richard Holmes, marketing, so he is on a line with you,
 8 so everyone in marketing feeds into him?
 9 A. Correct.
 10 MR JUSTICE HILDYARD: This is at all material times?
 11 MR STUART: At all material times, 2005 to 2011. And it
 12 goes without saying, Mr Dyson, I'm only asking you about
 13 that period. So you have Mr Holmes, marketing, people
 14 feeding into him. We have Mr Parker, described as chief
 15 commercial officer, is that finance director?
 16 A. No, that is product manufacturing.
 17 Q. Okay, so that is the product side of it? Factories and
 18 buying -- sourcing --
 19 A. And some of that -- some of the responsibility would
 20 have been looking at global opportunities.
 21 Q. So he is on a par with you in our organogram, people
 22 feeding into him doing that?
 23 A. Yes.
 24 Q. We have Mrs Best, human resources?
 25 A. Correct.

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1 Q. Just so I understand, is that human resources of --
2 Mr Potts described the -- is it 3,000 -- no, 30,000 --
3 are we looking at human resources of all the staff of
4 all the 700 store companies?
5 A. No. The directors of the store are responsible for
6 their staff, however Pauline would help us to give them
7 guides in how to be able to manage their staff and keep
8 them up to date with -- mostly up to date employment law
9 as it would have been currently at that time.
10 Q. Okay. So she is group board director for human
11 resources --
12 A. Yes.
13 Q. -- and that obviously deals with the human resources of
14 SOG itself, the Guernsey company that is trying to make
15 money?
16 A. And SOS.
17 Q. And SOS, the UK company?
18 A. Yes.
19 Q. And that's one level, if you like, of human resources;
20 that's your staff. Then we have got the shop, each
21 individual shop is a limited company?
22 A. Correct.
23 Q. A store company, as you call it. And each shop might
24 have ten or 20 staff, who knows?
25 A. Correct.

1 Q. What you are saying is that she assists the shops,
2 the directors of the shops?
3 A. She would assist the retail team to provide
4 the information that would help the stores to manage
5 the people -- their staff in matters to do with HR. And
6 we -- she was also providing a company where you could
7 ring or -- and ask for advice, or a legal headline if
8 that makes sense.
9 Q. Okay, to the A shareholders?
10 A. To the A shareholders, yes.
11 Q. If Dr Poulsen had a problem or Mr Weller had a problem
12 with somebody in the store, he could phone that
13 helpline?
14 A. He could phone the helpline.
15 Q. So she's human resources. Then we have Mr Fussey, Chief
16 Financial Officer. That is what I call finance
17 director?
18 A. Correct.
19 Q. He is finance of SOG?
20 A. Correct.
21 Q. And then you, the global retail director?
22 A. Yes.
23 Q. So what can we call the retail department then? What
24 does it cover?
25 A. Business development.

1 Q. Yes.
2 A. Business transfer, retail training, professional
3 training, recruitment, loss prevention, retail
4 operations.
5 Q. Okay. A number of those that you have mentioned there
6 seem to do with the store companies. Training for
7 example, you are talking about training of the store
8 company staff and directors even?
9 A. Correct.
10 Q. But there would be sort of two levels here, I presume.
11 You have got SOG and SOS and its business, it is trying
12 to make money.
13 A. Yes.
14 Q. A large amount of money according to Mr Potts, is that
15 right?
16 A. I don't understand the question.
17 Q. I'm trying to understand, we have got SOG --
18 A. Yes.
19 Q. And SOS, its subsidiary in the UK?
20 A. Yes.
21 Q. Making money for itself?
22 A. Correct.
23 Q. Then we have got all these store companies, with
24 which -- your 700 store companies with which you are in
25 50/50 JVPs.

1 A. Yes.
2 Q. They are each making monies for themselves?
3 A. That is correct.
4 Q. All of the things within your retail side, does it --
5 are you in charge of both as it were? Are you in charge
6 of both internal for SOG, ie trying to generate -- do
7 things well for SOG itself and also for the store
8 companies as well?
9 A. If you are referring specifically there to training, no.
10 The training of the SOG staff was dealt with by HR,
11 through Pauline Best. The training that we delivered
12 for store staff and joint venture partners was dealt
13 with through the training teams that reported into me.
14 Q. I'm looking at paragraph 13 of your statement then.
15 The list of your subcategories. Retail support is
16 really support for the store companies?
17 A. Correct.
18 Q. Then retail communications is really communications to
19 the store companies?
20 A. Correct.
21 Q. Business transfer services is obviously all about what
22 we have heard of here with Mr Weller as an example. It
23 is a transfer of a store company business to another JVP
24 shareholder?
25 A. Yes, it is involved in the process. It is not -- not

1 making the change, but it is involved in --
 2 Q. That's what we are talking about. We are not talking
 3 about SOG itself transferring businesses?
 4 A. No.
 5 Q. It is the store company businesses that we are talking
 6 about, that's what you are -- that is the subdivision?
 7 A. Correct.
 8 Q. Loss prevention and audit, you are looking at the store
 9 companies there rather than Guernsey?
 10 A. I wouldn't agree with that, I would say that the loss
 11 prevention department is there to protect the business
 12 and protect the business of SOG and SOS and to help
 13 partners if they require it to protect their business.
 14 Q. Okay. So that part of it, is really more for
 15 the benefit of SOG then?
 16 A. Its primary function, yes.
 17 Q. Now, that's the overall structure. Could you be passed
 18 the transcript. Does your Lordship have the transcript?
 19 I want to just move on to the question of your personal
 20 role now in all of this structure. I think perhaps
 21 the starting point, whilst you have got your witness
 22 statement open, is paragraph 54 of your witness
 23 statement.
 24 A. Yes.
 25 Q. At paragraph 53, you set out what the claimants'

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1 allegations are, that you are involved in some sort of
 2 conspiracy. And at paragraph 54, end of paragraph 53
 3 you say, four lines from the bottom of 53:
 4 "Neither SOG nor its Board of Directors would have
 5 had any heightened interest in Bognor, nor any potential
 6 concern as to the ownership of the A shares in Bognor."
 7 Do you see that?
 8 A. Where was that?
 9 Q. Just four lines from the bottom of paragraph 53 of your
 10 statement.
 11 A. 53 not 54.
 12 Q. So it is 54, I'm just trying to give you the context of
 13 what you then say. So you have said that it is
 14 a suggestion that you are involved in the conspiracy.
 15 You have said effectively that you, as a board director
 16 of SOG, wouldn't have any heightened interest in Bognor.
 17 At 54 you say:
 18 "Over the years I have met and engaged with a vast
 19 majority of JVPs at the events, such as communications
 20 meetings and seminars. However, given my seniority I do
 21 not usually get involved in the day-to-day matters
 22 affecting a store company or a JVP."
 23 Do you see that?
 24 A. I do.
 25 Q. You say:

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1 "Occasionally when a member of SOG or SOS~..."
 2 So that is the Guernsey team, if I can call it that
 3 and the UK team for Guernsey:
 4 "... experiences serious difficulties with a
 5 particular JVP or store company such matters may be
 6 'escalated' up the chain to me."
 7 A. Yes.
 8 Q. "Escalated", it is in inverted commas there, is that
 9 a phrase that is used within SOG?
 10 A. Just the word escalated.
 11 Q. We are going to see it quite a few times in
 12 the documents that I'm going to take you to in the next
 13 three and a half hours. I'm asking you, does the term
 14 "escalated", does it have a particular meaning in SOG?
 15 A. No, it just means escalated.
 16 Q. Okay. So that was your witness statement.
 17 I just want to take you to the transcripts of
 18 the way in which Mr Potts has put your case to this
 19 point on the issue of your involvement.
 20 MR JUSTICE HILDYARD: Can I just ask on that, I'm sorry, you
 21 have put it in quotations, that doesn't signify any
 22 particular internal corporate meaning or other --
 23 A. Not at all my Lord.
 24 MR JUSTICE HILDYARD: Right.
 25 MR STUART: So in the transcripts -- I don't know what the

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1 tab numbers look like, it is Day 3.
 2 Is there a tab 3?
 3 A. Yes.
 4 Q. If you go to tab 3. There are four pages to a page, if
 5 you turn over the page.
 6 A. Yes.
 7 Q. The page numbering for each subpage is at the foot of
 8 each page.
 9 A. Yes.
 10 Q. If you see on this page we have pages 5, 6, 7, 8. Would
 11 you go to the one for pages 5, 6, 7, 8, Day 3?
 12 A. Yes.
 13 Q. If you go to page 8, that is the fourth block, bottom
 14 right-hand corner, do you see that?
 15 A. Yes.
 16 Q. Where Mr Potts was dealing with some questions from his
 17 Lordship about the seniority within the hierarchy that
 18 would be required to get the defendants, here SOG, bound
 19 by some conspiracy that is being alleged.
 20 So you understand the issue?
 21 A. Yes.
 22 Q. Good. So if you go to page 8 you will see that Mr Potts
 23 put this way, this is line 4:
 24 "Most of those are from relatively low level
 25 members."

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1 He is talking about the -- I will start the page:
 2 "... I think, of that list, the detailed list,
 3 contained reference to proof of vendetta, and there was
 4 a whole list of emails referred to.
 5 Most of those are from relatively low level members
 6 of the retail support team, particularly, for example,
 7 Mr Rowe. Mr Rowe was a retail development consultant in
 8 SOS's -- that's a subsidiary -- the retail support team
 9 responsible for stores in the Meridian West Region."
 10 If we can just take -- hold it there for a moment.
 11 Going back to my organogram idea, I want to see how far
 12 down the chain from you Mr Rowe would be, according to
 13 you.
 14 Mr Rowe would report to --
 15 A. Sorry, Mr Raines.
 16 Q. Mr Raines. Mr Mark Raines?
 17 A. Mark Raines.
 18 Q. Mr Raines would report to?
 19 A. To me.
 20 Q. Direct to you?
 21 A. Correct.
 22 Q. So Mr Rowe is just two steps down the chain from you?
 23 A. That is correct.
 24 Q. Okay, fine. Here we are:
 25 "The group operated in over 1500 stores in ten

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1 countries ..."
 2 There is SOG, principal trading company, Guernsey,
 3 and at the bottom of the page, you see line 23:
 4 "... context ... Mr Rowe has no responsibility for
 5 the decision to exercise the option. The decision to
 6 exercise the option was taken by Mr Dyson ..."
 7 That's you:
 8 "... who is a main board director."
 9 Do you see that?
 10 A. Yes.
 11 Q. Then over the page at -- we are now on page 9 of this
 12 transcript:
 13 "... 2011 excerpt from the reports ... you will see
 14 the turnover of 1.5 billion ..."
 15 So we have that clear, the 1.5 billion annual
 16 turnover figure, is that all the shops? Is that a total
 17 of all the turnover of the shops?
 18 A. Correct.
 19 Q. Or is that SOG's turnover?
 20 A. That's the turnover of the shops.
 21 Q. As a business, SOG, you are buying product and you are
 22 selling product to UK stores. You are doing that not in
 23 the UK, that part of your business, that is right, isn't
 24 it? The buying and selling --
 25 A. Can you repeat the question?

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1 Q. SOG is, if you like, the supplier to the stores of
 2 the product?
 3 A. Not all product but a majority of the product.
 4 Q. It is making money, it appears, in two main ways, (1) it
 5 charges the stores a percentage, 6.5 per cent of
 6 turnover of the store as a fee?
 7 A. The management fee, yes.
 8 Q. So obviously if we have got £1.5 billion of stores'
 9 turnover, 6.5 per cent of that, by my reckoning, would
 10 be roughly £100 million?
 11 A. I don't know, I haven't got my computer with me but
 12 I will take your word for it.
 13 Q. 10 per cent of that would be £150 million.
 14 A. Yes.
 15 Q. So 6.5 per cent of it might be a bit less than that?
 16 A. Yes.
 17 Q. That is the sort of -- and that's income from the UK
 18 stores?
 19 A. No, that's from all the stores.
 20 Q. All the stores in the globe. So that is the 1,500
 21 stores?
 22 A. Correct.
 23 Q. So half of it UK and half of it elsewhere? Roughly.
 24 A. Slightly more.
 25 Q. So that is income to Guernsey of £100 million from its

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1 turnover fees, but the other part of Guernsey's --
 2 A. No, that isn't correct because each country has its own
 3 set up in terms of management, and so money from there
 4 would be paying for each jurisdiction. So it doesn't
 5 all go back into Guernsey.
 6 Q. It doesn't all go back to Guernsey?
 7 A. No.
 8 Q. Okay, fine. That's the management fee element of
 9 the business of SOG, not the business of each store.
 10 But the other part -- the way that SOG and its worldwide
 11 subsidiaries generate income is by selling product into
 12 the stores, and you make some sort of profit on that,
 13 presumably on the sale of those goods.
 14 A. In some areas we do and in some areas we don't, it
 15 depends which jurisdiction you are talking about.
 16 Q. I mean net as a global part of the business, part of the
 17 business of the main company is to make money from --
 18 A. It is to provide the partners with the best possible
 19 cost prices of goods so they have the best opportunity
 20 to make profit. An example would be the frames are
 21 supplied in the UK to our partners, there is no profit
 22 made on it, we pass that straight at the cost price in
 23 order to give our partners in the UK the best
 24 opportunity.
 25 Q. Okay. So you don't make profits in the UK -- in your

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1 700 stores in the UK? You don't make profits from
 2 selling goods into them?
 3 A. Not on frames.
 4 Q. What about contact lenses?
 5 A. I would never be able to tell you how that works,
 6 I don't get involved in that.
 7 Q. I'm trying to get a picture or give the court a picture
 8 of what is the value of the SOG business, not
 9 the combined total of 700 stores, JVPs, but the actual
 10 SOG business. You have got 100 million perhaps, or
 11 slightly less, coming from your turnover fees, your
 12 management fees, you have got some income being
 13 generated from sale of product, some net income as
 14 a whole. Might that be £50 million a year or
 15 £250 million a year to the nearest £50 million?
 16 A. Less than £50 million.
 17 Q. So actually the management fee element is the majority,
 18 is the larger part of the income?
 19 A. Well, the management fee is only one element of a number
 20 of fees because there is the IT fee, there is
 21 the marketing fee, and the marketing fee is -- there is
 22 no profit to be made out of the marketing fee because
 23 all of it gets paid. There are a number of other fees
 24 that come into the business because of the support
 25 function because we are the back office. So it is not

1 just as simple as applying 6.5 per cent.
 2 Q. No, no. Back to the question of -- so that is the size
 3 of the organisation. Back to the question of your
 4 personal role, "The decision-making of Mr Dyson", as
 5 Mr Potts was putting it. I'm at the top of page 10 in
 6 the transcript. Your Lordship will see that we make
 7 the point as to:
 8 "Who is, in the old language, the directing minds
 9 and will".
 10 There is a bit of a legal issue. Then if you go
 11 over to page 12, the bottom right-hand corner of this
 12 chunk:
 13 "You have heard a lot of evidence of the ..."
 14 This is what his Lordship said:
 15 "If you have a lot of evidence of the Indians
 16 plotting, is it not possible that the chiefs have gone
 17 along with it?"
 18 Just so you have it clear Mr Dyson, I think
 19 the analogy is you might be the chief, and people like
 20 Mr Rowe and Mrs Hart and some other people we will come
 21 to might be the Indians. All right?
 22 A. They are the support team.
 23 Q. To you?
 24 A. No, to the stores.
 25 Q. Okay. Over the page, the final bit in this transcript.

1 Top of page 13, line 3:
 2 "And running this point about saying, well, point to
 3 an email from someone right at the bottom of the
 4 hierarchy, doesn't take you -- it certainly doesn't take
 5 you very far -- I would say it doesn't take you anywhere
 6 at all -- in relation to the question your Lordship has
 7 to consider."
 8 That's Day 3. The final bit of the transcript
 9 I want to take you to is Day 7. Could you go to 7.
 10 A. Tab 7?
 11 Q. I hope so. You have to flick through quite a way, we
 12 are looking at page 113. This is when the issue of your
 13 particular role in all of this was put to Mr Weller in
 14 cross-examination, all right? I don't think you were in
 15 court, were you Mr Dyson, on 10th December, Monday?
 16 A. Yes.
 17 Q. You were? Good. So you would have heard Mr Potts put
 18 the following question at number 113, line 10.
 19 A. Yes.
 20 Q. "With over 30,000 staff employed within the group and
 21 a group turnover of £1.5 billion, are you seriously
 22 suggesting that Mr Dyson, who made this decision,
 23 a member of the global board, was motivated to concoct
 24 a conspiracy against you in order to allow the purchase
 25 of your shares on the cheap?"

1 Fair question. Do you see that?
 2 A. Yes.
 3 Q. Just further on down at 114, if you go to line 6, his
 4 Lordship had, as it were, re-put the question to
 5 the witness:
 6 "I think counsel is asking you: do you think
 7 Mr Dyson was one of the people involved in
 8 the conspiracy you suggest?
 9 "Answer: Yes.
 10 Mr Potts said:
 11 "He is a member of the board of the whole group, do
 12 you think that he, despite being responsible for a board
 13 with over 30,000 staff employed -- you think that was --
 14 his motivation was to deal with you?"
 15 Ie just to deal with Dr Poulsen and Mr Weller and
 16 the little Bognor Regis store. Do you see that?
 17 A. Yes.
 18 Q. And he said:
 19 "Answer: Yes.
 20 "Question: Isn't it more likely that Specsavers was
 21 genuinely concerned that the information revealed as
 22 a result of the investigation showed fraud and
 23 dishonesty, and this was something which had to be dealt
 24 with?
 25 "Answer: No.

1 "Question: So who else, apart from Mr Dyson, do you
2 say are the parties to the conspiracy?
3 "Answer: Specsavers as a whole."
4 Do you see that?
5 A. Yes.
6 Q. That was the way the case was put. You can put away
7 the transcript bundle now Mr Dyson. That is the way
8 that the case was put. That, as I say, seems to tie in
9 with your paragraph 54 of your witness statement. But
10 the truth is, isn't it, that you were very personally
11 involved in the conspiracy regarding the termination of
12 the claimants --
13 A. I was involved in no conspiracy.
14 Q. Were you very personally involved in all the events that
15 led to it? You personally?
16 A. No.
17 Q. That's a no. Okay. Well, we will come back to that
18 perhaps when we look at some of the evidence.
19 Can I just ask you to deal with some of the
20 people -- I just want to get clear from what you say.
21 I have asked you about Mr Rowe and how he fits into
22 the organogram.
23 A. Yes.
24 Q. So he is two levels below you. Mr Raines is in between
25 you and him.

25

1 I just want to ask you a few names and then we will
2 try and fit them into an organogram, I'm actually
3 drawing it myself personally and others might as well.
4 Annelies Tostevin I think is your PA?
5 A. At the time, yes.
6 Q. And she -- I mean, she is what she is described as, she
7 is just your PA, she just reports to you?
8 A. That is correct.
9 Q. Mr Raines, you have already said he reports direct to
10 you?
11 A. Correct.
12 Q. And his role was, so far as you were concerned?
13 A. The operations director for the UK.
14 Q. Right. Mr Jack Ismail, do you remember him?
15 A. I do.
16 Q. Where does he fit in?
17 A. He was working for Mr Raines but he was employed at the
18 time to be -- a development of Mr Ismail to take a more
19 senior role later.
20 Q. So at the time do we put him on my organogram at the
21 same level as Mr Rowe?
22 A. No.
23 Q. A little higher than Mr Rowe?
24 A. That is correct.
25 Q. So a bit higher than Mr Rowe, but also reporting into

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1 Mr Raines?
2 A. Correct.
3 Q. Would Mr Rowe report to Mr Ismail or were they
4 slightly --
5 A. No.
6 Q. So they would be slightly separated on my organogram?
7 A. It would have depended on what timing it was because
8 Mr Ismail at some point then took responsibility to be
9 Mr Rowe's manager. So timing-wise I couldn't tell you
10 where that was, because he would have had to have been
11 trained and developed in his role.
12 Q. That's fine. That's understood. Mr Ismail's role
13 develops, I think is what you are saying and -- by some
14 point in time Mr Rowe is reporting to him?
15 A. It would have been Mr Raines, Mr Ismail, Mr Rowe.
16 Q. Now some people slightly out of that loop, I think
17 Susannah Hart and Mr Adrian Deane, who I think you say
18 was her predecessor effectively. Where do they fit into
19 the organogram with you?
20 A. A lady called Jill Clark, who was the head of retail
21 communications and customer service -- they would have
22 been employees that worked for Jill Clark.
23 Q. Do we put Jill Clark roughly on --
24 A. Reporting into me.
25 Q. Reporting into you, so roughly on a level with

27

1 Mr Raines, that sort of level of seniority?
2 A. She was senior in the business. I wouldn't have said it
3 is the same level of seniority. Mr Raines is a very
4 senior gentleman in the organisation.
5 Q. But Mrs Clark you would say slightly higher than him
6 then?
7 A. In terms of an organogram -- for the purpose of your
8 organogram you can put them at the same level.
9 Q. That's what I thought, fine. Beneath her we have
10 Susannah Hart and Adrian Deane?
11 A. Yes, correct.
12 Q. I know he moved on. So we can put them together,
13 Adrian Deane and Susannah Hart. Then we have got
14 Mr Ryan, Mike Ryan?
15 A. Yes.
16 Q. Do you remember, he is the director of business
17 transfers, isn't he?
18 A. That is correct.
19 Q. Just fitting him into our organogram, do we put him on
20 a similar level to Mrs Clark and Mr Raines?
21 A. Correct, at that time.
22 Q. So that is Ryan feeding straight into you?
23 A. Correct.
24 Q. Jason North, do you remember him?
25 A. I remember Jason, yes.

28

1 Q. Where does he fit into our organogram?
2 A. He would have reported into an equivalent of Mike Rowe
3 in a different region.
4 Q. He is at a level below Rowe?
5 A. Correct.
6 Q. Riyaz Rajan?
7 A. He would have reported into Mike Rowe.
8 Q. At that same level?
9 A. No, below. He would have reported into --
10 Q. Sorry at the same level as Mr North, roughly that
11 equivalent?
12 A. At the time, yes.
13 Q. So we have got him reporting in to Mr Rowe, Mr Rowe to
14 Mr Raines, Mr Raines to you in my diagram?
15 A. Yes.
16 Q. We have got Jill Clark. David Clark, any connection
17 between Jill Clark and David Clark?
18 A. None at all.
19 Q. Just same name. David Clark, director of business
20 performance?
21 A. Correct.
22 Q. Do we put him at the level of Ryan, Raines and
23 Jill Clark?
24 A. Yes.
25 Q. Is direct reporting to you, that level of seniority?

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1 A. Yes.
2 Q. So that is David Clark. My final one is Mel McAlindon.
3 A. Mel would have reported into me as well.
4 Q. Same level as David Clark, Ryan, Raines and Jill Clark?
5 A. Correct.
6 Q. And he's the head of loss prevention?
7 A. Correct.
8 Q. At the moment I have five people directly reporting into
9 you, Mel McAlindon, David Clark, Mike Ryan, Mark Raines,
10 Jill Clark.
11 A. Correct.
12 Q. Do we more or less have a reasonable picture of your
13 direct report team there?
14 A. No.
15 Q. There are more, are there? Could you name them?
16 A. Chris Howarth, head of professional recruitment. Then
17 there was the head of product, Giles Edmonds.
18 Q. I don't think we have heard of him, he doesn't seem to
19 get involved in this matter.
20 A. But there is a --
21 Q. He is another level, okay yes. Anyone else? That's
22 seven then.
23 A. Business development, so Ian Thomas. Head of training,
24 Mark -- I have got a mental block on his second name.
25 Q. Don't worry, I don't think he got involved in our --

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1 A. Jill Robson, head of professional training reported into
2 me.
3 Q. Okay.
4 A. I'm just wondering -- the various buildings.
5 Q. Don't worry that's fine, you have given us a picture of
6 the numbers. So it could be nearer ten or a dozen
7 people reporting to you?
8 A. I think it was 11 or 12 at one time, but it was probably
9 around ten at this time.
10 Q. Fine. So the five I have identified are only half
11 the team?
12 A. Yes.
13 Q. Fine. Then I just want to deal with another preliminary
14 point. You deal, in paragraph 15 of your witness
15 statement, with the actual JVPs themselves.
16 Sorry 16, the joint venture relationship. Do you
17 see that?
18 A. Is it 16 top right-hand corner?
19 Q. No, I'm sorry. Paragraph 16. Page 5, paragraph 16.
20 A. Yes.
21 Q. Obviously you have set out there the shareholders'
22 agreement. At 17 you mention the Specsavers manual.
23 A. Yes.
24 Q. At 18 you make the point that, as far as you are
25 concerned:

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1 "... we are certainly not technically partners.
2 They may be called joint venture partners ..."
3 And that's what you actually call them throughout:
4 "... but they are not legal partners."
5 A. Not legally, no.
6 Q. The Specsavers manual, we have heard a lot about it.
7 A. Yes.
8 Q. Do you consider that the SOG directors of each of these
9 JVP companies -- you call them the store companies --
10 each store company has SOG as a director, yes?
11 A. Correct.
12 Q. Do you consider that the SOG directors should -- are
13 bound to comply with the manual as well, not just the
14 A shareholders, everyone?
15 A. I am not sure I understand the question. The manual is
16 for the store, for the A shareholders, because it sets
17 out the things that we want them to do as part of the
18 joint venture agreement: the best practice, the process,
19 brand alignment, brand protection.
20 Q. What about when the B shareholder gets involved? On
21 the, you say unusual occasions when the B shareholder
22 gets involved in making decisions, is it too bound by
23 the concepts in the manual?
24 A. No, it is bound by the joint venture agreement.
25 Q. Yes, but the joint venture agreement, as you keep saying

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1 here in paragraph 17, incorporates the provisions of the
 2 manual.
 3 A. But the manual is for the A shareholders, which lays out
 4 the strategy, the best practice et cetera. We would not
 5 implement that, so I'm not sure how we are bound by it.
 6 Because we develop it, we learn from our partners, we
 7 develop the strategy that goes in there and best
 8 practice.
 9 Q. I'm saying, to take the example where you say, later on
 10 in this witness statement, that on occasion, when there
 11 is a disagreement as to matters of day-to-day
 12 management, for example, or matters that are not
 13 day-to-day management for example, you say it may be
 14 necessary for the B shareholder, SOG, to call a board
 15 meeting --
 16 A. Correct.
 17 Q. -- and in its capacity as director of the store company
 18 to make decisions for the company -- for the store
 19 company, because it has the majority vote, doesn't it;
 20 it has the binding chairman's vote?
 21 A. Correct.
 22 Q. So it has effective control of the board meeting, yes?
 23 So if the store company, through its directors,
 24 including a SOG director, who has control, wishes to
 25 make a decision about something that affects

1 the store --
 2 A. Yes.
 3 Q. -- in that capacity, in that event, in relation to
 4 that -- so it is something that affects the store and
 5 the store company -- do you consider that the SOG
 6 director is also to do that in accordance with
 7 the manual?
 8 A. Wearing the director's hat and not the SOG hat, because
 9 you are a director of the business in that circumstance,
 10 it would be that person's job to make sure that
 11 the store complied with the manual.
 12 Q. Paragraph 31 of your witness statement. We are on to
 13 the issue of the value of the shares and then
 14 the dividend policy, the distribution of the profits.
 15 I just want to get it clear. I think we are agreed on
 16 this. 31. Do you see paragraph 31.
 17 A. Yes I do.
 18 Q. You say:
 19 "SOG is concerned with maintaining the value of its
 20 shares in each store company."
 21 Let's be clear here. The SOG shares in any
 22 Specsavers store company are never going to be sold by
 23 Specsavers, are they?
 24 A. No.
 25 Q. I have described it in examining and in submissions as

1 like a franchise here. You are not a franchise
 2 operation, but it is like a franchise. This store
 3 company has to be a Specsavers store?
 4 A. Yes.
 5 Q. The only shares that are ever traded are the A shares?
 6 A. Correct.
 7 Q. They have a value, in that someone is prepared -- what
 8 someone is prepared to pay for them?
 9 A. Correct.
 10 Q. We heard yesterday from Mr Yogaratnam, for example,
 11 about how he was keen to get the price down if he was
 12 going to buy into some shares and all this sort of
 13 thing. You have a whole department for business
 14 transfers. So it is obviously -- I presume, even in
 15 the UK, 700 stores, it is a reasonably common event for
 16 the A shares to be traded?
 17 A. It is about 10 per cent of the portfolio each year.
 18 Q. But the B shares, isn't it a little artificial to talk
 19 of them as having a value, the shares? I mean the value
 20 is the shop, obviously, and the shop as a generation --
 21 an income stream as you call it there; the value of your
 22 income stream coming from either the fees,
 23 the management fees or perhaps some of the sales,
 24 the lenses perhaps you might get a little bit of
 25 a profit on et cetera. That is really where the value

1 is to SOG, isn't it?
 2 A. No, the value of the shares means we attract the best
 3 people and the best people working for us making
 4 the business more attractive, makes the business more
 5 successful. And our role is to make sure that we
 6 maximise the opportunity and act in the best interest of
 7 that business.
 8 Q. But that's the A shares, then?
 9 A. No, that's the shareholder. We are equal partners in
 10 this business and in order to make sure that we have
 11 the best return, we want to recruit the best people and
 12 you recruit the best people by having attractive and
 13 well run and profitable stores.
 14 Q. Yes, and you make that point in paragraph 33 when you
 15 say:
 16 "Providing a store company is not in financial
 17 difficulty."
 18 Do you see that?
 19 A. Yes.
 20 Q. Paragraph 33. You say third line down:
 21 "... (by which I mean the store is well
 22 maintained~..."
 23 A. Yes.
 24 Q. "... Specsavers' branding and marketing procedures and
 25 materials are used ..."

1 That is number 2:
 2 "... sight tests are carried out in accordance with
 3 standards approved ..."
 4 Number 3. So you want quality sight testing.
 5 A. Correct.
 6 Q. "... and/or the JOC ..."
 7 If those three things are maintained and the store
 8 is not in financial difficulty, as you put it, the JVPs
 9 are given a great deal of freedom. That's your case?
 10 A. Correct.
 11 Q. Finally on this overall structure point we have
 12 the dividend policy. I just want to get it clear here,
 13 I think again there's not much between us.
 14 Paragraph 36, you refer to the distributions and
 15 investments department which is responsible for
 16 calculating the amount which is available for
 17 distributions.
 18 I think we saw the claimants' witnesses have been
 19 cross-examined about some schedules showing each monthly
 20 occasion --
 21 A. The bottom line reports, yes.
 22 Q. We have the bottom line reports and then they lead to
 23 a monthly distribution of profit?
 24 A. If it is available.
 25 Q. If it is available, and an example was given where these

1 claimants asked for £14,000, the calculation came back:
 2 no, you can have £13,200 or something like that. So it
 3 is to that sort of level of precision that the profits
 4 for a month are distributed?
 5 A. Correct.
 6 Q. Obviously taking account of the fact that provisions
 7 have to be made. At one stage we had the VAT
 8 provisions, didn't we? They were being made before
 9 distribution?
 10 A. Correct.
 11 Q. That then got resolved in 2010, so there were no more
 12 VAT provisions having to be --
 13 A. Correct.
 14 Q. The other provision that was required, as you say in 36,
 15 is the -- is for shop fits. You have a policy to create
 16 a sort of sinking fund for the next shop fit?
 17 A. It's a provision, yes. So at the end of five years we
 18 review it and if we are ready to do a shop fit
 19 the monies are there and available.
 20 Q. As long as the shop fit provision and the VAT provision,
 21 and any other provisions that are required, as long as
 22 those are done first. Then every other pound, if you
 23 like, to within £100, is distributed out to the
 24 partners?
 25 A. Correct.

1 Q. Either by way of bonus, call it a bonus, or a dividend
 2 at their choice, depending upon which is more -- it
 3 really makes no difference to Specsavers whether it is
 4 dividend or bonus?
 5 A. No.
 6 Q. Now I would like you to go back to paragraph 5 of your
 7 statement. I'm going to try to deal with the main parts
 8 of your case by reference to what you describe as your
 9 summary and you do back it up with detail in a minute.
 10 But let's get your summary of what the issue here is and
 11 your case. Paragraph 4 you have explained what our
 12 allegation is and 5 you say -- which is of this
 13 conspiracy and the vendetta. Paragraph 5 you say:
 14 "That allegation is entirely untrue. The true
 15 position is ..."
 16 So here we seem to see a summary of what you say
 17 the case actually was:
 18 "... there were some issues in 2008 and 2009
 19 concerning the claimants willingness to adopt
 20 Specsavers' initiatives such as the mystery shopper
 21 programme."
 22 Let's deal with that point first. The issues that
 23 you are referring to there, are they the mystery shopper
 24 filming? It is the filming part of the mystery shopper,
 25 that's one issue?

1 A. Yes.
 2 Q. Sunday trading, that was another issue?
 3 A. I don't understand the question.
 4 Q. You said:
 5 "The true position is there were some issues in 2008
 6 and 2009 concerning the claimants' willingness to adopt
 7 Specsavers' initiatives."
 8 A. Yes.
 9 Q. You go on in the next sentence to say:
 10 "These were resolved to our satisfaction in early
 11 2009."
 12 So you are trying to give the impression that we can
 13 draw a break at early 2009, when these historic issues,
 14 as you describe them, were resolved.
 15 A. I think the letter in 2008, if my memory is correct, was
 16 to do with a letter that I sent to a number of stores
 17 for stores that weren't actually providing customers
 18 with the anti-reflective or hard coat covering on
 19 the lenses.
 20 Q. That is true. That is that issue there. I'm just
 21 trying to understand what the issues you are referring
 22 to here are. I haven't finished my list yet, but
 23 I imagined you would agree to Sunday trading but you
 24 seem loath to. Was Sunday trading an issue?
 25 A. It depends how you mean "an issue".

1 Q. Is it one of the issues that you are referring to as
2 being the issues concerning the claimants willingness to
3 adopt Specsavers' initiatives?
4 A. No, I was focusing on the mystery shopper when I wrote
5 this.
6 Q. Filming in the mystery shopper, that is just one --
7 A. No there was the mystery shopper, there was the hard
8 coat.
9 Q. The coat on the lens? Okay that's two. Any other
10 issues?
11 A. No.
12 Q. What about the issues that they were raising at that
13 time? What about the VAT issue?
14 A. I don't understand there is a VAT issue. If HMRC wish
15 to work with our tax people in order to come up with
16 a dual company provision in terms of agreeing, I'm not
17 sure what that has got to do with us having an issue.
18 This is a negotiation.
19 Q. No, they have an issue. Dr Poulsen and Mr Weller --
20 A. But it is not an issue that we have raised. It is -- we
21 are having to deal with and make a provision for
22 negotiations that we are having with HMRC. So did 650
23 other stores and 1,000 partners.
24 Q. I know, but they actually raised it as an issue, didn't
25 they, back at that time, 2008/2009?

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1 A. Not to me they didn't.
2 Q. Were you aware that they raised it as an issue and that
3 that led to them being slapped down by your staff?
4 A. I don't accept that. I don't understand where that
5 allegation is coming from.
6 Q. Okay, we will come back that one then.
7 So VAT you don't accept was raised as an issue.
8 What about banking; you know, the concept of
9 the banking?
10 A. The issue of banking was raised at the mystery shopper
11 meeting with me when -- it was a general enquiry about:
12 are we happy that the provision that we are making as
13 a group, with the monies that are being collected in are
14 being managed in the right way. And I gave an assurance
15 that they were.
16 Q. Well, they were raising it as an issue, weren't they, in
17 the sense that they were saying that they were not
18 content with the lack of transparency?
19 A. But the issues that I'm specifically talking about here
20 are the two that I have mentioned and not the ones that
21 you are raising.
22 Q. What about tax? The tax issue.
23 A. When you say the tax issue, isn't that what I have just
24 said? HMRC and Specsavers --
25 Q. Not the VAT issue, which is all about the dual company

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1 structure, I'm talking about the issue regarding tax,
2 invoices, Optimisation Healthcare, Mr Vos, all of that
3 issue?
4 A. At that time I wasn't aware of that.
5 Q. 2009. 2008 and 2009, that's what you are referring to:
6 "The true position is there was some issues in 2008
7 and 2009."
8 You are not considering that as an issue between you
9 at that time?
10 A. Not with me, no.
11 Q. You say:
12 "These were resolved."
13 So that is any issues that you thought they were:
14 "... were resolved to our satisfaction in early
15 2009."
16 Do we take from that that's meant to be as at your
17 meeting, effectively, or shortly after your meeting of
18 March 2009?
19 A. Yes.
20 Q. Whereas their case is that whenever they had
21 the temerity, as Specsavers saw it, to raise any issue
22 themselves, to criticise Specsavers, to criticise
23 any member of your team, that they then got the vendetta
24 back. You have heard their evidence. You have sat
25 through it, you understand that's their case.

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1 A. Yes.
2 Q. Let's go to some of the documents then on this. E2
3 I think we can start at. Could you be passed E2.
4 Page 281. This is at the end of 2007, all right? Just
5 to get you in the chronology here. This bundle starts
6 on 1st November 2007. This is a little run of emails in
7 November 2007, do you see that?
8 A. Yes.
9 Q. Half way down the page you see Mr Rowe is emailing
10 Mr Deane?
11 A. Yes.
12 Q. I'm just trying to work out how that works in the scheme
13 of things here.
14 A. Mr Deane works for Jill Clark.
15 Q. Yes, she is on the communications side.
16 A. Correct.
17 Q. Mr Rowe is reporting into Mr Raines, isn't he, and then
18 to you?
19 A. Correct.
20 Q. So what are Mr Rowe and Mr Deane doing?
21 A. They are obviously communicating to each other.
22 Q. Are they both based in Guernsey?
23 A. No.
24 Q. Mr Rowe is in the UK?
25 A. Correct.

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1 Q. Mr Deane is in Guernsey?
 2 A. Correct. But to answer the question that you asked,
 3 the way that it works is that the retail support team,
 4 RST, is combined of the RPC, the store support manager,
 5 which is what Mr Deane is, the RDC, which is what
 6 Mr Rowe is, and the RDM, who are the trainers. So there
 7 are four people, if you like, who work very closely,
 8 even though they don't report into the same people, who
 9 provide support services for our partners to help them
 10 to run their stores.
 11 Q. So Mr Rowe was obviously wanting to, as it were -- he
 12 was -- was he some sort of, effectively a manager who
 13 would have responsibility for an area which included
 14 the Bognor Regis store?
 15 A. Correct.
 16 Q. He obviously wanted to hold a meeting with the claimants
 17 regarding the Bognor Regis store, do you see that at the
 18 bottom? There is an answer back from Dr Poulsen to
 19 Mr Rowe:
 20 "Dear Michael, we did try your mobile..."
 21 Do you see that?
 22 A. Yes.
 23 Q. "... unfortunately we have full clinics, Barry and
 24 I work full time ..."
 25 Go over to page 282:

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1 "... so the 6th is not convenient ..."
 2 He has obviously asked for a meeting on the 6th:
 3 "... and as we are extremely busy we would suggest
 4 you visit on 28th November ... we are more than
 5 compliant with all these phase 1 requirements ..."
 6 We have heard about these phase 1 requirements, they
 7 are, as I understand from Mr Vos, ones which are not
 8 compulsory; is that right?
 9 A. That is right.
 10 Q. But they are things that SOG would like the stores to be
 11 doing?
 12 A. Absolutely correct, because of the threat that we saw
 13 from Tesco and the supermarkets.
 14 Q. So they set out their answer to the phase 1 requirements
 15 and Mr Rowe then, page 281 I took you through his email
 16 to Mr Deane:
 17 "Adrian, put the new date on the sheet for me. I'm
 18 cancelling one day of my holiday to get to Bognor. She
 19 will not escape!!!! Something to look forward to!!!!
 20 I can guarantee I will upset her!!!"
 21 Do you know what this was all about?
 22 A. No idea, because I didn't know about this until I made
 23 my witness statement, and I can only say that it is very
 24 inappropriate and it is what it is. But what I can say
 25 is that these people that are talking have got no

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1 involvement in any decision-making with regard to
 2 the Bognor Regis store.
 3 Q. I understand your case is that there is no conspiracy
 4 involving Mr Rowe, Mr Deane and yourself. To be fair to
 5 you then you have just accepted that this sort of email
 6 is just not acceptable, is it?
 7 A. No, it is inappropriate.
 8 Q. It is inappropriate. And Mr Deane seems to be, at least
 9 looking at his email at the top:
 10 "Go get them tiger!! Regards, Adrian Deane."
 11 So he seems to be in on the joke?
 12 A. Yes. As I say I didn't see these until I did my witness
 13 statement.
 14 Q. I understand. But we have caught Mr Rowe and Mr Deane,
 15 who seem to have an inappropriate attitude towards
 16 Dr Poulsen at this stage. At this stage.
 17 A. I think that may be borne out of the fact that they have
 18 always had confrontational issues and communication,
 19 whether it be written or verbal, that was not the most
 20 appropriate.
 21 Q. Because she is, as it were --
 22 A. I'm not condoning it, I'm just saying that they have
 23 been obviously subject to communication with
 24 the claimants and some of those can be quite horrible
 25 communications.

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1 Q. Whereas they like to do it behind the scenes. They do
 2 their horrible communications between themselves about
 3 her. She actually --
 4 A. Obviously, because that's what we have got in front of
 5 us. But I was not aware of those at the time.
 6 Q. -- she writes to people and -- as you put it, in
 7 an inappropriate way and criticises them and makes what
 8 you describe as unfair criticisms of them. They do it
 9 behind her back.
 10 A. Clearly, the evidence is there.
 11 Q. So let's just carry on with the chronology here.
 12 I think we can pick it up at 297:
 13 "The claimants, Dr Poulsen and Mr Weller..."
 14 But we know it is actually Mr Vos drafting.
 15 February 2008 they are raising some issues, aren't they,
 16 with SOG in Guernsey.
 17 Just so we know. Gill Morris, she is in the --
 18 A. She is the head of tax.
 19 Q. So February 2008, the claimants are raising this issue
 20 about tax, aren't they, VAT, the dual company structure?
 21 A. Well, they are in this letter. I'm not involved in
 22 the letter.
 23 Q. You are not involved in the letter but were you aware
 24 that you had these rather difficult JVPs in Bognor who
 25 were raising issues about an important matter which

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1 was --
 2 A. Not specifically, no.
 3 Q. That seems to be also -- they also are there asking for
 4 their February bonus. Do you see number 2? They are
 5 asking for their February bonus to be paid, but they are
 6 then talking about the tax and the VAT situation
 7 et cetera. Yes?
 8 A. I haven't seen this letter or been involved with that
 9 until, you know, we did my witness statement.
 10 Q. But your team get involved, don't they, because at
 11 the next page, 299, we see that somehow an inquiry
 12 having been -- a complaint or however we call 297 to
 13 298 -- the raising of an issue to the tax department.
 14 We have a little run of -- do you see 299 at the
 15 bottom? From Gill Morris, she's the lady in the tax
 16 department who got that rather difficult letter. Do you
 17 see that?
 18 A. Yes.
 19 Q. She then cc's you in, doesn't she? You are Derek Dyson,
 20 aren't you? Do you see the cc?
 21 A. Yes.
 22 Q. And Jill Clark, who is one rung down from you, but
 23 reports to you, is that right?
 24 A. Correct.
 25 Q. This is about -- this is an email to Dr Poulsen:

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1 "Dear Helle, this is to confirm that I have
 2 authorised £28,000."
 3 Do you see that?
 4 A. Correct, yes.
 5 Q. She reports that there is:
 6 "... instructions to the CTP team that they should
 7 continue to review distributions from your business
 8 monthly. All requests should be reviewed by me".
 9 Do you see that?
 10 A. Yes.
 11 Q. This all looks okay. That's a response to Dr Poulsen
 12 and Mr Weller's letter, which had raised the issue of
 13 bonuses and the issue of VAT and tax. But that then we
 14 see then Jill Clark then forwards that to Adrian Deane,
 15 do you see that?
 16 A. I can, yes.
 17 Q. This is now a communications issue by the looks of it --
 18 a communications department issue.
 19 Your organogram described Mr Deane reporting to
 20 Mrs Clark, who reports to you?
 21 A. Correct.
 22 Q. "Adrian, can you please give me an update on the
 23 invoices Helle's husband has put through. Have these
 24 been checked by legal? As if we have any leverage for
 25 this to be investigated I would like it to be. Thanks,

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1 Jill."
 2 "Leverage". What's going on here?
 3 A. I have no idea, I never got a copy of this email.
 4 Q. You got a copy of the one below, is that right?
 5 A. That is from Gill Morris. As you said, it is
 6 a reasonable response to the question and I'm not aware
 7 of the following two emails.
 8 Q. But Jill Clark -- what is her job title?
 9 A. Communications director and operational support.
 10 Q. Communications director, and she reports directly to
 11 you?
 12 A. Yes.
 13 Q. She's your number two, if you like, for
 14 the communications side of your remit?
 15 A. Yes.
 16 Q. Are you sure you didn't have a bit of a word with
 17 Mrs Clark?
 18 A. Absolutely not.
 19 Q. Is she in the office with you over in Guernsey?
 20 A. She was based in the office.
 21 Q. How many people in that -- how many executives in that
 22 office in Guernsey? Just to give the court a picture of
 23 it.
 24 A. When you say executives, can you define --
 25 Q. I don't want to know about the secretaries and support

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1 staff and the cleaners and everybody else, I'm talking
 2 about --
 3 A. Well, each of those board directors that you mentioned
 4 earlier will have a team working for them and there are
 5 550 people, about, that work in Guernsey and each board
 6 member has maybe got -- it will all depend on
 7 the department. I am sure that Paul Fussey has a lot of
 8 direct reports in finance, I have got a lot of direct
 9 reports in retail.
 10 Q. So would it be a couple of hundred executives? I am not
 11 talking about secretaries and support staff; actual
 12 decision makers?
 13 A. Without counting up I can't tell you, but it would be
 14 a reasonable number, more than a hundred.
 15 Q. The offices, is it one big office, or is it an office
 16 block there?
 17 A. It is an open plan office.
 18 Q. How many floors of an office building?
 19 A. Just one floor.
 20 Q. Just one floor. So the whole lot of you are in one big
 21 open plan floor?
 22 A. But it is in two halves. If you imagine this is half
 23 and half. All the offices of communication et cetera
 24 all run down the middle and there are access points
 25 through. So the finance team are predominantly on the

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1 left-hand side, retail operations, ID et cetera on the
2 right-hand side.
3 Q. All of them on one floor of one building?
4 A. It is a big building.
5 MR JUSTICE HILDYARD: 550 on the floor?
6 A. 550 people work there, yes. We are the biggest single
7 employer on Guernsey.
8 MR JUSTICE HILDYARD: But on the same floor?
9 A. Yes, it is all on one level.
10 MR STUART: So anyway -- so Jill Clark says to Adrian Deane:
11 "Please can you give me an update on the invoices
12 that Helle's husband has put through."
13 This is February 2008. Were you aware of this issue
14 at that time?
15 A. No, I have explained I haven't seen --
16 Q. You were not aware of that email but were you aware of
17 this issue?
18 A. No.
19 Q. She, having seen what Helle and Barry have said, and
20 raised issues about tax and VAT and things, she's
21 wanting to leverage any possibility of getting
22 an investigation going into Godfrey Vos. Do you see
23 that?
24 A. I see that, I knew nothing of it.
25 Q. The response comes from Mr Deane at the top of 299:

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1 "Hi Jill, I have now handed this over to Susannah".
2 Now that would be Sue Hart, is that right?
3 A. Susannah Hart, yes.
4 Q. I think she signed off as Sue when she writes to you.
5 Do you know her as Sue or Susannah?
6 A. I know her as Susannah.
7 Q. Okay. So Susannah Hart. So, "Handed this over."
8 That's obviously handed over what Jill Clark was asking
9 about, which is some sort of leveraging and
10 investigation into Helle's husband's invoices, do you
11 see that?
12 A. I see it, but I don't know anything about it.
13 Q. You don't. But:
14 "I have handed this over to Susannah."
15 Now Susannah Hart, on our organogram she reports
16 into Jill Clark, right?
17 A. Correct.
18 Q. It then says:
19 "Mike Rowe has taken this issue up and will be
20 addressing with Helle".
21 So he is the Mike Rowe who reports into Raines, who
22 reports into you?
23 A. Correct.
24 Q. So now we seem to have two strands of your reports,
25 Jill Clark/Susannah on one strand and Mr Rowe,

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1 presumably Mr Raines, on the other strand. They are
2 both dealing with the issue of Helle's husband and
3 getting some leverage to investigate him and you knew
4 nothing about it?
5 A. No.
6 Q. Just so I understand then, why were you even involved at
7 the bottom of 299? Why were you even copied in? You
8 are a board director, with all these things that you
9 have got to worry about.
10 A. I do get copied in on a lot of stuff.
11 Q. What, on a query about the level of a distribution to
12 a Bognor Regis store?
13 A. You would have to ask Gill Morris why she put me on
14 there, but yes I get copied in on a lot of emails.
15 Q. I would suggest to you that the reason why you are
16 copied in is because you are basically responsible, at
17 the top of this little tree, for this, and that this, ie
18 Helle Poulsen --
19 A. I'm not responsible for distributions. It doesn't come
20 under my remit, it is not part of my department.
21 Q. All the more strange then that you should be copied into
22 this email, Mr Dyson.
23 A. I can't answer your question, you would have to ask
24 Gill Morris. I get copied in on a lot of things.
25 Q. I'm not going get to ask Gill Morris, am I?

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1 A. I can't answer your question.
2 Q. I'm going to suggest that you were copied in because you
3 were taking a personal interest in a difficult and
4 disengaged JVP?
5 A. No, that's not true.
6 Q. What then happens, if we can flick on quite a long way
7 I think to 340. I'm not even going to ask you about
8 the documents in between. I don't see your name on
9 them, so I'm not going to ask you about them. You seem
10 to be telling me you didn't have any involvement in this
11 anyway.
12 But 340, if we could pick up the story now in March.
13 Mr Rowe has, as we have just seen, taken up the cudgels
14 and is going to be raising this by calling a meeting.
15 Do you remember this is the infamous 2008 meeting with
16 Mr Rowe that we heard so much about in cross-examination
17 with the claimants' witnesses?
18 A. Yes.
19 Q. Obviously the claimants, specifically I think Dr Poulsen
20 and Mr Vos, who is drafting the email at the bottom of
21 page 340, are making complaints about Mr Rowe's --
22 the way in which Mr Rowe is doing this, and saying he is
23 being less than candid and very cagey about what issue
24 you are raising here et cetera.
25 What does Mr Rowe do? He forwards it up to --

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1 perhaps escalates it would be the word, top of page 340,
2 19th March:
3 "Mark..."
4 That's Mr Raines. Do you see that?
5 A. I do, yes.
6 Q. That is your number two, if you like, in this strand of
7 your operation:
8 "I'm having an issue with Bognor Regis and in
9 particular Helle, the optical partner. This type of
10 communication is representative of the previous
11 communications dating back before my time. I visited in
12 2007. The purpose of the meeting I'm requesting to get
13 feedback from the partners on concerns that SOG have
14 relating to a separate company that Helle is a director
15 of and who the store are using for services."
16 So it is Mr Vos' company invoicing things, do you
17 see that?
18 A. Yes.
19 Q. Which is what Jill Clark wanted leverage to escalate
20 into an investigation, do you remember that?
21 A. Yes.
22 Q. "Do you have a view as to the best way forward as I want
23 to deal with the issue of the partner/SOG relationship
24 once for all. I will call later to discuss."
25 Do you see that?

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1 A. Yes.
2 Q. So he is obviously raising the matter up a level to
3 Mr Raines. I presume you say at this stage still that
4 you are completely out of the loop, you have no idea?
5 A. I'm not involved in this at all, no.
6 Q. At 350 Mr Rowe also, at the same time, is going up to
7 Mr Raines, he escalates to Mr Clark, do you see that?
8 Do you see that, to David Clark to Michael Rowe?
9 A. Yes.
10 Q. Where does Mr David Clark fit into all of this then?
11 I know we see him many times later on as being
12 the person to escalate to. If you want to make trouble
13 for a JVP partner, you escalate to David Clark.
14 A. I do not think that is a fair comment that we make
15 trouble, he deals with problems in businesses and helps
16 partners to resolve those problems.
17 Q. Okay:
18 "Dave, can I talk ref attached email. Helle is on
19 my hit list and this needs to be dealt with. She has
20 always had a poor relationship and is a wild card but
21 never dealt with. She was, however, sent a letter from
22 Derek ref her communication. They have always towed
23 the line but have always reacted negatively to
24 challenge. Any thoughts would be useful."
25 Do you see that?

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1 A. I see that, yes.
2 Q. So certainly Mr Rowe, who is on that side of your remit,
3 thinks you have been involved in the past and he is
4 raising it with your number two to see what can be done
5 about her.
6 A. I think the reference to my involvement is a letter
7 I wrote saying that the communication she was having
8 with people was unacceptable.
9 Q. Absolutely.
10 A. Nothing to do with this issue.
11 Q. Well, this issue is about her communications. The issue
12 he is raising with David Clark is: I don't like the way
13 she talks to us.
14 A. That's what he wrote. I have got no idea, I never got
15 a copy of this email.
16 Q. Okay. You didn't get a copy of the email? Did you
17 discuss it with Mr Clark?
18 A. No.
19 Q. Does Mr Clark work in Guernsey?
20 A. No, he works in the UK.
21 Q. Do you speak to him reasonably regularly?
22 A. Probably once every ten days.
23 Q. Did he raise with you the issue of Bognor Regis?
24 A. No.
25 Q. What has he got to do this with anyway?

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1 A. I have got no idea. Obviously Michael is communicating
2 with him.
3 Q. 355. Do you see that? At the bottom -- not bottom,
4 just above the bottom -- Mr Rowe had also forwarded
5 the Helle Poulsen email to Susannah Hart. Do you see
6 that?
7 A. Yes.
8 Q. So he has escalated it --
9 A. You are using the word "escalation". I still don't
10 understand this "escalation", he has communicated it to
11 Susannah Hart.
12 Q. So he has communicated it to Mr Raines, his boss, he has
13 communicated it to Clark, same level as his boss, but in
14 another strand of your remit. And he has communicated
15 to Susannah Hart, who is again another strand of your
16 remit; she is Jill Clark's person?
17 A. Correct.
18 Q. We see she responds very swiftly, do you see in the
19 middle, between the two hole punches:
20 "And the next step is? Have you seen this letter
21 sent by Derek to them regarding tone of emails? S."
22 That Derek is you, isn't it?
23 A. Correct.
24 Q. So they are obviously -- all elements of your remits
25 seem to be working together at this point?

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1 A. They seem to be talking to each other.
2 Q. About the tone of Dr Poulsen?
3 A. It would suggest that in the whole of this email.
4 Q. Yes. And what is Mr Rowe's response to that? We see it
5 at the top:
6 "Hi Susannah, if you are about to give me a call,
7 next steps are that I have forwarded it to legal ..."
8 Wow, we are up to escalating it to legal:
9 "... and I'm having the JVA checked."
10 Is that a common reaction when a JVP partner talks
11 with a rather impertinent tone towards Guernsey? Do you
12 immediately go to legal and try and look through the JVA
13 to see if you can find some reason to slap them down
14 a bit?
15 A. No.
16 Q. I suggest it is. That is exactly --
17 A. I'm answering your question and the answer is no.
18 Q. "I am then going to get a BRM [that is a business review
19 meeting] sorted and go to war!"
20 A. I can see it. As I have said, very inappropriate.
21 Q. Very inappropriate?
22 A. Cannot be condoned. I was not aware of it.
23 Q. "Just talking to Dave C". That is David Clark, no
24 doubt, your number two, yes?
25 A. Yes.

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1 Q. So they have been --
2 A. He is a direct report. You keep saying "number two".
3 He is a direct report.
4 Q. He is a number 2 in that strand. When I say "number
5 two", I'm trying to do it in a level.
6 A. Okay.
7 Q. So they are talking, they are not just emailing, they
8 are talking:
9 "... to check what he may need. Interesting that
10 they have said that they will stop using this company,
11 I haven't even asked them to do this yet."
12 Okay?
13 Then we can skip forward to 380. I don't need to
14 ask you all about Mr Rowe's business review meeting
15 because you weren't there; that is right, isn't it?
16 A. Correct.
17 Q. And you will say you had nothing to do with it. So for
18 you I just go to 380. Do you have that?
19 A. I have.
20 Q. We have to start -- it is a strand, it is an email
21 strand, as ever, here and so we have to start probably
22 at the bottom of page 381. From -- we are now into
23 the mystery shopper issue, do you see?
24 A. Yes.
25 Q. We have received another generalised letter, from

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1 Mr Dyson this time, about the mystery shopper performed
2 on this store about scratch-resistant coatings. Do you
3 remember that is the issue you took us to?
4 A. Yes.
5 Q. Then that's responded to by the communications managers,
6 Susannah Hart. Over to 380 we see where this all leads
7 to. At the bottom, from Susannah to Jill Clark, copy
8 Michael Rowe:
9 "Do you want to respond to this as I would like to
10 escalate this as her attitude once again stinks?"
11 Do you see that?
12 A. I do, yes.
13 Q. Just by the second hole punch on page 380. Do you see
14 that?
15 A. I do, yes.
16 Q. So Susannah Hart has been spoken to with
17 an inappropriate attitude, as far as she's concerned, by
18 Dr Poulsen's email and she wants to escalate it. Even
19 you would agree with the term escalating here?
20 A. Correct.
21 Q. Not that you understand what it means in this context.
22 A. It is not terminology that I use or I get -- people
23 normally use. You are trying to say that we use this
24 word a lot. I'm saying it doesn't ring that with me.
25 Escalate means make people aware, let people know.

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1 Q. Make people aware?
2 A. Yes.
3 Q. Let's see. Jill Clark replies -- who is Susannah's
4 boss, is that right? She replies:
5 "Susannah, this definitely needs escalating."
6 That is between the two hole punches on 380:
7 "I think she is on David Clark's radar, and if she
8 isn't, she needs to be back on it."
9 Do you see that?
10 A. Yes.
11 Q. What does that mean? What does it mean when you put
12 someone on David Clark's radar, in your organisation?
13 A. Well again, terminology. David Clark will be working
14 with a number of stores and he will be working with
15 those stores to resolve trading and business problems,
16 to try and help them to turn the businesses around that
17 aren't performing at the right level.
18 Q. But there's nothing wrong with the trading performance
19 of this store. It is very good.
20 A. You asked me what David Clark's radar would be.
21 Q. Yes.
22 A. I have explained what David Clark's radar --
23 Q. I would suggest to you that being put on David Clark's
24 radar means what the claimants say it means; it means we
25 are going to turn it into an issue, put pressure on the

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1 JVPs, to slap them down because they are being
 2 impertinent.
 3 A. I don't agree with that.
 4 Q. "I suspect this has been written by her husband, as many
 5 aggressive emails to Adrian and Carol Slark have been in
 6 the past."
 7 So we all seem to be well aware of what's going on
 8 here, is that fair? Is that Mr Vos is really behind it?
 9 A. No, I think it is about the aggressive emails.
 10 Q. Yes, written by Mr Vos, although in the name of
 11 Helle Poulsen?
 12 A. That's what it says here. Again, I can only tell you --
 13 I'm not party to any of these emails, I did not see
 14 this.
 15 Q. I know. You knew that Godfrey was Helle's husband?
 16 A. Yes.
 17 Q. You were aware of that?
 18 A. Yes.
 19 Q. And your team were aware of that?
 20 A. Obviously, yes.
 21 Q. "If another letter from Derek ..."
 22 That's you isn't it? There is only the one Derek in
 23 your organisation.
 24 A. Correct.
 25 Q. "... is required, compose it and we can update him,

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1 Jill."
 2 So Susannah and Jill write letters for you, they
 3 compose them and then they go out in your name, is that
 4 right?
 5 A. No, that's not correct. What happened in this instance
 6 was the letter was shown to me, there was also another
 7 letter shown to me from Carol Slark and some joint
 8 venture partners who objected also to a tone of a letter
 9 that had been sent to the chairman of the region.
 10 I then constructed a letter to send to Dr Poulsen and to
 11 Barry to say the tone of the letters, yet again, are
 12 unacceptable.
 13 Q. You say you constructed a letter. I'm going to suggest
 14 to you, as it says here:
 15 "If another letter from Derek is required ..."
 16 Because you had written the one about the scratch --
 17 A. I write my own letters, nobody constructs letters for
 18 me.
 19 Q. That's not what your number two in your communications
 20 department seems to think. Jill says:
 21 "If another letter from Derek is required compose
 22 it~..."
 23 She is telling Susannah:
 24 "... compose it and we can update him."
 25 A. If I can reiterate, nobody writes letters for me, I was

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1 provided with information and I wrote the letter.
 2 Q. You don't write letters for people at the bottom of the
 3 chain, do you?
 4 A. I'm not writing letters for people at the bottom of
 5 the chain, I'm writing letters to an administrator of
 6 a business.
 7 Q. So if a letter was going out, let's take your
 8 organogram. If Ms Hart, who is two levels below you,
 9 because you have got Jill Clark in between -- if she's
 10 writing a letter that's going out in her name, you don't
 11 get involved in that, do you --
 12 A. No.
 13 Q. -- the minutiae of drafting letters?
 14 A. No.
 15 Q. And Mr Rowe who is two levels below you, yes?
 16 A. Yes.
 17 Q. He is well down the chain, described as the bottom of
 18 the chain by Mr Potts. You don't get involved in
 19 the minutiae of the precise wording of his letters, do
 20 you?
 21 A. No.
 22 Q. Are you sure?
 23 A. Absolutely.
 24 Q. Think about that answer Mr Dyson. Because I'm going to
 25 suggest you do. Where it is a matter that you are

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1 personally very interested in -- and you personally want
 2 to make sure that Dr Poulsen gets her comeuppance -- you
 3 will be so involved that you will actually amend and
 4 re-draft a letter that's going out in lowly Mr Rowe's
 5 name?
 6 A. No, I have no recollection --
 7 Q. On oath you say no?
 8 A. I'm saying no.
 9 Q. Okay.
 10 So what does -- Mr Rowe gets involved at this point.
 11 I'm not quite sure what his -- do you see 380?
 12 Jill Clark and Susannah Hart are dealing with all this
 13 in their communications department. But the email chain
 14 seems to -- and he doesn't seem to be cc'd into
 15 the email from Jill Clark so I'm not quite sure how this
 16 happens. But Susannah Hart then emails him, do you see?
 17 A. Yes.
 18 Q. Do you see at the top? This is her attitude:
 19 "Can we discuss our action plan to wipe this woman
 20 off the face of the earth!"
 21 The woman is Dr Helle Poulsen, your JVP partner,
 22 yes?
 23 A. I can see it --
 24 Q. A respected ophthalmologist.
 25 A. I can see it, I can read it, it is extremely

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1 inappropriate. I wasn't aware of it.
 2 Q. We are now extremely inappropriate. The others were
 3 inappropriate. This is extremely inappropriate, is that
 4 right?
 5 A. I would think so.
 6 Q. Wiping people off the face of the earth. Is that the
 7 way you talk over there in Guernsey?
 8 A. I don't talk like that, no.
 9 Q. We will see how you talk in a moment, fortunately we do
 10 have the odd email from you. We haven't got any of your
 11 emails or notes of any meetings or notes of telephone
 12 calls, from you personally, from this time. That is
 13 right isn't it? None have been disclosed. You
 14 personally.
 15 A. Sorry, repeat the question.
 16 Q. You have not disclosed any notes from you, any emails
 17 from you, to you, around this time, about Dr Poulsen,
 18 Bognor Regis; any of this stuff?
 19 A. No.
 20 Q. Do you, as a matter of course, keep notes? Do you take
 21 notes?
 22 A. In respect of meetings and --
 23 Q. Meetings, telephone calls. Are you the sort of man who
 24 walks around with a notebook and jots a little note down
 25 if you have had a meeting or an action plan. Is that

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1 your practice? Do you walk around with a notebook or
 2 file?
 3 A. Yes.
 4 Q. What sort of notebook do you use. Do you use
 5 a hardback --
 6 A. No, just a normal A4.
 7 Q. An A4 pad?
 8 A. Yes.
 9 Q. We have not seen any A4 pad notes disclosed from you at
 10 all for the whole of this litigation, and you are the
 11 man who makes these decisions here. Is there a reason
 12 for that?
 13 A. I don't understand where you are going with this.
 14 Q. Well have you been asked: do you have any notes of any
 15 of any of the conversations, the meetings, the telephone
 16 calls? Have you been asked?
 17 A. There is a summary of my notes from the meeting on
 18 the mystery shopper that were typed up.
 19 Q. There is a typed up note --
 20 A. Yes.
 21 Q. -- of that meeting.
 22 A. Yes.
 23 Q. I'm asking you from your global involvement in this
 24 whole case -- and I have already shown you where you are
 25 starting to get involved. We have not seen any

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1 manuscript notes from you at all, but from what you have
 2 just said there would have been some, somewhere, on some
 3 notepads?
 4 A. If I'm having conversations with people I make notes
 5 like most people do.
 6 Q. So, can we see the notes of all of your conversations
 7 regarding Dr Poulsen and Mr Weller in the Bognor Regis
 8 store in this four year period?
 9 A. There is no notes in here, no.
 10 Q. So why haven't you disclosed them?
 11 A. Because I don't save the note -- when I deal with
 12 the notes that I have, I shred them or I rip them up or
 13 I throw them in the bin, I don't keep pads. I don't use
 14 a hardback pad, it is not the way I operate.
 15 Q. All right so 380: we are going to wipe this woman off
 16 the face of the earth.
 17 MR JUSTICE HILDYARD: Can I just ask, do you retain them for
 18 any period? I mean, the purpose of taking notes is
 19 presumably --
 20 A. What I would do, my Lord, I would make notes of it --
 21 I might keep in my briefcase for one or two months and
 22 then, once I have dealt with the issues there -- because
 23 I use it for next steps to do, things to communicate --
 24 I would then write the formal parts of it, if I had to
 25 write a letter or a communication, and once that is done

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1 I would then dispose of it.
 2 MR STUART: So as at 380, 3rd September, because Dr Poulsen
 3 has impertinently and unreasonably addressed or spoken
 4 to people over in Guernsey in your team, Susannah
 5 Hart --
 6 A. Sorry, which page are you on?
 7 Q. 308, getting it in context for you. 3rd September.
 8 The position is that Susannah Hart wants to wipe them
 9 off the face of the earth and:
 10 "We need to discuss an action plan."
 11 Did you discuss the action plan with anybody in
 12 the few days or weeks after that?
 13 A. I wrote a letter.
 14 Q. I know you wrote a letter, I will come to that.
 15 A. I'm answering your question. I wrote a letter, so
 16 therefore I must have had some conversation about that
 17 letter and somebody provided me with a copy of the
 18 letter which I wasn't copied in on, and --
 19 Q. Sorry, who did you speak to; was it Susannah Hart or
 20 Jill Clark?
 21 A. It was probably Jill Clark.
 22 Q. What about Mike Rowe?
 23 A. No.
 24 Q. When you spoke to Jill Clark do you have any notes of
 25 that meeting, copies of that meeting?

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1 A. No.
 2 Q. It would have just happened over in the open plan
 3 offices, over in Guernsey, where you and Jill Clark both
 4 work?
 5 A. Yes.
 6 Q. Because the next document that appears from your side is
 7 simply your letter at 397. When I say "your letter",
 8 I mean your letter.
 9 Suddenly you are writing the letters and you are
 10 copying in to David Clark, the director of business
 11 performance. I'm not quite sure what he has got to do
 12 with it. But anyway:
 13 "Dear Helle and Barry..."
 14 18th September, 397. If you skip down to the fourth
 15 paragraph:
 16 "... I have also been made aware of the tone used in
 17 challenging the newsletter sent to the region sent from
 18 your regional chairman, Carol Slark. I'm aware that
 19 Michael Rowe, your RDC, carried out a BRM on 18th April
 20 to discuss a number of concerns raised by the use of
 21 Optimisation Healthcare Group business, and at that
 22 meeting you confirmed that Godfrey Poulsen, [he means
 23 Vos but anyway] Helle's husband, was sometimes
 24 the author of emails to the business, which once again
 25 were of an over-zealous nature. Godfrey Poulsen however

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1 was not on the payroll of the business at that time and
 2 should not have been acting on the partners' behalf."
 3 This is all getting a little bit technical, isn't
 4 it, Mr Dyson? Why can't Dr Helle Poulsen get her
 5 husband to draft letters for her? Why not? You get
 6 your PA to draft letters for you?
 7 A. Well, she drafts them because I write them and then she
 8 drafts them. The correspondence coming in was -- and
 9 the tone of the correspondence was, as far as I was
 10 concerned, unacceptable.
 11 Q. And you had identified, through the staff, who we
 12 know -- we have seen the inappropriate and grossly
 13 inappropriately way in which they viewed Dr Poulsen at
 14 this point. I'm talking about --
 15 A. I have accepted that.
 16 Q. It is all accepted. So the people who are feeding into
 17 you at this point are the people I have highlighted to
 18 you, Susannah Hart, Mike Rowe, Jill Clark, okay?
 19 A. I have just said this is possibly Jill Clark.
 20 Q. "I am aware that Michael Rowe ..."
 21 You have obviously had some feed in from
 22 Michael Rowe?
 23 A. It is probably Jill Clark.
 24 Q. They have identified that it is probably Godfrey writing
 25 the letters, yes?

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1 A. Yes.
 2 Q. And you put that in to your letter of slap back to
 3 Dr Poulsen and Mr Weller, and you escalate it to: he is
 4 not on the payroll and should not be acting on
 5 the partner's behalf.
 6 It is getting a bit technical, isn't it?
 7 A. It is what I felt at the time.
 8 Q. Or is it what your underlings wanted written and sent
 9 out in your name?
 10 A. It was what I felt at the time.
 11 Q. Is this not the letter that Jill Clark wanted
 12 Susannah Hart to draft?
 13 A. No.
 14 Q. Did you know Godfrey's name?
 15 A. Did I know?
 16 Q. Godfrey's surname? Think about it.
 17 A. Well, if somebody said it was Helle's husband I probably
 18 assumed it was Godfrey Poulsen.
 19 Q. Well, did you? That's what I'm asking you, or did
 20 Susannah Hart presume that? Did you know Godfrey --
 21 A. This is 2008, I can't possibly remember what -- my
 22 thought process or what information I had at that time.
 23 Other than it was Mrs -- Dr Poulsen's husband.
 24 Q. But at that time, you see, we had already had, hadn't we
 25 the investigation into the invoices of Godfrey Vos FASA?

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1 A. Yes --
 2 Q. That's not something Susannah Hart was involved in, so
 3 if she drafted that letter she could have made a mistake
 4 because she didn't know who Godfrey Vos was, but you
 5 would?
 6 A. I knew nothing about the meeting until here -- that Mike
 7 Rowe had had the meeting. When Mike Rowe had
 8 the meeting I wasn't aware that Mike Rowe was having
 9 a meeting.
 10 Q. That was much earlier on, back in March/April?
 11 A. Yes. At that time I didn't know anything about
 12 the meeting.
 13 Q. The issue was about the Vos invoices?
 14 A. Yes.
 15 Q. You knew about that.
 16 A. Not at the time Mike was having the meeting, no
 17 I didn't.
 18 Q. You knew about it by now, by the time this letter was
 19 written for you.
 20 A. I did by now, yes.
 21 Q. Anyway you have escalated that:
 22 "I don't intend to respond to your specific
 23 allegations but will advise David Clark to contact you
 24 to arrange to discuss all your concerns."
 25 Do you see that?

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1 A. Yes.
 2 Q. So you are going to get Mr Clark involved?
 3 A. At the point I wrote the letter, yes.
 4 Q. So now we are into 2009. We can pick it up at 424,
 5 the issue of the filming and the mystery shopper for
 6 2009 it starts getting raised by Dr Poulsen, bottom of
 7 424. She's not happy about filming. Do you see that,
 8 14th January 2009? It is at the bottom.
 9 That's then forwarded up to Adrian Deane, in
 10 the communications department. Do you see that?
 11 A. Yes.
 12 Q. So then we -- I think Dr Poulsen also, if you move on to
 13 428, 16th January she's actually raising it even herself
 14 directly with Christina Del Grazia, that's the legal
 15 department. Is that right Mr Dyson?
 16 A. Yes.
 17 Q. Susannah Hart we know; Adrian Deane, Mike Rowe we know.
 18 So Dr Poulsen is taking a bit of a stand here on
 19 filming in her store, isn't she?
 20 A. Yes.
 21 Q. I don't really understand why, but you immediately get
 22 involved. Why would you get involved in something like
 23 this. This is one of your stores, one ophthalmologist
 24 is not prepared to agree to filming in the mystery
 25 shopper. She is not against mystery shopper, she just

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1 doesn't like the filming element. Why are you getting
 2 involved, as the retail director of the global group?
 3 A. Because this is a strategic initiative and this is
 4 the only store in the whole of the group that is not
 5 complying with it.
 6 Q. Do you not have people to deal with this for you;
 7 queries like this?
 8 A. I think that because of what had gone on in previous
 9 correspondence -- and I could see the disconnection
 10 starting to become more than just a disconnect -- I felt
 11 it was better because I always deal with things on
 12 a personal basis, I meet the partners at the meetings,
 13 I visit their stores, and generally I have a very good
 14 relationship with the partners. So I thought that by me
 15 getting involved in it, I could probably get
 16 a resolution to it.
 17 Q. What I want to know is: this is not sent to you, it is
 18 sent to the legal department, Susannah and Adrian Deane,
 19 who are not even your direct reports, they are a level
 20 down from that. It is not sent to Jill Clark. It is
 21 not sent to Mr Raines. It is not sent to David Clark.
 22 It is just an operational matter --
 23 A. No, no, no, it is more than an operational matter. This
 24 is somebody who is saying: I'm not going to actually
 25 comply with part of the manual, which is a strategic

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1 initiative that we have agreed that we are going to do
 2 nationally. And this is the only store in the whole of
 3 the country that's saying we are not going to do it.
 4 Q. She is going to comply with mystery shopper. She is not
 5 going to comply -- as she puts it:
 6 "... to be dictated to about filming."
 7 A. Exactly. That's the point I'm making. This is not
 8 a dictate, this is a requirement under the joint venture
 9 agreement to comply with the manual.
 10 Q. When do you say it was put into the manual, because
 11 filming and the mystery shopper was totally voluntary,
 12 wasn't it, in 2008? A number of shops refused to have
 13 filming and were written to and said --
 14 A. Well, it was put in as a pilot. The result of that
 15 pilot was very encouraging and the people that were in
 16 the pilot, because we consulted our partners, said it
 17 had been good, they had been able to use it as training
 18 and development to improve the performances in the store
 19 regarding customer service. Not the eye test, but
 20 the customer service delivery. We then took
 21 the decision that we would launch that as a strategic
 22 initiative to the whole of the group, and everybody,
 23 apart from Bognor Regis, had decided that they would do
 24 it, but Bognor Regis said they were not going to do it.
 25 Q. Anyway, for whatever reason you personally get involved,

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1 to the extent that somehow between 16th January,
 2 page 428 and page 430, your PA, ten days later, sends
 3 a letter -- draft letter -- it is a letter actually that
 4 you wrote on 23rd January, page 431.
 5 A. Yes.
 6 Q. "Jill David, Mark, please see the attached letter."
 7 You have been having discussions, obviously, with
 8 Jill, David and Mark. These are your direct reports;
 9 David Clark, Jill Clark, Mark Raines. These are your
 10 number twos in your organogram, aren't they?
 11 A. I suspect what happened was Christina Del Grazia had
 12 sent me the letter that came in from Dr Poulsen.
 13 Q. We don't see that, do we? How did she get that to you?
 14 A. She probably walked from her desk to my desk and handed
 15 it to me.
 16 Q. I see. And you spoke to her about it?
 17 A. I don't recollect, but that would have been the route
 18 where it was brought to my attention.
 19 Q. Did you make any notes in order to help you draft
 20 the letter?
 21 A. I may have made notes at the time, I don't keep
 22 the notes, I use the notes until they are no longer
 23 required and then I get a new notepad and I destroy
 24 the old notepad.
 25 Q. The letter at page 431, this was drafted for you by

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1 the legal department, wasn't it?
 2 A. It was probably drafted in conjunction with legal, with
 3 me.
 4 Q. In conjunction. We don't see any emails going backwards
 5 between you and legal. We don't see any emails going
 6 backwards and forwards between you and anybody,
 7 Mr Dyson. We don't see any connect between you and
 8 anybody to see how, behind the scenes, Dr Poulsen is
 9 being dealt with, do we?
 10 A. I don't understand your question.
 11 Q. Don't you?
 12 A. I liaise with departments and I work with those
 13 departments to communicate with people.
 14 Q. So you had some undocumented conversations of some sort
 15 with departments headed by Jill Clark, David Clark and
 16 Mark Raines, and then the legal department assisted you
 17 for drafting --
 18 A. You are putting words into my mouth. I don't know who
 19 I had the conversations with. I would probably have
 20 consulted with Jill, because she would have been running
 21 the mystery shopper programme, for sure. Whether
 22 I spoke to anybody else, I couldn't comment.
 23 Q. Who made the decision then? Was it just you or you in
 24 conjunction with what I call your number twos,
 25 Jill Clark, David Clark and/or Mark Raines, to escalate

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1 this to page 433? Because having dealt with
 2 Dr Poulsen's complaint, objection shall we call it, to
 3 filming in her store, you then turn matters rather than
 4 on their head, don't you, and under the heading,
 5 "Professional conduct and ethics," do you see that?
 6 A. Yes.
 7 Q. Second paragraph:
 8 "I must also remind you of the contractual position
 9 under the shareholders' agreement entered between us on
 10 1st August 2005. This agreement requires joint venture
 11 partners to operate a Specsavers store in accordance
 12 with the Specsavers manual. The manual is very clear,
 13 I enclose the relevant page of the manual that can be
 14 found on EyeQ."
 15 Do you see that?
 16 A. Yes.
 17 Q. But that's not sufficient for you, just to point out to
 18 you to her that contractually she has to do it. You go
 19 on as follows:
 20 "It is argued that your unwillingness to participate
 21 in the mystery shopper programme ..."
 22 That is not quite fair, is it? She was willing to
 23 participate, just not filming?
 24 A. I think that says that she was unwilling.
 25 Q. To film?

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1 A. That's the whole point of -- the debate we are having is
 2 about the filming.
 3 Q. She was participating in the mystery shopper, wasn't
 4 she?
 5 A. Yes.
 6 Q. But just not the filming inside the store.
 7 A. Correct.
 8 Q. "It is argued that your unwillingness to participate in
 9 the mystery shopper is a breach of your obligations
 10 under the shareholders' agreement".
 11 Do you see that?
 12 A. Yes.
 13 Q. Next paragraph:
 14 "Your disconnection with this group strategy is
 15 a matter of serious concern to us, your confrontational
 16 and antagonistic attitude towards SOG and its personnel
 17 is equally disconcerting."
 18 You don't like it that she's confrontational.
 19 A. I don't, because it is not the way we behave.
 20 Q. It is behind closed doors, isn't it? "We will go to war
 21 ... we will wipe her off the face of the earth", do you
 22 not think that is confrontational?
 23 A. In the emails -- you keep raising them, they are very
 24 inappropriate, I can't condone them --
 25 Q. You keep saying that's not the way we work. It is

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1 the way you work.
 2 A. No, it is not the way we work.
 3 Q. Your emails say it is.
 4 A. My email says --
 5 Q. Not your personal emails. Yet. We will come to those.
 6 The emails of your team say it is. Behind closed doors
 7 they are confrontational, aren't they?
 8 A. There is banter going on between people.
 9 MR JUSTICE HILDYARD: Banter did you say?
 10 A. Banter.
 11 MR JUSTICE HILDYARD: Thank you.
 12 MR STUART: "I'm dismayed to note that the tone of your
 13 communications is not one of a business partner."
 14 You would no doubt have been dismayed to note
 15 the tone of your own staff, had you seen it?
 16 A. Had I seen it, yes.
 17 Q. "Your rudeness to senior members of SOG staff is
 18 unacceptable. You readily talk of professionalism, but
 19 appear unable to communicate in a courteous and
 20 businesslike manner."
 21 A. This is the third time now that this has occurred, that
 22 I have been made aware of.
 23 Q. Absolutely. And behind the scenes Jill Clark, she
 24 doesn't talk about Dr Poulsen to you in the terms that
 25 she does in her emails?

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1 A. No.
2 Q. And Mr Rowe and Mr Raines, they don't?
3 A. No.
4 Q. "For its part, SOG will be convening a board meeting".
5 As you know, the claimants say that the next
6 escalation up in the harassment of JVPs who dare to
7 speak out is you call a board meeting.
8 A. We call board meetings for a number of things, not just
9 because we have got any disputes between partners. We
10 call board meetings when partners fall out with
11 partners, when we have got major investments in a town,
12 where we are going to do a relocation and there are a
13 lot of costs involved, where we want to trial and pilot
14 things in stores. So we have board meetings for
15 a number of reasons not just because of a disconnection
16 with partners.
17 Q. No, but one of the reasons that you call a board meeting
18 is to put a bit of pressure on a disengaging partner?
19 A. One of the reasons we call board meetings is to bring to
20 the attention of that partner that they need to comply
21 with the manual that they signed up to, which is a legal
22 document which we all had to work to.
23 Q. You had not called any board meetings for this store in
24 the time that they owned it, in 2005 to 2009, had you?
25 A. No.

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1 Q. The first time you called a board meeting is in
2 the paragraph after you have said that she is rude, her
3 tone is unacceptable and you want to do something about
4 it?
5 A. And this board meeting never took place, because
6 I reflected on the letter and made a decision that
7 I could think it was a better way for me to go
8 personally to the store and talk to the partners in
9 order to get them to understand, without the need of
10 a board meeting, to move things forward and to try to
11 make sure that we tried to get reconnection and not
12 disconnection in the partnership.
13 MR STUART: My Lord, would that be a convenient moment? I'm
14 sorry I forgot to give the --
15 MR JUSTICE HILDYARD: Well, I was watching to see whether
16 they wilted enormously, but they with stood it
17 terrifically.
18 MR STUART: I thank them for that.
19 MR JUSTICE HILDYARD: We will reconvene at 2 o'clock.
20 Mr Dyson, you are not to discuss this case at all with
21 anybody else during the time that you are in the witness
22 box.
23 A. I understand.
24 (1.05 pm)
25 (The short adjournment)

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1 (2.00 pm)
2 MR JUSTICE HILDYARD: Mr Stuart, may I just mention that
3 I need to finish sort of sharpish because I have
4 a meeting to go to at 4.30.
5 MR STUART: Understood, my Lord. Mr Dyson, we had broken
6 off at the beginning of 2009, we are in E2, page 433.
7 What you then seem to do is -- do you see 441 at the
8 top?
9 A. Yes.
10 Q. It is an email from Christina Del Grazia, who is the
11 legal department, is that right?
12 A. That is correct.
13 Q. She says she has:
14 "... this morning discussed Dr Poulsen's message
15 below with Derek Dyson."
16 Do you see that?:
17 "It is Mr Dyson's objective to find a resolution.
18 We are still prepared to proceed with a meeting of the
19 board in due course if required, but are hoping that
20 a more fruitful meeting might be a less formal one."
21 So I think your last answer this morning was along
22 the lines of: I reconsidered matters and decided we
23 wouldn't go to the board meeting at this point. Is that
24 what is happening here?
25 A. Yes.

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1 Q. So then we have the meeting itself, March 2009. You
2 have a note, page 448 to 449, in your witness statement.
3 I think you deal with this at paragraph 84, we have got
4 up to. This is your first witness statement,
5 paragraph 84. You say:
6 "I refer to some notes that I prepared of the
7 meeting. However, due to the passage of time I cannot
8 recall whether I prepared these notes in advance or
9 after the meeting."
10 A. Correct.
11 Q. Well, what are these notes though, Mr Dyson? I would
12 suggest to you that you were preparing for the meeting,
13 no doubt, and presumably you spoke to the legal
14 department, Christina Del Grazia, to arm yourself with
15 arguments for the meeting?
16 A. I don't need anybody to arm myself with arguments when
17 it comes to the joint venture agreements --
18 Q. Do you think you had a meeting with Christina Del
19 Grazia, or someone else in the legal department, about
20 things to raise?
21 A. No.
22 Q. Looking at page 449, which is under the heading at the
23 bottom of 448 under the heading, "Board meeting-notes":
24 "JVA is the only thing that is important and the
25 legal entity by which all parties are bound.

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1 The documents is very detailed and it sets out how each
 2 party is governed. SOG's B shareholder has no
 3 entitlement to profits but does have interests in the
 4 business. SOG is also responsible for the strategic
 5 direction.
 6 "The A partners have the delegated responsibility
 7 from the board (gifted) for the management of the
 8 day-to-day activities. These are covered by the partner
 9 manual. The B shareholders also, via the memorandum and
 10 articles of the business, are granted chairmanship of
 11 the board meetings. In the event of any dispute or
 12 disagreement they also carry the casting vote. The A
 13 shareholder also owns the beneficial rewards for that
 14 ownership. It should also be noted that a the A
 15 shareholder is also ..."
 16 Is this the way you write notes to yourself,
 17 Mr Dyson?
 18 A. These will be probably be extracts from the JVA.
 19 Q. I don't think this is an extract from the JVA:
 20 "It should also be noted that".
 21 It is not an extract if the JVA, is it?
 22 A. Without seeing the JVA, I suspect it is from the JVA.
 23 Q. Did you do an analysis of the JVA for yourself and write
 24 yourself some notes about it, is that what you are
 25 saying?

1 A. Possibly, yes.
 2 Q. Possibly yes? Either you did or you didn't. I'm
 3 suggesting to you that the legal department helped you
 4 out here.
 5 A. No.
 6 Q. Gave you a little --
 7 A. No, this is what I would have written down. Because
 8 these were typed up from my notes.
 9 Q. "Employee status also allows them to be directors of the
 10 business. Note, if they are not employed they can't be
 11 directors and vice versa. If any other director or
 12 employee's status ceases to be the case then
 13 A shareholder will ... by way of purchase notice
 14 followed by independent valuation, the shareholder will
 15 be removed from the business at fair value."
 16 Are you sure this wasn't a note written for you, to
 17 give you --
 18 A. I am 100 per cent certain.
 19 Q. You just said you can't recall whether you actually
 20 wrote the note or not, how can you be 100 per cent
 21 certain?
 22 A. I didn't tell you what I didn't say, what I said I can't
 23 remember whether this is directly lifted from the joint
 24 venture agreement, which -- I suspect I had it on my
 25 desk and I would have been reading through it and

1 picking out the things I wanted to discuss with
 2 the partners.
 3 Q. This is not a note of what happened at the meeting, is
 4 it; this is not a note after the meeting?
 5 A. No, these are probably notes that I took into
 6 the meeting.
 7 Q. Or, according to paragraph 84 of your own witness
 8 statement, perhaps prepared after the meeting?
 9 A. No.
 10 Q. I'm just reading your own witness statement. Do you
 11 want to retract that statement?
 12 A. They would not have been prepared after the meeting.
 13 Q. Okay, so they are prepared before. And the little bit
 14 at the beginning, so before we get to board meeting
 15 notes, the bit at the beginning, these do seem more like
 16 notes of what you might be wanting to raise at the
 17 meeting. Is that fair enough?
 18 A. Yes.
 19 Q. Half way down, by the first hole punch on 448:
 20 "I could only see one outcome on the previous
 21 position with regard to going down a formal route.
 22 Board meeting, distraction, disengagement, cost for all
 23 parties, conflict. Only one winner in disputes, and
 24 that's the lawyers."
 25 This is what you were going to say to them?

1 A. This was a way of taking the meeting -- there was no
 2 point in having a meeting if you don't have a start and
 3 an objective of what you are trying to achieve. So
 4 these would have been my thought processes in terms of
 5 what I was going to say.
 6 Q. They say your thought processes, as evidenced by what
 7 you did and said at the meeting, were to menace them to
 8 harass them with the threat of suspending them --
 9 A. That's not true.
 10 Q. -- and going through some sort of legal process.
 11 A. That's not true.
 12 Q. Escalating the matter effectively to a disciplinary
 13 matter.
 14 A. That's not true.
 15 Q. Putting in a team into their store, presumably
 16 an investigation team or a loss prevention team, because
 17 they are the only teams that ever go into your stores,
 18 aren't they?
 19 A. That's not true, and they do go into the stores.
 20 Q. Yes, the loss prevention team goes into the store when
 21 you wish to suspend the JVP.
 22 A. No, the loss prevention team goes into stores when we
 23 have got reason to do an investigation.
 24 Q. Does any other team go into your store, apart from
 25 the loss prevention team, to take over --

1 A. The retail support team.
 2 Q. To take over the store?
 3 A. To take over the store?
 4 Q. Yes.
 5 A. No.
 6 Q. You don't accept the claimants' note of the meeting,
 7 which is 450, the next document.
 8 A. No.
 9 Q. Though looking at it, whilst you don't accept absolutely
 10 every word of it -- I'm just trying to look at it by
 11 comparison with your little aide-memoire of 448 which
 12 you now agree was probably what you had in front of you
 13 when you went into the meeting.
 14 I'm under the heading, "Details of meeting". Do you
 15 see on 450? The background is obviously not at the
 16 meeting. It is a background paragraph:
 17 "Details of meeting."
 18 Do you see that? Page 450?
 19 A. I do, yes.
 20 Q. So they say in the first paragraph there that you
 21 advised that you wanted to deal with the matter in
 22 an informal way and called off the scheduled board
 23 meeting. Helle said she knew that the Specsavers board
 24 meeting was held for getting rid of the directors. You
 25 said in this instance you didn't want to get rid of her

1 and Mr Weller. Then you went onto the tone of the
 2 letters et cetera.
 3 If you go back to your little note of your six
 4 bullet points as to what you were going to do at the
 5 meeting. Start with "Objective":
 6 "You have got to find a way forward to finding
 7 an amicable solution to the current impasse we appear to
 8 have~..."
 9 Do you see that?
 10 A. I do.
 11 Q. "... disconnect is beyond just the mystery shopper."
 12 So that seems to tie in with the general sequence at
 13 least, if not the precise words used at the bottom of
 14 450?
 15 A. Yes, we would have started off by agreeing that this was
 16 a without prejudice meeting, because that was what
 17 Dr Poulsen had insisted on it being before we turned up.
 18 So I would have raised that to make sure everybody
 19 understood that, and that's why there is a lack of
 20 minutes and other -- more detail because we were having
 21 a without prejudice meeting.
 22 Q. So you took notes though, didn't you?
 23 A. I may have done on the day.
 24 Q. Sorry, paragraph 86 of your own witness statement
 25 Mr Dyson, I think you are forgetting things:

1 "My own contemporaneous notes of the meeting."
 2 A. Yes.
 3 Q. You did take notes at the meeting?
 4 A. I did, yes.
 5 Q. They disappeared?
 6 A. We have done a full search for them and couldn't find
 7 them.
 8 Q. So you did take notes, don't forget that.
 9 A. Yes.
 10 Q. So let's go on to the rest of their note. They say
 11 then:
 12 "DD brought up the mystery shopper."
 13 Do you see? That is the bottom of 450, the last
 14 paragraph; do you see that?
 15 A. I do.
 16 Q. The second dot on your objectives is:
 17 "Disconnect is beyond just the mystery shopper.
 18 Need to understand your objections. Need to give
 19 an understanding of your objectives. Need to find a way
 20 forward to get engagement, a 1,000 plus partner is not
 21 objecting to the mystery shopper."
 22 So it does appear you were going to say to them
 23 something about the mystery shopper?
 24 A. It doesn't appear I did actually say all of those
 25 things.

1 Q. But 448 is your plan of what you were going to say?
 2 A. Yes.
 3 Q. It appears that you were following the script. At the
 4 bottom of page 450 at least. Over the page --
 5 A. Sorry, can I just read that?
 6 Q. Yes. Right at the bottom of 450:
 7 "DD brought up the mystery shopper situation."
 8 Do you see that?
 9 A. Yes, but that's only at the end of ...
 10 Q. That's just after they brought up the issue about
 11 the dual company VAT and various other --
 12 A. No, that wasn't brought up until the end of the meeting.
 13 Q. How do you know? You haven't got a note of the meeting,
 14 you can't even recall whether you took a note of the
 15 meeting.
 16 A. I can remember the meeting and that was at the end of
 17 the meeting.
 18 Q. Over the page, 451:
 19 "DD asked if we had CCTV at the store".
 20 You are obviously there dealing with the filming
 21 issue in mystery shopper.
 22 A. We are, yes.
 23 Q. You are making a point about CCTV footage; what is
 24 the difference between that and filming the mystery
 25 shopper?

1 A. I was explaining there was a big difference between
 2 the two, not just what is the difference. I was
 3 explaining it and using a report called MRS, that I took
 4 with me to explain how the -- what the difference was
 5 between two types of videoing.
 6 Q. Obviously the conversation or argument about the mystery
 7 shopper and filming was -- had reached that stage and
 8 Dr Poulsen said:
 9 "If SOG were so unhappy with the store directors,
 10 why don't SOG just buy them out?"
 11 A. I think what Dr Poulsen said was: I think I'm going to
 12 resign. And I said: I'm not here to get people to
 13 resign or accept resignations.
 14 Q. Your witness statement on that, I think we start at 93.
 15 From 89, 90, 91 it is all about the mystery shopper.
 16 93:
 17 "I can recall that in the meeting Dr Poulsen was
 18 saying words to the effect that I was not listening to
 19 her in asking that she implement the programme, and that
 20 maybe she should just resign and sell her shares."
 21 Her note was if SOG was unhappy with the store
 22 directors why don't SOG just buy them out. There is not
 23 a lot of difference between those two, but you say you
 24 have a very specific --
 25 A. There is a lot of difference because, you are now

1 bringing two people in and Barry didn't make any comment
 2 at all in the meeting around that, it was Dr Poulsen who
 3 was actually talking about herself.
 4 Q. You replied:
 5 "I was not looking for anyone to resign, whether
 6 Dr Poulsen, Mr Weller or anyone."
 7 So it looks like even you thought it was all to do
 8 with the two of them?
 9 A. No.
 10 Q. That's your witness statement 93?
 11 A. I replied:
 12 "I'm not looking for anyone to resign, whether that
 13 was Dr Poulsen, Mr Weller or anyone."
 14 But Mr Weller did not resign or make any comment
 15 about resigning.
 16 Q. Anyway, she is clear, in her note that was prepared
 17 shortly after the meeting, that your response was -- do
 18 you see it on page 451:
 19 "That is not the way it would work. If you do not
 20 agree we will suspend you as directors. SOG will send
 21 a team into the store to take it over at great cost to
 22 the store. We will run it down and then issue
 23 a compulsory purchase order of the shares at nil value
 24 and you will end up getting nothing for your shares."
 25 A. That's not correct.

1 Q. The note that you prepared for yourself under
 2 the heading, "Board meeting notes", on page 449, do you
 3 see that?
 4 A. Yes.
 5 Q. The last paragraph:
 6 "If the situation occurs, the board will appoint
 7 an individual who will be responsible for the day-to-day
 8 running of the business until the board has confidence
 9 that the A directors can take responsibility. This
 10 support is chargeable."
 11 You had obviously prepared yourself to make a bit of
 12 a threat?
 13 A. No, what I prepared myself to do was start from
 14 the beginning of the page and not the end of the page
 15 and explain the joint venture agreement, which both
 16 parties seemed to not understand. And then to take them
 17 through, about what the JVA was, how it laid out
 18 everybody's responsibility, how the manual fitted in
 19 with that, and making sure that they understood that
 20 they were responsible for the day-to-day and SOG were
 21 responsible for the strategic direction of the business,
 22 which mystery shopper is part of; that strategic
 23 direction of the business.
 24 Q. You were threatening them Mr Dyson, weren't you?
 25 A. I was not threatening anybody.

1 Q. You threatened them that if they didn't agree --
 2 A. I did not threaten them.
 3 MR JUSTICE HILDYARD: Sorry, could you repeat that?
 4 A. I did not threaten them.
 5 Q. You threatened them that if they didn't agree to comply
 6 with your demand as to the mystery shopper filming, you
 7 would put them through a process which involved them not
 8 getting fair value for their shares?
 9 A. No, what I said was if they were not prepared to accept
 10 and to be doing the mystery shopper, it would get
 11 escalated to a board meeting.
 12 Q. Mr Weller and Dr Poulsen are very clear as to what
 13 happened at that meeting and the menace -- the threats
 14 that you were making.
 15 A. I'm very clear on what happened at that meeting and
 16 that's not true.
 17 Q. But you don't have a note of the meeting, or if you do,
 18 it has gone?
 19 A. Well, the notes that Mr Weller were relying on were not
 20 taken at the meeting they were constructed afterwards.
 21 Nobody was taking minutes, it was a without prejudice
 22 meeting.
 23 Q. Well, you were taking a note at this without prejudice
 24 meeting. I'm saying your notes have disappeared.
 25 A. Yes.

1 Q. Mr Deane's notes disappeared?
2 A. I can't answer that.
3 Q. We are not going hear from Mr Deane.
4 A. No.
5 MR JUSTICE HILDYARD: Can I just clarify that? You refer to
6 your own contemporaneous notes at the meeting but no one
7 took a note at the meeting.
8 A. Sorry?
9 MR JUSTICE HILDYARD: I'm confused as to your evidence.
10 I had understood from your witness statement that by
11 referring to contemporaneous notes of the meeting that
12 those were notes you took at the meeting. I think you
13 have clarified that no one was taking notes at the
14 meeting, including yourself; is that right?
15 A. I think the word "contemporaneous" is a mistake.
16 I think that I would have been making notes, although
17 not during it. But they were not verbatim of what was
18 going on, they would just have been reference points to
19 the meeting because it was a without prejudice meeting.
20 MR JUSTICE HILDYARD: Your understanding of the meeting
21 being without prejudice was that no one should take
22 notes?
23 A. That anything -- my understanding was that if anybody at
24 that meeting -- it couldn't be used again in the future
25 because it was a without prejudice meeting.

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1 MR JUSTICE HILDYARD: So you could take notes, but you
2 couldn't rely on them later?
3 A. Correct.
4 MR STUART: And you did take notes?
5 A. I would have taken notes, yes.
6 Q. At the meeting?
7 A. At the meeting, yes.
8 Q. On your pad, as you described it?
9 A. Yes.
10 Q. And those notes unfortunately, according to 86, have
11 been lost.
12 A. Correct.
13 MR JUSTICE HILDYARD: May I just clarify one other thing,
14 I'm sorry to interrupt. But your evidence earlier this
15 afternoon -- I just need to clarify for my note, with
16 respect to the file note, which we were discussing at
17 448 and 449.
18 I think you said that -- you said two things, but
19 I didn't know whether you said a third thing. You said
20 you didn't have a meeting with legal for the purposes of
21 drafting these notes and you wouldn't need anyone's
22 help, including legal, to discuss matters relating to
23 the --
24 A. Joint venture agreement. Yes, I know it very, very
25 well.

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1 MR JUSTICE HILDYARD: Should I take that to mean you had no
2 discussion in framing these notes with legal?
3 A. Correct.
4 MR JUSTICE HILDYARD: On the telephone or otherwise.
5 A. Correct.
6 MR STUART: Mr Dyson in relation to that last answer
7 I suggest to you that it is inconceivable that you would
8 not have been speaking to legal. Christina Del Grazia
9 was probably the person at legal, because you were
10 actually talking to her about this at the time, weren't
11 you, this meeting.
12 A. That was on a different day, not to do with these notes.
13 This is was about arranging for the meeting to happen,
14 and taking the position of not going for the board
15 meeting. Once we had agreed we had got a date, I would
16 then have sat down independently and formulated in my
17 mind how the meeting should proceed and what we would
18 discuss.
19 Q. The day of the meeting, the very day of the meeting,
20 page 452, Dr Poulsen -- not the very day, I have got
21 that wrong, it is two days later. It is 1.28 am. It is
22 1.30 am, Sunday night, shall we call it? Do you see
23 that? Page 452. Dr Poulsen, or probably Mr Vos, wrote
24 an email to Adrian Deane who they had had a good
25 relationship with, hadn't they?

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1 A. Yes.
2 Q. Copied to Christina Del Grazia:
3 "Dear Adrian, lovely to see you again at the meeting
4 with Derek Dyson last Friday. I miss our discussions
5 and my ability to communicate with you."
6 That is obviously addressed to Adrian Deane rather
7 than yourself:
8 "Although personally I'm still very unhappy about
9 the covert filming."
10 Do you see that paragraph?
11 A. Yes.
12 Q. "... on the basis of assurances I have received from
13 both of you that the directors will be the only ones who
14 see it, I will agree, for the sake of the bigger
15 picture, for the filming."
16 Yes?
17 A. Yes.
18 Q. So she has conceded your point?
19 A. We agreed at the meeting that it would be on a trial
20 basis and if Dr Poulsen wanted to come back and talk to
21 me later, then we had got an agreement to move forward.
22 Q. Okay. It is the last paragraph of this email I want to
23 ask you about:
24 I was, however, very unhappy to hear ..."
25 So obviously there had been some discussion at the

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1 meeting with Adrian Deane and yourself:
 2 "... Christina Del Grazia was prepared to consign us
 3 to the scrapheap and get us suspended with her request
 4 for a directors' meeting with the intention of getting
 5 rid of us?????"
 6 There was some discussion, wasn't there, at the
 7 meeting?
 8 A. No.
 9 Q. Did Mr Deane copy this up to you? You were the only
 10 other person at the meeting. Did you have a little
 11 post-meeting conversation?
 12 A. Not with regard necessarily to this letter, but I am
 13 sure that we would have had a meeting to say that was
 14 a good outcome for both partners, we have now got a way
 15 forward, we can get on with the mystery shopper and
 16 hopefully we will get less of the confrontation and
 17 the distancing of ourselves as partners in which we
 18 should run the business in a good way.
 19 Q. He responds at 453 you see, and he doesn't say: what are
 20 you talking about, consigning you to the scrapheap,
 21 getting you suspended, directors meetings with the
 22 intention of getting rid of you?
 23 He doesn't say: what are you talking about Helle?
 24 He says, at 453:
 25 "Dear Helle and Barry, thank you for your kind

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1 words ..."
 2 A. That's because the last paragraph in this first letter
 3 didn't actually happen.
 4 Q. But he doesn't say: I don't know what you are talking
 5 about.
 6 A. I didn't write the email and I wasn't copied in on it.
 7 Q. You must have spoken about the response from Dr Poulsen,
 8 you must have spoken about 452?
 9 A. To who.
 10 Q. With Mr Deane?
 11 A. I can't remember if I did or I didn't.
 12 Q. And Christina Del Grazia, presumably, from legal, who
 13 was copied in on it, and a complaint is being made about
 14 her.
 15 A. I can't remember that being a part of any conversation
 16 I had with her.
 17 Q. Anyway Mr Dyson, is this the point that we can --
 18 looking at your witness statement, paragraph 5 of your
 19 witness statement just go back to paragraph 5,
 20 the summary. The third line:
 21 "These were resolved to our satisfaction in early
 22 2009."
 23 So is this what you say, effectively is
 24 9th March 2009, she's agreed to the filming, that's
 25 the only issue that was outstanding. As far as I'm

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1 concerned, from that point onwards we have no vendetta,
 2 we have no --
 3 A. Well, I don't accept there was any vendetta in the first
 4 place, but it was closure to the point around
 5 the mystery shopper and hopefully we had found a way
 6 forward so that we can work together in the way that
 7 the partnership works in every other store.
 8 Q. But I think you would accept now, having seen the emails
 9 from Susannah Hart, Mike Rowe -- yes?
 10 A. Yes.
 11 Q. -- Mrs Jill Clark -- you would agree that there appeared
 12 to be a bit of a vendetta amongst them, not you, you
 13 say?
 14 A. I think there was inappropriate words being bantered
 15 around between people who are working together.
 16 Q. So you say effectively, 9th March 2009, that's the end
 17 of it there's no more problem, there's no more issues,
 18 there's nothing?
 19 A. As far as I'm concerned, I'm not involved with anything
 20 to do with Bognor store until 2011.
 21 Q. What about your team? Are they to do with -- we don't
 22 see you perhaps -- or maybe we do, we will come that in
 23 a moment.
 24 What about your team? The resolution doesn't seem
 25 quite as resolved, does it, because if we go in B2,

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1 a little bit further on, 517? Do you have that?
 2 A. I have, yes.
 3 Q. This is some emails passing between a Mr Moylan -- do
 4 you recall what his position is?
 5 A. Alan Moylan was an RPC.
 6 Q. Which is --
 7 A. The same as Riyaz. So he would have been the person
 8 reporting to Mike Rowe, the equivalent.
 9 Q. And it is to Mike Rowe, copied to Jason North and
 10 Susannah Hart. Then up the way, do you see the email,
 11 16th April:
 12 "Thanks Alan, early and your last one hopefully".
 13 Then the following:
 14 "Good news, just had a grievance letter alleging
 15 bullying by the Bognor Regis directors!!!!"
 16 A. I can only say again --
 17 Q. It is inappropriate, isn't it?
 18 A. It is inappropriate and I wasn't aware of it.
 19 Q. Mike Rowe seems to be carrying on his, shall we say
 20 unsupportive attitude?
 21 A. I think I describe it as banter between the team. But
 22 it is inappropriate.
 23 Q. Banter can disclose one's motivations, you see, if one
 24 enters into sexist banter or racist banter it tends to
 25 be evidence that a person is a sexist or a racist. This

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1 is banter about their attitude towards Dr Poulsen, isn't
 2 it and Mr Weller?
 3 A. Yes.
 4 Q. And they are reveling in the fact that poor old
 5 Dr Poulsen or Mr Weller are going to face a bullying
 6 grievance.
 7 A. You would draw that conclusion from these --
 8 Q. Well, you would as well?
 9 A. Yes.
 10 Q. Whilst we are at paragraph 5 of your witness statement
 11 then, let's just then get to the next element of your
 12 summary of the case, which is that everything is fine by
 13 March 2009:
 14 "... it was only later in 2011 when the claimants
 15 proposed the sale of Mr Weller's shares that serious
 16 issues emerged concerning substantial payments made to
 17 Mr Vos ..."
 18 Do you see that bit?
 19 A. Yes.
 20 Q. "... and a Mr Ferguson over an extended period."
 21 Do you see that? And it was that, the claimants'
 22 involvement in the making of such payments and:
 23 "Their conduct in relation to the investigation that
 24 took place caused SOG to conclude it should exercise its
 25 option to purchase the shares."

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1 So this is your sequence. Cause and effect here, is
 2 that 2011, they proposed the sale of Weller's shares,
 3 there is some sort of audit from which springs up --
 4 emerges these facts, these issues, these serious issues
 5 about these payments, substantial payments to Mr Vos --
 6 A. Correct.
 7 Q. -- Dr Poulsen's husband. And as a result of that, that
 8 then gets investigated, you say genuinely, and as
 9 a result of their conduct during that investigation and
 10 the underlying dishonest payments, you take their
 11 shares. That's, you say, the sequence of it?
 12 A. Correct.
 13 Q. If we can just -- I just want to tie down the timing of
 14 that and I think we see it -- I hope we do for the sake
 15 of the board of the Bognor Regis Specsavers Limited --
 16 we see it in E4 at page 967.
 17 Just to put you in the picture, 966. This is
 18 the minutes of a board meeting on 15th June 2011.
 19 The famous board meeting. Do you remember? Where
 20 Mr Raines and Mr Rajan represent SOG. Dr Poulsen and
 21 Mr Weller don't attend and various items are put on
 22 the formal agenda, various matters are raised formally
 23 by the SOG director, Mr Raines, and various decisions
 24 are made on the basis of that.
 25 If we see 967, under the heading:

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1 "Agenda item 5: To discuss the state of the working
 2 relationship ..."
 3 Do you see that?
 4 A. Yes.
 5 Q. There is a section "MR". That's Mr Raines, just so you
 6 are clear.
 7 A. Yes.
 8 Q. "As part of the Specsavers Group's requirements, where
 9 shares in store are being actively marketed by SOG's
 10 business transfer department, as they are by BW in
 11 Bognor Regis at this time, SOG's loss prevention
 12 department remotely audits such store to demonstrate due
 13 diligence to the company auditors, who sign-off all
 14 stores accounts.
 15 "Further, this is also done to help ensure that any
 16 prospective purchaser when making a decision whether to
 17 purchase shares in a store are aware of any ...(Reading
 18 to the words)... liabilities of that store. Given that
 19 shares are being actively marketed in Bognor at this
 20 time by BW, SOG's loss prevention department therefore
 21 undertook in May 2011 a preliminary review of the store
 22 and in doing so came across some financial transactions
 23 which they wished to discuss further with HP and BW.
 24 Such financial transactions relate to (1) payments to
 25 Godfrey Vos ..."

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1 Do you see that?
 2 A. Yes.
 3 Q. "... part-time 24 hours a week. Such payments totaling
 4 £115,000."
 5 And other sums there. And then a slightly shorter
 6 one about payments to Mr Ferguson. Do you see that?
 7 Yes?
 8 A. It is on the same page.
 9 Q. Yes, 1 and 2. It says:
 10 "Such financial --"
 11 A. Yes, sorry.
 12 Q. So we can nail down what are these serious issues that
 13 subsequently you rely upon, and we can nail down as to
 14 how it is said this emerged in doing so:
 15 "In undertaking a preliminary view in May 2011, in
 16 doing so they came across some financial transactions."
 17 Now -- and I think that is also borne out, or
 18 reflected in your witness statement. If you go to your
 19 witness statement. 53, page 13 of the bundle:
 20 "The claimants have sought to allege that in effect
 21 there was a prolonged conspiracy ..."
 22 This is over the page at the top of 14:
 23 "... this is simply not true. Prior to the
 24 emergence of the serious issues concerning
 25 the claimants' conduct in 2011, SOG never intended or

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1 desired to purchase the shares."
 2 A little further down:
 3 "Neither SOG nor its Board of Directors would have
 4 anyway heightened interest in Bognor, nor any potential
 5 concern as to the potential of the A shares in Bognor."
 6 Do you see that?
 7 A. Yes.
 8 Q. Just going back -- I'm sorry I'm going back slightly,
 9 but paragraph 41 -- well 39 and 41. You explain
 10 the typical sequence in relation to an investigation.
 11 39:
 12 "Typically at the commencement of an investigation,
 13 the JVPs and the store company may be requested to sign,
 14 in their capacity as directors, a directors' resolution.
 15 Alternatively a board meeting of the store can be held
 16 to support SOG to carry out the investigation".
 17 Do you see all of that?
 18 A. Yes.
 19 Q. You clarify at the end of 39:
 20 "In doing so, SOG is acting as a B shareholder of
 21 a store company and director of the store company and on
 22 behalf of a store company in order to protect
 23 the profitability."
 24 Then, 41:
 25 "Thereafter SOG will appoint the relevant department

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1 within the Specsavers Group to conduct the investigation
 2 the loss prevention department."
 3 Do you see that?
 4 A. Yes.
 5 Q. Just going back to paragraph 5 of your statement, I want
 6 to give you every opportunity here. The serious issues
 7 that emerged, I'm going to give you a list and if you
 8 disagree with them --
 9 A. Sorry, I'm --
 10 Q. Paragraph 5 of your witness statement?
 11 A. In the summary?
 12 Q. "It was only later in 2011 when the claimants proposed
 13 the sale of Mr Weller's shares that serious issues
 14 emerged concerning substantial payments made to Mr Vos."
 15 Do you see that?
 16 A. Yes.
 17 Q. Right, the serious issues which emerged would be,
 18 wouldn't they, the level of payments to Mr Vos?
 19 A. Yes.
 20 Q. £70,000 per annum for a 25 hour week or 24 hour week?
 21 A. Yes.
 22 Q. So the amount of them. The fact that Mr Vos is
 23 Dr Poulsen's husband, obviously that ties in with that.
 24 That is part of the issue there. If this was a wholly
 25 independent man who had no connection, perhaps it

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1 wouldn't be an issue for you?
 2 A. It would be an issue for people getting paid at that
 3 remuneration.
 4 Q. So you say it is -- the level of the payments to Vos,
 5 you do agree is one of the serious issues?
 6 A. Yes.
 7 Q. You say the fact that Vos is Poulsen's husband is not
 8 what you are describing as an issue here?
 9 A. No.
 10 Q. What about the fact that the JVPs, Helle Poulsen and
 11 Barry Weller, had been challenged about it previously?
 12 Because of course you knew about this in 2008, didn't
 13 you?
 14 A. But that wasn't somebody on the payroll.
 15 Q. So not the level of the amounts, it is just the fact
 16 that he was on the payroll and receiving those amounts?
 17 If he had been a consultant, you would not have minded?
 18 A. No, there were problems in the past, but
 19 the investigation concerned itself with the fact that
 20 Mr Vos was now on the payroll on a salary of this level.
 21 Q. So the fact that they had been challenged about it
 22 previously was not an issue for you?
 23 A. I think it is background to the fact that things had
 24 transpired in the past that we had had to have
 25 conversations about.

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1 Q. Okay. Fourthly or thirdly now, the fact of whether
 2 Mr Vos was actually in the store or not. That seems to
 3 have been a serious issue?
 4 A. Yes.
 5 Q. Ie the amount of time he was in the store. Obviously he
 6 was in the store occasionally. The extent to which he
 7 was actually in the store was a serious issue?
 8 A. Yes.
 9 Q. The fact that the company's accountants might be
 10 concerned about these matters on audit for example?
 11 A. On audit, yes.
 12 Q. Would that be part of the seriousness of the issue?
 13 A. The seriousness of the issue would be, at that point
 14 when we were looking at it, the points you raised
 15 before, which is we just informed the auditors that we
 16 have got a situation and they need to be aware. But it
 17 is nothing to do with the auditors. It is to do with
 18 what we are discovering.
 19 Q. So you are not talking about the fact that you would
 20 have to -- the input from the auditors or notifying
 21 auditors. That wasn't part of your thinking here as to
 22 this --
 23 A. No.
 24 Q. Okay, I'm taking that one out. The question of whether,
 25 as well as his attendance in store -- so the actual

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1 amount of time that he was spending for that sort of
 2 money, was the amount of value that Mr Vos was adding to
 3 the business, ie no value as far as you were concerned;
 4 was that part of the seriousness of the issue?
 5 A. Yes.
 6 Q. So the added value of Vos for that money. And the issue
 7 about who gave authority to pay somebody over £15,000,
 8 which is in the joint venture agreement as a limit?
 9 A. So who gave authority. It would have been -- it
 10 wouldn't have been a main issue, but I am sure that it
 11 would have been an issue in terms of how somebody could
 12 get onto the payroll at that level without having
 13 consultation with the other board directors.
 14 Q. Obviously Weller and Poulsen had done this, but they
 15 hadn't, you say, got your permission?
 16 A. Correct.
 17 Q. So that was an issue, but not the serious part perhaps?
 18 A. No.
 19 Q. So these serious issues emerged following the audit in
 20 May 2011?
 21 A. The --
 22 Q. These serious issues that you say emerged. It is not
 23 right, is it, Mr Dyson? Look at page 724 in bundle E3.
 24 MR JUSTICE HILDYARD: I'm not sure you allowed him to answer
 25 your question:

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1 "So these serious issues emerged following the audit
 2 in May 2011?"
 3 I think you went on to the next question.
 4 MR STUART: I'm sorry.
 5 A. We are referring to the desktop remote audit?
 6 Q. Which is at -- what date do you say that occurred,
 7 the desktop remote audit that you are talking about? We
 8 have got the bundle here, E3. So we will be able to
 9 find it.
 10 A. Okay.
 11 Q. When did this desktop audit happen?
 12 A. You made a reference at the beginning to say that we
 13 carry out, as a matter of course when we are selling --
 14 when shares are being sold, we talk not just to
 15 specifically loss prevention or anybody else, we talk to
 16 property, we talk to wages, we talk to business
 17 development because we want to make sure that when those
 18 shares are being sold, that there are no liabilities
 19 that appear that we aren't aware of when that share
 20 transfer is going through.
 21 Q. That's what you say now, but I'm asking you, this
 22 desktop audit that occurred, so you say, when did it
 23 occur?
 24 A. I would have to look at my --
 25 Q. It is here. E3. Let's start for you. I will tell you

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1 what, let me take it chronologically for you and then
 2 when we reach a point where you say: oh, the desktop
 3 audit must have occurred by now and we have not found
 4 it, then you can point that out.
 5 If you go to page 724 we can pick up the chronology
 6 as far back as August 2010. So this is well before this
 7 desktop audit, isn't it?
 8 A. What was the page number?
 9 Q. 724. Do you have it?
 10 A. Not yet.
 11 Q. Sorry. 724. You don't hear about the possibility of
 12 Weller selling his shares until January 2011. Do you
 13 remember?
 14 A. Yes.
 15 Q. So this is some five months earlier. Do you see that?
 16 A. Yes.
 17 Q. 13th August 2010. Jez de Carteret, which department is
 18 he in?
 19 A. He is in the wages department.
 20 Q. He is talking to Riyaz Rajan, we know he is in your --
 21 A. He is the RPC working for Mike Rowe.
 22 Q. Subject, "Bognor Regis". Do you see that?
 23 A. Yes.
 24 Q. They are still interested, aren't they, in trying to get
 25 anything they can on Bognor Regis?

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1 A. When you say "they", this is an email from Jez de
 2 Carteret, who works in the payroll department. So he --
 3 Q. Mike Rowe. Mike Rowe?
 4 A. Sorry?
 5 Q. Mike Rowe, Riyaz Rajan, Susannah Hart, they are looking
 6 still --
 7 A. No, this is from Jez de Carteret, who works in payroll.
 8 Q. I know it is, and he is been asked to find stuff on
 9 Bognor Regis.
 10 A. No, he has not been asked to find stuff, he has found
 11 this and raised it as an issue.
 12 Q. Okay. Go back to 652 then, if you won't accept it from
 13 me. Back in June 2010 it looks like the vendetta from
 14 Mr Rowe and Ms Hart is still ongoing.
 15 A. 652.
 16 Q. "Do we need to get an escalated action to get Helle to
 17 see they are part of Specsavers?"
 18 Do you see that? June 2010.
 19 A. I see that, yes.
 20 Q. Are they still wanting to escalate actions. That is
 21 29th June.
 22 A. I can see it. Again, I wasn't aware of this until
 23 I made my statement, so I'm unaware of it.
 24 Q. I think you are aware of it now and you would, no doubt,
 25 be aware of 689. Page 689. If we move on. So between

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1 June and August, we have July. 21st July, Mr Rowe,
 2 Jill Clark, Mark Raines, Susannah Hart. It seems to be
 3 the same four amigos, Mr Dyson; all under you, aren't
 4 they? Mr Raines --
 5 A. I can see it.
 6 Q. Mr Clark --
 7 A. I don't understand the question you are asking.
 8 Q. "Just checked with payroll and Godfrey is still not
 9 employed by Bognor Regis, which I believe was one of the
 10 conditions following the last set of meetings held back
 11 in 2008/9 with Derek."
 12 Well, the meeting with Derek was March 2009, wasn't
 13 it? You are Derek. Aren't you?
 14 A. I am.
 15 Q. You are the only Derek?
 16 A. I am.
 17 Q. And your only meeting with them was March 2009?
 18 A. Can I just read it?
 19 Q. Of course. (Pause).
 20 A. Yes, I have now read it. I don't understand
 21 the relevance -- the reference, not the relevance --
 22 the reference, because we did not discuss this at our
 23 meeting in March 2009.
 24 Q. Well, your team obviously thought you did, Mr Dyson?
 25 A. Well, I can assure you we have already gone through

1 2 1

1 the meeting and we talked about it and we have seen even
 2 Dr Poulsen's version of it and it wasn't mentioned in
 3 the minutes of her notes either.
 4 Q. The claimants have said that they felt that you were
 5 part of pressurising them.
 6 A. I'm just answering your question.
 7 Q. Yeah. Your team -- we are trying to look into the minds
 8 of your team, because this case is all about whether
 9 your team and you have a vendetta against Dr Poulsen and
 10 Mr Weller, do you understand? So we are looking at your
 11 team.
 12 A. I do understand what you are saying.
 13 Q. Okay. So your team say:
 14 "I have just checked with payroll and Godfrey is
 15 still not employed by Bognor Regis, which I believe was
 16 one of the conditions following the last set of meetings
 17 held back in 2008/9 with Derek."
 18 They may have got their timings slightly wrong.
 19 A. They obviously have, because we didn't have a discussion
 20 around that in 2009.
 21 Q. What you did have a discussion about --
 22 A. About mystery shopper.
 23 Q. And their attitude?
 24 A. Yes.
 25 Q. The way they spoke to your team. The inappropriateness

1 2 2

1 of Mr Vos' language. Do you remember? That was in your
 2 witness statement about what you raised with them.
 3 A. I do remember, yes.
 4 Q. Okay:
 5 "Should we now have a strategy for dealing with
 6 Bognor once and for all, or are we just happy to keep
 7 batting this back."
 8 Are you saying your team did not discuss with you
 9 the possibility of a strategy --
 10 A. Absolutely.
 11 Q. From mid-2010 onwards?
 12 A. Absolutely, they did not discuss this with me.
 13 Q. I suggest Mr Dyson they did. You are the chief, they
 14 are the Indians.
 15 A. I'm telling you they did not.
 16 Q. It is inconceivable, given your personal involvement, in
 17 the January, February, March, 2009 --
 18 A. My personal involvement in that meeting was to discuss
 19 the mystery shopper. We had a meeting, we got
 20 an outcome. We all moved on.
 21 Q. No, it wasn't just about the mystery shopper, your
 22 personal involvement in slapping Dr Poulsen down for
 23 the inappropriate way she spoke to your staff. Not just
 24 in 2009, in 2008 as well. Do you remember the letter
 25 written for you? And in 2007 when you --

1 2 3

1 A. I remember them very clearly.
 2 Q. Exactly. So you had been personally involved in making
 3 sure that she was put in her place?
 4 A. No, I was personally involved in making sure she changed
 5 her behaviours.
 6 Q. I suggest to you that in mid-2010 your team are still
 7 wanting to find a strategy for dealing with her "once
 8 and for all."
 9 A. The words of that, I know nothing of them, I had no
 10 conversations about her.
 11 Q. I should have put you in context. That followed on from
 12 the email below, as you see, 689 to 690 was basically --
 13 Dr Poulsen was criticising Susannah Hart and over
 14 the page at 690 she was criticising Michael Rowe, and
 15 she was criticising you and other Guernsey personnel.
 16 She was basically having a general go at of all your
 17 team.
 18 A. I was unaware of that.
 19 Q. I suggest to you, Mr Dyson that you couldn't possibly
 20 have been unaware that Dr Poulsen was yet again having
 21 a go at your team?
 22 A. I was not aware.
 23 Q. All right. Anyway, so this is the context in which we
 24 got to -- just so you see what happens here. What
 25 appears to happen is page 694, Sunday trading pops up

1 2 4

1 again as an issue. You must have been aware of that
2 because you got so intimately involved.
3 694. Do you see it?
4 A. I have got 694, yes.
5 Q. The RDC and RPC extended trading hours proposal:
6 "Objective: to increase the number of Sunday trading
7 stores to deliver £1 million in Sunday sales."
8 You wanted more sales, didn't you?
9 A. We did, yes.
10 Q. You get 6.5 per cent on the sales. It doesn't matter
11 what the profit is, you get 6.5 per cent on sales.
12 A. That is not the driver of Sunday trading. The driver of
13 Sunday trading is Tesco and the supermarkets coming into
14 our space. They want to get more of the optical market
15 and our response to that is to make sure that they get
16 the least amount of that from us by (1) extending our
17 trading -- and it is not just Sunday, it is late nights
18 and early mornings. It is also about securing our top
19 team because Tesco would have wanted to take our best
20 people and they would have wanted to take our opticians.
21 So the whole of that phase 1 strategy was all about
22 protecting the brand.
23 Q. This is you -- this is not, as it were, each individual
24 store's interest in it, because they are not going to
25 get a million pounds of sales on a Sunday, but your
1 2 5

1 company is going to get a million pounds of sales, upon
2 which you get your 6.5 per cent; that is right, isn't
3 it?
4 A. And they also get all of the profit that they make out
5 of trading on Sunday as well.
6 Q. But if they make no profit because it actually costs
7 them money to open on a Sunday?
8 A. I don't accept that, that they don't make profit by
9 doing it, it is a very profitable day.
10 Q. Not everywhere in the country, it is not.
11 A. In the stores -- once they have been trading for a few
12 months and they have managed to tweak the salaries and
13 get used to Sunday trading, it is profitable, because
14 the Sunday -- they are already paying the rent for
15 Sunday, and therefore it helps in terms of overall
16 profitability.
17 Q. 694 then, we see in the black bit that has been blocked
18 out that there are 31 stores that have the opportunity
19 and obviously Bognor Regis is identified as one of the
20 31 targets, yes?
21 A. Yes.
22 Q. And it appears that -- this is July 2010 at this
23 point -- this is obviously something that you, Guernsey,
24 are feeding down to your team in the UKs as a priority
25 issue?
1 2 6

1 A. It is a strategy, yes.
2 Q. If we look at the bottom, the project plan,
3 the penultimate item on 695. So:
4 "31 additional stores to open by 26th September.
5 Non-opening stores escalated to David Clark."
6 A. Sorry, can you just point me to where you are reading
7 that from?
8 Q. 695:
9 "31 additional stores to open on Sunday 26th
10 September. Non-opening stores escalated to David
11 Clark."
12 Everybody at Specsavers knows what that means
13 presumably?
14 A. Yes.
15 Q. So back to 724, which is where we started this, and you
16 didn't accept that by August 2010 there was any form of
17 continued vendetta/targeting of Dr Poulsen and
18 the Bognor Regis store and I was suggesting there was.
19 Do you see 724? Jez de Carteret who is -- he is not
20 in the wages department, is he? He is in stores
21 reporting. Jez de Carteret, do you remember?
22 A. I remember. Store reporting is correct.
23 Q. He is emailing Riyaz Rajan:
24 "I have attached a payroll printout and salary
25 details of one of the practice managers at Bognor
1 2 7

1 Regis."
2 Do you see that?
3 A. Yes.
4 Q. "Practice manager's staff costs flagged on the year. It
5 has gone up over £100,000 year on year and it is
6 basically down to this person ..."
7 That's Godfrey Vos, isn't it?
8 A. Yes.
9 Q. "... who I'm led to believe is related to Helle. We
10 have had to question payments to this person in
11 the past. I believe Mike Rowe was involved. He was
12 charging the store for accountancy."
13 That is obviously the Vos invoices:
14 "... stopped in June 2009 when he was put on
15 the payroll. Concerned at the level of payments, and is
16 he actually in the store?"
17 Do you see that?
18 A. I do.
19 Q. Don't we have pretty much the list of issues that you
20 corrected me down to? You said nothing to do with the
21 accountants and the audit, but it is about payments
22 being made to Vos, it is about the level of the
23 payments, it is about whether he is actually in the
24 store --
25 A. But the point that I make in my statement, which is when
1 2 8

1 I'm made aware of it -- I'm unaware, yet again, of this
2 because this is an email to Mike Rowe and to
3 Riyaz Rajan, not to me.
4 Q. I know it is, I know it is. The question is going to
5 become, Mr Dyson, when did you become aware of it?
6 A. I became aware of it when Mike Ryan brought it to my
7 attention when he was doing his checks on what were
8 the issues; either in wages, either on property and on
9 other areas of the business, which we always check
10 before share sales go through.
11 Q. So you say Mike Ryan sent this to you?
12 A. Mike Ryan didn't send it, he provided me with an email
13 where this was -- had been raised at that time.
14 Q. So he didn't send this to you, this email?
15 A. In terms of -- the email --
16 Q. Mmm hmm --
17 A. And the words --
18 Q. The email from Jez de Carteret to Riyaz Rajan,
19 13th August 2010.
20 A. Yes, he brought it to my attention.
21 Q. But he didn't send you the email?
22 A. I don't know whether he sent it as an email or whether
23 he brought it and put it on my desk.
24 Q. When did he raise this with you? When did he bring this
25 to your attention and how?

1 29

1 A. He brought it to my attention after he asked
2 the departments that he always asked when we have got
3 a sale of shares to check whether there's any
4 liabilities. So I would have to check in the notes to
5 say exactly when he brought it. But this was -- it must
6 have been near the time when all of the negotiations
7 were starting to say that Barry Weller wants to sell his
8 shares, because it would have been an action after that.
9 That would have triggered --
10 Q. For your sequence to work, it would, yes.
11 A. It is not a question of my sequence, it is an actual
12 fact.
13 Q. Well, let's have a look. 726. Mr Dyson. That's you,
14 isn't it?
15 A. It is, yes.
16 Q. It is your handwriting?
17 A. It is.
18 Q. That's Derek. That's you, yes?
19 A. Yes.
20 Q. What appears to have happened -- this is another version
21 of the first email, at the bottom. You see Jez
22 de Carteret to Riyaz Rajan:
23 "I have attached an email printout."
24 That is the same one, the top bit:
25 "Jez de Carteret to Steve Glass".

1 30

1 Who is he?
2 A. Steve Glass works for Mark Ryan.
3 Q. 13th August 2010. This is getting through to Mr Ryan
4 well before any suggestion of Mr Weller in January 2011.
5 Take a look at the pay slips:
6 "I have sent this to Riyaz who is the RC for
7 Meridian. Funny, the claims for Vos stop the month
8 before he went on payroll. His last invoices were for
9 about £1,000 then he shoots up to £4,000 plus on
10 payroll!"
11 A. But this isn't brought to me until we get to
12 the situation with the shares being sold.
13 Q. So Ryan, or Ryan's man, Mr Glass, knows about it. For
14 some reason they are feeding into Ryan's department --
15 A. This has been sent to Steve Glass, not to Mike Ryan.
16 Q. You don't know, do you?
17 A. It says to Steve Glass.
18 Q. Did you speak to Mr Glass? Did you get your copy from
19 Mr Glass?
20 A. No, I got my copy from Mr Ryan.
21 Q. When?
22 A. At the time that the share sale was start to go through.
23 It was one of --
24 Q. When? January, February, March, April or May of 2011?
25 A. At the time -- without going into the notes, because

1 31

1 I have not got them in front of me -- that we started
2 to -- when Barry Weller and Helle Poulsen -- or
3 Helle Poulsen said Barry Weller wanted to sell shares,
4 whenever that was. That would have been when Mike asked
5 for the people to look to see if there were any issues
6 that we should be aware of, that might affect the store
7 and the share sale.
8 Q. Steve Glass was Ryan's assistant, is that right?
9 A. That is correct.
10 Q. The next page, 727, that appears to be your writing as
11 well. I'm not a handwriting expert, but I put it to you
12 that's you; the manuscript on there?
13 A. Yes, it is.
14 Q. You have written the words, "Bognor payroll". You have
15 done the arrows, Helle to Poulsen's husband/partner
16 William Vos, do you see that?
17 A. Yes.
18 Q. The next page, this is your writing as well, I suggest
19 to you, 70K plus per year --
20 A. Yes.
21 Q. -- for a 25 hours per week attendance. Added value.
22 Who gave authority over 15K per annum?
23 A. Yes.
24 Q. Do you see that?
25 A. Yes.

1 32

1 Q. So Mike Ryan and his department were aware of this in
2 August, is that right? Is that what you are saying?
3 A. Certainly Steven Glass must have been aware of it,
4 because that's who the email was sent to.
5 Q. I'm going suggest to you that there was a little bit
6 more than that involved. Go to page 734. 734 Mr Dyson.
7 See who else in your team is onto this.
8 This is October 2010. So this is still some months
9 before Mr Weller and his suggested sale of shares. Do
10 you see that?
11 A. That does not change what I have just replied to, and
12 that is that none of this was brought to my attention
13 until the time when Dr Poulsen and Mr Weller contacted
14 obviously Mike Ryan, to say that Barry wanted to sell
15 his shares.
16 Q. We don't know that, do we, because we don't have any
17 copies of any emails to you showing when you got these
18 documents?
19 A. I haven't seen this either. So when you say -- you
20 asked me a question of when was it brought to my
21 attention. I have answered that question three times
22 now.
23 Q. Let's look at when your team got hold of
24 the information, and by your team I'm including of
25 course Mr Rowe, who is in one side of matters, he is

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1 under Mr Raines, isn't he, and then Mrs Hart, who is in
2 the section under Jill Clark?
3 A. Yes.
4 Q. And then Mr Rajan. Do you see that?
5 A. I do, yes.
6 Q. "Hi Jez."
7 This is Mr Rowe now. This is the regional manager
8 for the area involving --
9 A. I do know who he is.
10 Q. "I have caught up with Mark Raines ref this issue."
11 It looks as though Mr Raines himself is now
12 involved?
13 A. Well, it would appear so by the email, but I can't tell
14 you that because I don't know.
15 Q. You would accept that this is your document and --
16 A. This is not my document. This is the document that has
17 been produced --
18 Q. Specsavers' document, Mr Dyson. You would accept that
19 Mr Rowe did catch up with his boss, Mr Raines, about
20 this issue in October 2010?
21 A. It would appear so by this email.
22 Q. "We will not be taking action as the store is not
23 showing signs of financial difficulty and we believe
24 that both partners are aware."
25 Yes? Do you see it?

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1 A. I do, yes.
2 Q. So all the issues, these serious issues of dishonesty,
3 the fact that Mr Vos is on the payroll, the fact that
4 the amounts concerned -- the level of the amounts for
5 a 25 hour week, whether he is even in the store or not,
6 all these matters that have been raised by
7 Mr de Carteret, they have been considered by Mr Rowe,
8 Mr Raines, copied in Mrs Hart and Mr Rajan:
9 "We will not [that's we, Specsavers] be taking any
10 action, we believe the partners are aware. In summary:
11 no action being taken, Mike."
12 That is right, isn't it?
13 A. That's what the email says, yes.
14 Q. So these serious issues, they weren't very serious at
15 that stage. Didn't even raise the issue of dishonesty
16 at that stage.
17 A. According to that email, no. But I was not aware of it.
18 MR STUART: My Lord, I see the time. I think I mustn't make
19 the same mistake of this morning of not giving
20 the transcribers --
21 MR JUSTICE HILDYARD: Would you like a break now? 3.15.
22 (3.05 pm)
23 (A short break)
24 (3.15 pm)
25 MR STUART: So Mr Dyson, I have taken you to 5th October on

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1 page 734. Just while we are here, on 735 it appears
2 that the issue of Sunday trading -- Bognor Regis are
3 very much at the -- to be targeted, is that right? 735.
4 This is to David Clark from Mark Raines, two of your
5 number twos:
6 "There are three stores who are refusing to open
7 Sundays. They are high-profile and are difficult
8 because of the personality and history of the partners."
9 These are Uckfield, the Parhams, coming up next;
10 Bognor Regis and somewhere up in North Shields or
11 somewhere, isn't it? Do you remember?
12 A. I don't remember the email because I didn't get a copy
13 of it, but I can read what it says.
14 Q. Yes. It is being escalated to David Clark anyway. Do
15 you see the bottom email from David Clark:
16 "Now that I have handed [blank] over to Richard
17 I have capacity to take on another two stores."
18 Do you see that?
19 A. Yes.
20 Q. Okay. So they are obviously on the radar of David Clark
21 at that point as well?
22 A. When you say they are "on the radar", you mean they are
23 on his list of stores to visit?
24 Q. Shortlist, two: these people, and Uckfield; the Parhams.
25 A. That doesn't mean he has only got two, it means he can

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1 add another two to his list.
 2 Q. Okay. So then we come onto the crucial period. 736.
 3 We start at 5th January 2011. Do you see that?
 4 A. Yes.
 5 Q. This is from Michael Ryan to Mike Rowe, copying in Hart,
 6 Rajan, Glass, Raines and somebody called Markham. Do
 7 you see that?
 8 A. Yes.
 9 Q. Everybody is obviously in the loop at the top:
 10 "Hi Mike, I have had a call this morning from
 11 Helle Poulsen saying Barry Weller wants to sell his
 12 shares."
 13 Do you see that?
 14 A. Yes.
 15 Q. "We sent Barry a seller's brochure. I told Helle that
 16 where partners want to waive conditions they have to
 17 prepare a written proposal."
 18 Do you see that?
 19 A. I do.
 20 Q. "Helle's justification for allowing Barry to sell was
 21 the shortage of OOs."
 22 Then this:
 23 "I think Helle will try to contact either you or
 24 Riyaz to discuss, and I think the danger is that she/her
 25 husband, will try to manipulate the situation to their

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1 benefit."
 2 Obviously Mr Ryan is aware that Mr Vos is the power
 3 behind the scenes here as well; is that right?
 4 A. Could you repeat the question?
 5 Q. Mr Ryan is obviously -- who has written this email -- is
 6 obviously also aware that Mr Vos, the husband, is
 7 the power behind the scenes here?
 8 A. I don't know why you say he is the power behind
 9 the scenes, I think he said it is Dr Helle Poulsen's
 10 husband.
 11 Q. And that they will try to manipulate that situation to
 12 their benefit. I think that means to Mr Vos and
 13 Dr Poulsen's benefit, don't you?
 14 A. I would -- by reading that, that's what I would assume,
 15 yes.
 16 Q. "(I probably don't need to tell you that?)"
 17 That is Mr Ryan talking to Mr Rowe. Do you see
 18 that?
 19 A. Yes.
 20 Q. Your team were well aware of what was going on here,
 21 weren't they, with Dr Poulsen and Mr Vos and
 22 the difficulties?
 23 A. Yes.
 24 Q. The fact that they were difficult people?
 25 A. Yes.

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1 Q. And that SOG had an agenda?
 2 A. No, SOG didn't have an agenda.
 3 Q. "So it is important we take early control of this
 4 situation, please get back to me if you want to
 5 discuss."
 6 So SOG wants to control it, yes?
 7 A. I think Mike Ryan is saying he wants to control it.
 8 Q. "We". By "we", he means SOG. Mr Rowe doesn't even
 9 report to Mr Ryan, does he? Mr Rowe reports up to
 10 Mr Raines, who reports to you. Mr Ryan is in a separate
 11 section.
 12 A. He is a business transfer manager, yes.
 13 Q. That is right. Then the response at 737:
 14 "Thanks Mike. Exactly right in your assessment."
 15 That must be the assessment that:
 16 "... Helle will try to contact, and I think
 17 the danger is she and her husband will try and
 18 manipulate the situation (I probably don't need to tell
 19 you that?)"
 20 "Thanks Mike. Exactly right in your assessment.
 21 Please ensure there is good consistent communication on
 22 this one, regards Mark."
 23 A. I do.
 24 Q. "Good consistent communication" would involve you as
 25 well, wouldn't it?

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1 A. It may do. I didn't -- again, I didn't write this, when
 2 Mark wrote I didn't know what was in his mind.
 3 Q. You did say earlier, in an answer to a question, that
 4 you got a lot of emails?
 5 A. Yes.
 6 Q. We don't see a lot of emails to you in this case, but --
 7 A. Not on Bognor Regis, no.
 8 Q. All right. So then we see you getting involved I think
 9 at page 739. Annelies Tostevin is your PA, so it is
 10 coming from her email, is that right, to Mr Raines?
 11 A. That is correct.
 12 Q. "Hi Mark ..."
 13 Do you see that?
 14 "... following a conversation with Mike Ryan,
 15 I discovered that Helle partners [I think that must be
 16 partner] wants to leave, which in itself is okay.
 17 However, we believe that Helle is trying to get involved
 18 with the appointment. Clearly this will not be
 19 allowed."
 20 Why won't it be allowed? Why not involve --
 21 A. Because the next appointment being an OO, and Barry
 22 Weller is not an OO.
 23 Q. You have done that in other stores on occasions?
 24 A. Not since I joined the business, unless it was
 25 impossible to make that happen. I made the changes in

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1 the structure from 1998, when I joined the business from
2 Tesco, and I know that the OO and the DO/retailer
3 relationship is the best partnership that drives
4 a business forward, and in all instances where we can
5 effect that going forward, probably in 1999, that's
6 the policy we have always had.
7 Q. "The current JVP ..."
8 You are talking about Barry Weller, I think, there:
9 "... borrowed the money from Helle".
10 That's not right, is it Mr Dyson?
11 A. Sorry?
12 Q. That's not right.
13 A. I think you see in brackets it says, "(We believe)".
14 Q. Yes.
15 A. Now I know that not to be right, but at the time I did
16 believe that.
17 Q. Right:
18 "... so she is keen to ensure the share value is
19 high enough to recover her loan. Finally I understand
20 that her husband 'Godfrey' ..."
21 Do you use inverted commas for a reason?
22 A. No.
23 Q. "... is now on the payroll and does not attend!"
24 Now, how would you know that?
25 A. I can first of all see the size of the salary, which

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1 does not compute with anything that we do within
2 the business --
3 Q. How do you know the size of the salary?
4 A. Because Michael Ryan has brought that to my attention.
5 Q. Where do we see that? I did promise you I would, and
6 I have done, I have taken you through all of the
7 documents you have disclosed in this section.
8 A. I think Michael Ryan at that point brings me a copy of
9 the Jez de Carteret. That is how I'm aware.
10 Q. Do you have a note of this?
11 A. I would have had -- well you have got my --
12 Q. I haven't got any notes from you.
13 A. -- initials on it somewhere, and that was the point at
14 which it was brought to my attention.
15 Q. Do you have any note of a meeting or a telephone call --
16 it must have been a meeting -- with Mr Ryan?
17 A. Michael Ryan would just simply get from his desk, walk
18 across to my office and say: can I have a chat with you?
19 We don't have the formality of making meetings when Mike
20 wants to talk to me, we are in the same building.
21 Q. Right. This meeting happened when? What day? It looks
22 like Monday was the 10th January.
23 A. That meeting would have either appeared -- happened on
24 that day or before that day, clearly.
25 Q. Yes. Good answer. What day did this meeting that you

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1 are now describing occur?
2 Perhaps you should look at your witness statement.
3 Perhaps that will help us to jog your memory as to this
4 important meeting with Mr Ryan.
5 A. Okay. Have you got a reference for me to go to?
6 Q. I think we are going to be starting on page 26.
7 The relevant part is 27. But it is not entirely clear
8 to me that you have actually given us any firm date on
9 any of this. So 26. Do you see under the heading,
10 "Sale of Barry Weller's shares".
11 A. Page 26?
12 Q. Paragraph 110 we are up to:
13 "As I have indicated above, my last interaction with
14 the claimants was at the meeting on 6th March, at the
15 conclusion of which I understand that any outstanding
16 issues had been resolved."
17 Do you see that?
18 A. Correct.
19 Q. Obviously the Sunday trading hadn't been resolved.
20 A. I hadn't discussed Sunday trading with them.
21 Q. "The next time the claimants came to my attention was
22 almost two years later when in early January 2011 I had
23 a conversation with Michael Ryan ..."
24 Do you see that?
25 A. I do.

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1 Q. "... the then director of business transfers about
2 a telephone call from Dr Poulsen during which Dr Poulsen
3 has stated ..."
4 Do you see that? So that seems to be this
5 conversation that we are talking about.
6 A. That is correct.
7 Q. Was it just one conversation with him or did you have
8 a number of conversations?
9 A. I would have had a conversation about the fact that he
10 had had a phone call about it and there probably would
11 have been subsequent conversations.
12 Q. When were those subsequent conversations?
13 A. I can't remember.
14 Q. Can you remember whether the first conversation was on
15 the day that he had had the call, 5th January, or some
16 later day?
17 A. It would have been probably on or around 5th January.
18 Q. It couldn't have been before, it must have been either
19 on 5th January or shortly after 5th January. But can
20 you recall?
21 A. No.
22 Q. How long did this conversation last, or can you not
23 recall?
24 A. I probably can't recall.
25 Q. 114:

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1 "Shortly after that call ..."
 2 I think you are still referring to the same call
 3 because the intervening paragraphs have just been about
 4 the general -- the usual structure and all that
 5 business:
 6 "Shortly after that call Mr Ryan informed me that he
 7 had conducted an initial due diligence check on Bognor."
 8 Do you see that?
 9 A. Yes.
 10 Q. Now, where's the due diligence check? Where is
 11 the evidence of that? We are not going to hear from
 12 Mr Ryan. He is not coming to be a witness here, is he?
 13 A. No.
 14 Q. So the only person I can ask about this is you, I think.
 15 You are the only person who is coming to give any
 16 evidence about any of this. That is right, isn't it
 17 Mr Dyson?
 18 A. Yes.
 19 Q. So this alleged due diligence check that took place
 20 shortly afterwards, where is it? Where is the evidence
 21 of it in the bundle, in the disclosed documents?
 22 A. I can try and answer it but I can't answer it with --
 23 per se, because obviously I wasn't the person that would
 24 have contacted business development, the wages
 25 et cetera, et cetera.

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1 Q. You are quite right. Let's take in stages. A due
 2 diligence check, even a desktop one, from Mr Ryan's
 3 department, business transfers, would involve him making
 4 enquiries by email to various other --
 5 A. It could have been by telephone.
 6 Q. It could have been by telephone. Of course that's
 7 possible, and then they would email him back
 8 the information. Do you remember?
 9 A. Do I remember what?
 10 Q. Do you remember that's how it might go? Is that your
 11 evidence? He might telephone all these various --
 12 A. I can't answer for what Michael Ryan did on the day, but
 13 what I did know is that following normal processes he
 14 would have contacted a number of departments, where
 15 expenditure would be a significant area for us to look
 16 at, like business development, like wages et cetera, and
 17 property is another key area to check; that we have got
 18 no liability on property, and he would have expected
 19 information to come back.
 20 Q. Absolutely. He would do the due diligence checks as you
 21 describe them and he would email these various
 22 departments and he would get back answers from
 23 the various departments. And one of the departments
 24 would be the loss prevention department, wouldn't it?
 25 A. It would be, yes.

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1 Q. Bound to be. You are not going to do even your initial
 2 due diligence check without at least contacting the loss
 3 prevention department to see if they have got anything
 4 to say.
 5 A. I don't understand the point you are making. He would
 6 have asked loss prevention, business development, wages,
 7 property, and anybody else he would have thought may
 8 have information, to make sure he had all
 9 the information to hand, in order to make sure that the
 10 share sale was correct and that there were no surprises.
 11 Q. Correct. And yet we don't see any request from Mr Ryan
 12 to any of those departments, evidenced either by emails
 13 out to him or emails back to him from any of those
 14 departments, including most importantly the loss
 15 prevention department, who -- I am going to have
 16 the pleasure of cross-examining the head of that
 17 department tomorrow, so I will be able to ask him about
 18 when the first request was made of his department,
 19 because that is documented, Mr Dyson. I'm asking you,
 20 because it is in your witness statement, this audit,
 21 this preliminary audit done by Mr Ryan, where is
 22 the evidence of it?
 23 A. Well, I can't answer that question --
 24 Q. Because there is none?
 25 A. No, no --

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1 Q. You can answer it; there is none.
 2 A. That doesn't mean to say that -- the fact that there is
 3 no evidence here does not mean that it did not happen.
 4 Q. Well it does, doesn't it? Are you saying --
 5 A. Well, he is certainly --
 6 Q. Are you saying --
 7 A. He has certainly provided me with an email from
 8 Jez de Carteret, because he brought it to me and showed
 9 it to me. So there is evidence that he had been out and
 10 checked.
 11 Q. No that's not coming -- that's coming through all your
 12 underlings, isn't it?
 13 A. Mark Ryan -- you just asked me what did Mark Ryan do.
 14 What information did he get? I'm providing you with
 15 that. You have other documents where you have my
 16 signatures on a commentary. Those are part of the pack
 17 of information that Mark Ryan gave to me.
 18 Q. Where is the pack? Show me the pack. I want to see
 19 the pack, the disclosed document. You just mentioned
 20 it. Give me the pack he gave to you.
 21 A. It is in here somewhere because I have seen it, you just
 22 showed to me not 10/15 minutes ago.
 23 Q. No, I showed you one email. I want to see the pack.
 24 A. No, you showed me information where I have hand-written
 25 my notes --

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1 Q. That is an email with an attachment.
2 A. No, there is -- whatever that is, that's some of the
3 information that was given to me by Mark Ryan.
4 Q. Then I would like to see the rest of it, the pack.
5 I took to you page 726, 727, 728. Three pages which
6 have been disclosed by the defendants as one document.
7 It is document -- your Lordship will see the reference
8 in the bottom right-hand corner. B000690. Do you see
9 that?
10 A. Which document am I in?
11 Q. 726?
12 A. Of?
13 Q. Of this bundle.
14 A. E3?
15 Q. Yes. 726. Now what is this pack that you say you were
16 handed by Mike Ryan?
17 A. Those three pages then.
18 Q. Not a pack, is it, Mr Dyson.
19 A. I think that is a pack of information that was given to
20 me, yes.
21 Q. Okay. The truth is you hear from Mr Ryan that Mrs --
22 Dr Poulsen's partner wants out. You hear that? We are
23 agreed on that?
24 A. Yes.
25 Q. You have a conversation with him, wholly undocumented,
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1 we have no notes on it, but you have a conversation with
2 him. That's your evidence?
3 A. Correct.
4 Q. During that conversation you must have said to him:
5 right, we have to keep a tight control on this woman,
6 I know about her from before --
7 A. No, the conversation I had with him was about the share
8 sale, that Barry Weller wants to sell his shares to
9 an OO and I said: no, we are not going to do that.
10 Q. Okay: no, we are not going to do that, we are going to
11 keep tight control of the situation.
12 A. I didn't say that. I said: no, we are not going to do
13 that, because it is not part of the joint venture
14 agreement nor is it part of our strategy for having
15 right partnership in our stores.
16 Q. You must have said to him or he said to you -- we don't
17 know because we are not going to hear from him, you
18 don't have any notes of it and can't recall from the
19 precise conversation -- that: you need to get hold of
20 some evidence or some issue which you can use to
21 leverage your position.
22 A. That is incorrect, untrue.
23 Q. He, you say, provides you with a copy of the email from
24 13th August 2010 to his assistant, Steve Glass. That's
25 page 726.
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1 A. Those three pages is what --
2 Q. You made very clear to me that this is Steve Glass' copy
3 and Steve Glass is Mike Ryan's assistant.
4 A. Who did?
5 Q. You did, in an answer to a question from me.
6 A. It was addressed to Steve Glass.
7 Q. So it was not a case of him doing a desktop audit, and
8 ringing around all the departments; the loss prevention
9 and the property and everything else, it was him and you
10 recalling that only three or four months earlier had
11 come across his team an issue about -- from Mr Jez
12 de Carteret -- and that therefore there would be some
13 piece of evidence that you could start building a case
14 around. That must have been how it happened.
15 A. That's not true.
16 Q. Because there no evidence --
17 A. That doesn't mean to say that it's not true.
18 Q. But Mr Dyson, how could he have contacted all these
19 different departments without there being any evidence
20 of it, either outwards from it --
21 A. He probably picked up the telephone and spoke to his
22 colleagues that he works with all the time.
23 Q. So why are there no emails back from those colleagues
24 saying: yes -- let's take an example, the loss
25 prevention departments: yes Mike, we have got some stuff
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1 on Bognor, here it is. Here is the email --
2 A. I cannot answer your question because I don't know.
3 Q. You can't answer because it is not right, is it?
4 A. I'm telling you that -- what happened and
5 the conversations I had with Mike Ryan.
6 Q. What you actually do is page 739, you are personally
7 onto this now. I'm not quite sure why you are so
8 personally interested.
9 Mr Potts put it to Mr Weller that it was nonsense to
10 suggest that you would personally get interested in the
11 sale of his shares.
12 A. I was involved in every share sale in the whole company.
13 Q. Well, why did Mr Potts put it the way he did, as I
14 showed you this morning?
15 A. I don't know what Mr Potts put it.
16 Q. All right. You get very personally involved in this
17 share sale -- let's read your email -- and you attached
18 to that email an attachment, don't you? 739. Do you
19 see that? And I think that attachment must be --
20 A. Sorry, I read that -- the attachments, yes, there would
21 have been attachments.
22 Q. On 739 under the subject, "Next steps Bognor Regis",
23 from your PA to Mark Raines.
24 "Next steps Bognor Regis", yes?
25 Under that in slightly different typing there is
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1 a Pdf document.
 2 A. Yes.
 3 Q. I'm going to suggest to you that that is page 726. You
 4 have done your little desktop analysis for yourself --
 5 A. 726?
 6 Q. -- and previous correspondence on this issue which is
 7 concerning:
 8 "Why no action? Derek."
 9 And 727:
 10 "Bognor payroll and Helle Poulsen husband/partner."
 11 And 729, all your little analysis there.
 12 That is you doing your own little desktop analysis
 13 of the document that your number two, Mike Ryan, has
 14 provided to you, isn't it?
 15 A. These are the attachments to that document that was
 16 emailed, which Mark Ryan gave to me. I'm not sure
 17 the point you are making. So if these are
 18 the attachments to it and I sent those to Mark Raines,
 19 then these are the attachments. I didn't go and get
 20 those. I was brought those by Mike Ryan, whose job it
 21 was to make sure that the business transfer did their
 22 job in due diligence, making sure there was no
 23 liabilities on this store coming from any of the
 24 departments where big expenditure would come from.
 25 Q. No, you personally wanted to find a way of leveraging

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1 the position --
 2 A. No I didn't.
 3 Q. -- and so you personally wrote on page 726 -- and if
 4 necessary we will get hold of the original of this, but
 5 when it came to you it obviously didn't have your
 6 handwriting on it, logically. So this version is what
 7 you wrote on it. This is the version that you then
 8 PDF --
 9 A. Exactly yes.
 10 Q. -- to your team.
 11 A. I don't disagree with that.
 12 Q. So we can see your mindset from your own notes, can't
 13 we? Previous correspondence on the issue which is
 14 concerning:
 15 "Why no action? Derek."
 16 Do you see that?
 17 A. I do see that.
 18 Q. Over the page you have done your little underlining and
 19 analysis and pointing out to them that it is Helle
 20 Poulsen's husband/partner.
 21 A. Yes.
 22 Q. You are telling them, they are not telling you?
 23 A. I don't understand the significance. Three documents
 24 are given to me. I then look at the documents and
 25 I then put comments on the documents, as you would do

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1 when you have been presented with information.
 2 Q. Then:
 3 "70K plus per year for 25 hours per week."
 4 That is you.
 5 A. Yes.
 6 Q. Then:
 7 "Attendance/added value?"
 8 You personally can't possibly know, at this point,
 9 how much Mr Vos attends the store, can you?
 10 A. I think Mike Ryan would have told me it was a 24 hour
 11 contract, so therefore I would have known.
 12 Q. No, no, attends the store. One issue is the 25 hours
 13 a week.
 14 A. It says attendance.
 15 Q. "Attendance/added value?"
 16 A. But this amount of money, what -- how are we getting any
 17 value for 25 hours? The attendance is 25 hours. What
 18 added value is that?
 19 Q. You are raising a question mark. You are raising it
 20 as a potential issue to be addressed in what's about to
 21 happen, questioning his attendance at the store and
 22 whether he adds value. That's what this is about, isn't
 23 it?
 24 A. Yes, I'm very concerned about the level of remuneration
 25 for somebody that's working 25 hours a week.

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1 Q. You are not concerned.
 2 A. I'm very concerned.
 3 Q. Only two months earlier your whole team has looked at
 4 it --
 5 A. I did answer the question at that point when you asked
 6 me that, I did not see that email, I did not know that
 7 Mike Rowe had made those comments, I was not aware of
 8 it, it has now been brought to my attention, I'm now
 9 aware of it and I'm now free to comment on it.
 10 Q. No, you are looking for a way to create --
 11 A. No I'm not.
 12 Q. -- an issue. Let's see what you say in your email, 739:
 13 "You will not be allowed. Current JVP borrowed the
 14 money ..."
 15 Well, you got that wrong.
 16 A. 73?
 17 Q. 739:
 18 "Finally I understand that her husband Godfrey is
 19 now on the payroll ..."
 20 A. I haven't got there yet.
 21 MR JUSTICE HILDYARD: Let him remind himself about that
 22 email.
 23 MR STUART: In the middle between the two hole punches:
 24 "Finally I understand that her husband Godfrey is
 25 now on the payroll at a inflated salary, and does not

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1 attend!"
 2 You cannot possibly have known about his attendance
 3 at the store, at this time, this is on Monday
 4 10 January. The whole thing hadn't even been
 5 considered.
 6 A. And the question?
 7 Q. How can you write:
 8 "I understand that he does not attend."
 9 Or are you just trying to plant some possible
 10 arguments that we, SOG, might use to undermine
 11 Dr Poulsen? Which is exactly what the claimants now --
 12 A. I clearly had some information that would have told me
 13 that he didn't attend.
 14 Q. Show me the information, because according to you there
 15 has been no investigation at this point.
 16 A. I can't give you that. This is a letter that obviously
 17 was written by Annelies. I would have dictated or
 18 written it and I would have been in possession of
 19 information.
 20 Q. What information? This is very important Mr Dyson.
 21 What information are you in possession of?
 22 A. That somebody has told me that he is not attending.
 23 Q. Who?
 24 A. I have no idea, I can't recollect. I can't tell you
 25 something that I can't recollect.

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1 Q. "If my memory is correct ..."
 2 So this is in the first person. This is you
 3 personally. This is Derek signing off here, not
 4 Annelies. This is not Mike Ryan. Not the team, this is
 5 "my memory":
 6 "If my memory is correct, we had to stop him
 7 submitting bills in the past for advice/training
 8 et cetera."
 9 A. Yes.
 10 Q. Do you see that?
 11 A. Yes.
 12 Q. So you were involved in that?
 13 A. No I wasn't. If you remember -- I wasn't -- if you
 14 remember, at the meeting I had with Dr Helle Poulsen and
 15 Mr Weller -- one of the things they asked me to do was
 16 get a copy of the minutes of the meeting that they had
 17 had with -- with Barry and with Dr Poulsen. Which
 18 I did. So from my memory, those minutes, which I got
 19 them for -- which -- I got them for them and sent them
 20 to --
 21 Q. That was back in March 2009. But you got them,
 22 the March 2008 meeting notes.
 23 A. Yes.
 24 Q. You got them and you read them then, did you, when you
 25 got them. And that's what has planted it in your memory

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1 about stopping him submitting bills and advising
 2 training?
 3 A. I would be lying if I said: yes, that's exactly what it
 4 is, so I'm not going to say that. In my memory I was
 5 aware -- because they asked for the minutes of those
 6 meetings and at that time I am sure that I would have
 7 been -- I would have looked at the minutes of these
 8 meetings to satisfy my curiosity. I don't know.
 9 Q. Let's see how you put it:
 10 "Can you get under the skin of this ..."
 11 Is that a phrase you use?
 12 A. Yes.
 13 Q. What does that mean?
 14 A. Get under the skin of it, get underneath and find out
 15 what's going on.
 16 Q. "... and develop a plan?"
 17 This is your instruction, your order to your number
 18 two, Mark Raines?
 19 A. Yes.
 20 Q. He is to develop a plan?
 21 A. Yes.
 22 Q. "... to resolve and put her back in her box."
 23 Is that a phrase you use?
 24 A. Yes.
 25 Q. Would you use it to her face?

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1 A. Probably not.
 2 Q. I mentioned it earlier in my cross-examination and you
 3 disagreed with it, didn't know what I meant. Or
 4 wouldn't agree that that is what you were doing.
 5 A. Sorry? This is specifically about the situation where
 6 we have got Dr Poulsen selling Barry Weller [sic],
 7 who -- she has no authority to sell his shares --
 8 Q. She is not selling them, she is hawking them.
 9 A. Can I answer the question?
 10 Q. Yes.
 11 A. She is saying: I want to have an OO as my partner, and
 12 I'm saying: no, we are not going to do that, we are
 13 going to make it a DO. I'm not going to have a long
 14 debate about it, so you need to go and make it really
 15 clear that this isn't going to happen. And if she plays
 16 the card -- which she has done, and she has done it to
 17 me and Mike Ryan and to other people in the business --
 18 "I will resign."
 19 Q. If she plays the card, "I will resign"?
 20 A. She has done that in the past.
 21 Q. Right.
 22 A. So if she doesn't like what we are doing --
 23 Q. What is: putting her back in her box?
 24 A. We are not going to go along with the plan that is being
 25 put forward by Dr Poulsen currently, we are going to go

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1 with what we can do, because we select the people, we do
 2 the stage 1s and we put retailers with ophthalmic
 3 opticians. So put her back in the box is explaining we
 4 are not going to change that plan.
 5 Q. I'm explaining things to you that I don't agree with
 6 what you say, but I'm not putting you back in your box.
 7 A. You have asked me what that meant, I have given you
 8 the answer to what I meant.
 9 Q. "Or an exit plan."
 10 In other words she either -- it is your way or she's
 11 out?
 12 A. No. It is our way and if she hands her notice in, then
 13 this time let's proceed.
 14 Q. An exit plan. Develop a plan. You are telling your
 15 number two to develop a plan to put her in her box or
 16 out.
 17 A. No I have just explained what I just said there, and
 18 you --
 19 Q. That's what it says --
 20 A. You asked me to say what did I mean and I meant that we
 21 were not going to follow the plan that was being put
 22 forward. We were going to have an ophthalmic optician
 23 and a retail or a DO, and if Helle played the card when
 24 she doesn't like stuff, "I will resign", then we will
 25 develop the exit plan because we are not going to go

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1 down another long dispute et cetera with Helle.
 2 Q. I'm going to suggest to you that the words you use are
 3 quite clear and that you are giving the orders to
 4 Mark Raines to develop either a plan to put her back in
 5 her box or an exit plan. There are two options for her.
 6 She either agrees with what you say or she is out?
 7 A. That's not what I just said to you.
 8 Q. I know it isn't. Page 741 --
 9 MR JUSTICE HILDYARD: Can I just ask about the attachments,
 10 the penultimate --
 11 MR STUART: As I say, I believe that the attachment -- does
 12 your Lordship see it? It says 2011-0110143907.pdf.
 13 MR JUSTICE HILDYARD: I do, and I think Mr Dyson you
 14 accepted that those are the documents at 726 through
 15 72 --
 16 A. I think so my Lord.
 17 MR JUSTICE HILDYARD: You think that?
 18 A. Yes.
 19 MR STUART: My Lord, I think I may be able to prove it because
 20 the same attachment, the same pdf document gets attached
 21 to another email.
 22 MR JUSTICE HILDYARD: Well, would you rather I didn't
 23 interrupt?
 24 MR STUART: No.
 25 MR JUSTICE HILDYARD: I was just wondering about submitting

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1 bills in the past for advice or training. Are those
 2 the documents -- that's something else, is it?
 3 MR STUART: If you go to 761 in the same bundle.
 4 MR JUSTICE HILDYARD: I will let you get there in due
 5 course.
 6 MR STUART: My Lord, let me do this now so we can get this
 7 absolutely clear. Do you see that?
 8 MR JUSTICE HILDYARD: I see.
 9 MR STUART: Do you see that Mr Dyson?
 10 A. Yes.
 11 Q. Now, here, this is again disclosed by the defendants.
 12 This is document B000709. Does your Lordship see at the
 13 bottom?
 14 MR JUSTICE HILDYARD: Yes.
 15 Q. The attachment to that is disclosed as B000710.
 16 The attachment identification number at the top of
 17 page 761 is the same number, 2011-0110143907.pdf.
 18 Do you see that Mr Dyson?
 19 A. I'm not -- I'm not --
 20 Q. I know, you are not computer literate, but I think we
 21 can all agree --
 22 A. I was going to say -- nothing to do with computers --
 23 I don't disagree that those were the attachments.
 24 Q. You don't disagree, great. So 736, 764 is exactly
 25 the same document because it is the pdf attachment to an

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1 email and it gets attached to two emails.
 2 Back to what you are doing on 10th January, page 741
 3 Mr Raines replies to you, do you see?
 4 A. Yes, I do see.
 5 Q. Same day, Monday 10th. 7 o'clock in the evening:
 6 "Hi, I am aware of this and it is on my agenda.
 7 Agreed that the objective is to exit [I think that must
 8 be to exit] if poss."
 9 Do you see that?
 10 A. I do see that.
 11 Q. Let's not beat about the bush Mr Dyson. The answer you
 12 gave me to the previous question about 739 is clearly
 13 your preferred option, isn't it? The objective is --
 14 A. I will go back and answer the question which you asked
 15 me, which is if Helle Poulsen resigns, which I think she
 16 probably would do, because she has done that before,
 17 then we would accept her resignation and move on.
 18 Q. It doesn't say any of that in your email, does it? It
 19 doesn't say anything about her resigning or you
 20 accepting her resignation and moving on. It doesn't say
 21 anything about that.
 22 A. You are asking me what was in my mind when I wrote this.
 23 Q. No, I asked you about what is in the email. Listen to
 24 the question. You didn't say anything of that in
 25 the email, did you?

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1 A. No.
2 Q. No. 741 Mr Raines has received your email. Have you had
3 a word with him about it? Have you spoken to him?
4 A. Sorry?
5 Q. Have you spoken to him between your email of 2.41 pm and
6 his email back to you of 6.59 the same day?
7 A. Not that I'm aware of, no.
8 Q. "I'm aware of this and it is on my agenda. Agree that
9 the objective is to exit if possible, Mike Rowe is
10 establishing what has actually happened here in terms of
11 people's agendas before deciding the best way to achieve
12 the objective."
13 It is pretty clear, isn't it, that the objective is
14 to get her out?
15 A. If she hands her notice in, yes.
16 Q. No mention of notice. Of her voluntarily exiting. It
17 is all about the objective being exit and you are
18 looking for the best way to achieve the objective. You
19 are trying to achieve something. Or is that just SOG
20 speak; achieving an objective?
21 A. I didn't write this email.
22 Q. I know. It is to you. I agree with you.
23 45 minutes later, 743, Mike Rowe responds:
24 "Hi Mark ..."
25 Do you see that at the top of 743?:

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1 "Hi Mark, I have only just returned ..."
2 Presumably he has been on an extended Christmas
3 break of some sort. Don't know. We are not going to
4 hear from him:
5 "I have only just returned, but in Guernsey on
6 Tuesday so will find out what is going on."
7 So what happened? When they came over to Guernsey
8 they came and have a word with you, did they?
9 A. No they come to Guernsey because they will have meetings
10 to come to. They are not coming to see me.
11 Q. They are not going to come to see you?
12 A. "I have only just returned, but in Guernsey on Tuesday
13 so will find out ..."
14 He will be coming to Guernsey. He is not coming to
15 see me. He is coming over on a regular basis to see
16 whoever he is going to see, the retail support team --
17 Q. The person he is going to see on Tuesday is going to be
18 you, isn't it? Because this is at the top of a string
19 of emails which starts with your one, your orders as
20 I called them. From Derek Dyson at 2.41:
21 "Hi Mark, get under the skin of this ... develop a
22 plan to resolve it ... put her back in her box ... exit
23 plan."
24 A. He is not coming to see me. It doesn't say that at all.
25 It says that he's just returned from Guernsey on

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1 Tuesday.
2 "I'm coming back to Guernsey ..."
3 Q. "... so we'll find out what is going on."
4 He is obviously going to come and discuss it with
5 you.
6 A. He will probably go and discuss it is with Mike Ryan.
7 Q. "No contact from Helle, will get hold of in
8 the morning."
9 Then next email seems to be 746. Do you see that?
10 Mr Ryan is filling in Susannah Hart, Riyaz Rajan,
11 Steve Glass, Mark Raines and Dave Markham.
12 A. Yes.
13 Q. What he is saying, it seems -- if you read that -- can
14 you read that email:
15 "Been trying to contact Barry. I received a message
16 tonight from him saying that a letter from Barry and
17 Helle was on its way. Once the letter hits we will no
18 more ref their intentions. My initial reaction is that
19 we should stay with the default position of retail and
20 optom, although optoms are difficult to source."
21 Do you see that?
22 A. Yes.
23 Q. Obviously the plan at this stage, from his point of
24 view, as a matter of -- this is Mr Rowe now. Mr Rowe is
25 writing this to Mr Ryan -- is he is going to await

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1 developments. He is going to await the letter before
2 doing anything?
3 A. That's what it says, yes.
4 Q. Then you get involved at page 748. So you are
5 obviously -- I say you get involved. Mr Raines writes to
6 you forwarding that email. Do you see that? So at the
7 top. It is to you and Mr Ryan from Mr Raines on
8 14th January and "for your information".
9 So He is forwarding to you the email from Mr Rowe.
10 Do you see that?
11 A. Yes.
12 Q. "Can you look out for the letter and we can decide on
13 reaction to take once aware of the content."
14 All of you seem to be awaiting a letter from Poulsen
15 and Weller?
16 A. Yes.
17 Q. That doesn't come for a while it doesn't come until --
18 two letters actually come at 752 and 754. These were
19 the ones that the claimants were cross-examined about at
20 length. Do you remember? This is 31 January.
21 The first letter is to Mr Rowe and has this rather odd
22 paragraph above the date saying: you are absolutely not
23 to disclose this to anybody. Do you see that?
24 A. Yes.
25 Q. No doubt he did disclose it to you?

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1 A. Yes.
 2 Q. And then the more substantive letter is 754, which is
 3 setting out what might be described as the reasoning
 4 behind the suggestion that Mr Yogarathnam could take up
 5 the shares, et cetera. And you recall no doubt seeing
 6 that?
 7 A. Yes.
 8 Q. What then seems to happen -- if we look at 756, I have
 9 to admit that this document is not dated. It is your
 10 disclosed document and we don't have the precise date in
 11 February when this gets generated, so I think it has
 12 just been put into this part of the bundle because it
 13 bears the date February. Okay? Do you see that?
 14 A. Yes.
 15 Q. But what seems to have happened is that someone
 16 somewhere is hatching a plot to investigate -- well, to
 17 suspend Dr Poulsen on the grounds of serious financial
 18 irregularities, "send in Mel McAlindon of the loss
 19 prevention department. You are suspended, et cetera,
 20 et cetera."
 21 That's signed off by Alison Girollet. I say signed
 22 off because it is not entirely clear whether she signed
 23 it off or not. It is an odd thing for her to sign given
 24 that there is no suspension, there is no investigation
 25 at this stage; is there Mr Dyson? Someone has got a bit

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1 ahead of themselves here on their documents, haven't
 2 they?
 3 A. I can't comment on that, but --
 4 Q. You can. You are the only person here who can actually.
 5 A. Again, I hadn't seen this until this came through when
 6 I was doing my statement. Clearly it says what it says.
 7 Q. You see I'm going to suggest to you that, as
 8 the claimants have said, a plan was being hatched on
 9 Guernsey, amongst you and Mr Raines and Mr Ryan and
 10 the others who are mentioned on the emails, to develop
 11 a plan -- this is the plan being developed -- and this
 12 is how you are going to get her exit.
 13 You are going to come up with some sort of sham
 14 disciplinary, serious financial irregularity allegation
 15 because that happens to be something that you were doing
 16 to another bunch of JVP partners at that time. So it
 17 was firmly in your mind that this would be a good idea,
 18 weren't you?
 19 A. It is not in my mind. This is a letter that has been
 20 written by Alison Girollet and I cannot comment on
 21 the background as to why she has written it.
 22 Q. You can.
 23 A. I'm not sure how I can when I didn't get a copy of it,
 24 and was not aware of its existence.
 25 Q. Are you saying this happens entirely without your

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1 knowledge? You are on the top of all of this. These
 2 people all report up to you, through various --
 3 A. Alison Girollet does not report to me.
 4 Q. Which department is she in?
 5 A. She is in the legal department.
 6 Q. So who gets in touch with the legal department, you?
 7 A. I didn't get in touch with them, no.
 8 Q. We don't see anywhere who does, you see. It is as if by
 9 magic this document has appeared.
 10 A. I can only comment on what I know.
 11 Q. I'm going to suggest to you that it doesn't fit your
 12 case, of course it doesn't, but what it does do is
 13 evidence that behind the scenes in Specsavers at that
 14 time, you were trying to come up with a plan to develop
 15 a plan to get rid of Dr Poulsen?
 16 A. No.
 17 Q. And that plan was going to involve a suspension --
 18 an investigation by Mr McAlindon which was going to come
 19 up with a finding of serious financial irregularity,
 20 which just happens to be exactly what happened six
 21 months later.
 22 A. As I have said, I can't comment on that. Clearly it is
 23 there, it has been disclosed. I have never seen it
 24 before until it was disclosed. I wasn't aware of it.
 25 Q. We see Mrs Parham's letter at 758, not in identical

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1 terms but similar terms. It obviously doesn't refer to
 2 the right -- they have a different format of companies,
 3 so it is all in different words, but the general context
 4 is the same. Mr McAlindon is going to be sent in, run
 5 a series of disciplinary interviews -- financial
 6 irregularities -- there's going to be a suspension. Do
 7 you see that?
 8 A. I do.
 9 Q. Now apart from the fact that they were both on
 10 Mr Clark's list of two stores --
 11 A. No, I did correct you on that. He added two to his list
 12 of many other stores that he was dealing with.
 13 Q. Do you know what list he had?
 14 A. He would have had a list that he maintained in terms of
 15 his workload.
 16 Q. Have you seen it?
 17 A. I would have seen it when we were having meetings.
 18 Q. We are not going to hear from Mr Clark, are we? He is
 19 not going to come to give evidence?
 20 A. I don't think so, no.
 21 Q. Are you giving evidence that there was a list of stores
 22 that he was doing something to with regards to Sunday
 23 trading?
 24 A. I didn't say Sunday trading. I said, a list of stores,
 25 as a business performance manager he would have been

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1 working with, in order to drive the business forward.
 2 Q. No, the only common ground between Uckfield and Bognor
 3 was they were both on his list as the "Sunday trading".
 4 That is the only thing they had in common. They were
 5 the two of the three stores that were named and the two
 6 that were passed to him.
 7 A. Sorry, what was the link with David Clark?
 8 Q. I was about to ask you. Apart from that common ground,
 9 that those two stores had been escalated to David Clark
 10 for Sunday trading, apart from that, what is
 11 the connection between Uckfield and Bognor in
 12 February 2011?
 13 A. I have got no idea.
 14 Q. So why is somebody in the legal department drafting
 15 suspension letters for the two of them?
 16 A. I can't answer that question.
 17 Q. Meanwhile, the Specsavers write to Mr Weller,
 18 page 760-1. Do you see that? 2nd February. Mr Ryan.
 19 A. Yes.
 20 Q. So this is, as it were, is what is going on, on
 21 the record, with Mr Weller between you and Mr Weller.
 22 I say "you", I mean your team and Mr Weller. Okay? And
 23 what they do is they write to him on the 2nd and they
 24 are basically saying, on the 5th:
 25 "We emailed you, at Helle Poulsen's request, a copy

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1 of the business transfer brochure, asking you to confirm
 2 that you wanted to sell. To date we have no record of
 3 having received your letter".
 4 Do you see that?
 5 A. Yes.
 6 Q. Then they set out that it is:
 7 "My board's policy not to waive this requirement
 8 unless there is a very compelling argument for doing
 9 so."
 10 So they lay down a marker.
 11 A. Sorry, can you point me to it?
 12 Q. It is half way down the next paragraph. There is
 13 a sentence right in the middle. It starts:
 14 "It is my board's policy not to waive this
 15 requirement..."
 16 That is the requirement for the retailer to sell to
 17 a retailer.
 18 A. Can I read?
 19 Q. Yes.
 20 "... unless there is a very compelling commercial
 21 argument for doing so. To secure approval my board
 22 require a written business plan, supported by
 23 the RDC..."
 24 That is by the regional person, yes?
 25 A. Yes.

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1 Q. "... detailing the benefits. I look forward to
 2 receiving your letter [et cetera]."
 3 So he is basically batting it back to Mr Weller and
 4 saying, if you want to put this to us, you have got to
 5 do it in a proper way with a letter and with a business
 6 plan and get your RDC.
 7 A. That's what the letter says, yes.
 8 Q. That's on 2nd February. Meanwhile behind the scenes --
 9 761 -- I haven't put these in in this order Mr Dyson.
 10 Let me be clear to you, this is just the way they fall.
 11 Behind the scenes you personally are emailing
 12 Mr McAlindon. How is this happening Mr Dyson? What are
 13 you doing here? Why are you getting so personally
 14 involved?
 15 A. Because Michael Ryan has given me the pack with
 16 information on --
 17 Q. No, that was back in January, according to you,
 18 Mr Dyson. This is 8th February now. That is month
 19 later. We have seen what's gone on in the interim
 20 period because I have taken you to it and you have no
 21 explanation for it. 8th February:
 22 "Mel, we have a strong suspension that the husband
 23 of Helle Poulsen, Godfrey Vos, is on the payroll.
 24 Allegedly he is on a big salary but nobody is sure of
 25 what he does."

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1 A. I fail to understand why I wouldn't raise that issue
 2 with the loss prevention team.
 3 Q. What has it got to do with you personally? The Retail
 4 Global Director of Specsavers. Why are you getting
 5 yourself involved --
 6 A. Because it has been raised to me by Mike Ryan and now
 7 I'm aware of it.
 8 Q. Back in January. Why haven't you left it to Mr Ryan?
 9 A. This is only 8th February.
 10 Q. This is a month later.
 11 "Can you do --"
 12 A. Well, is it a month later? What was the previous date?
 13 Q. We never got a date from you, did we?
 14 A. You were saying it is a month later and I say it
 15 wouldn't -- this is days into February.
 16 Q. 10 January you sent the email. So 29 days later. 4
 17 weeks and a day later. You are quite right, it is not
 18 a month, Mr Dyson.
 19 A. I wasn't trying to be facetious.
 20 Q. I think you were.
 21 A. No, I wasn't.
 22 Q. 29 days later you write to Mr McAlindon:
 23 "Can you do the desktop research?"
 24 I thought that had already been done, Mr Dyson.
 25 A. That was for a different purpose.

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1 Q. Ah. What is the purpose now?
 2 A. The purpose now is that I have now got a strong
 3 suspension that what's going on here is not as it should
 4 be, because of the high salary and the low number of
 5 hours.
 6 Q. Do you want me to remind you of what you wrote 29 days
 7 earlier to your team, ie Mr Raines, because he is
 8 the head of that part of the team?
 9 "The current JVP borrowed the money."
 10 You have got that wrong:
 11 "Finally I understand that her husband Godfrey is
 12 now on the payroll at an inflated salary and does not
 13 attend! If my memory is correct [et cetera]."
 14 A. Sorry, was that supposed to help me with this?
 15 Q. Yes. Nothing has suddenly occurred to you in the 29
 16 days in between, Mr Dyson. So why are you personally
 17 getting so involved in the grubby, nitty-gritty of
 18 dealing with Helle Poulsen?
 19 A. Because all of these people report directly in to me and
 20 are heads of various departments and I still don't
 21 understand the point that you are trying to make. I'm
 22 passing information that I have got to Mel, who is in
 23 the loss prevention department.
 24 Q. Why are you doing it? Why don't you get Mr Ryan to do
 25 it who had the information or Mr Raines who you have

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1 given the information to or Ms Hart or Mr Rowe --
 2 A. Because these are my direct reports.
 3 Q. These are all your direct reports. They can all talk to
 4 each other. They do often.
 5 A. You asked me a question: because he is a direct report
 6 of mine.
 7 Q. You want to get Mr McAlindon and his team involved now,
 8 don't you?
 9 A. I want him to do desktop research to see if there is
 10 a problem here. That's what the email says.
 11 Q. That's what the email says. The question is what is
 12 going on behind the email, Mr Dyson?
 13 A. It is what the email says and what the email says is
 14 the reason why I asked him to do it.
 15 Q. We have not got any document from you for
 16 the intervening period. Have you had some conversations
 17 with these people that has suddenly put it onto
 18 your agenda that you are personally going to get
 19 involved?
 20 A. That I'm personally going to get involved? I am
 21 personally involved when Mark Ryan brings me the
 22 documents.
 23 Q. No, you have given orders to Mr Raines, Mr Ryan,
 24 Mr Rowe, that's it. We don't then see your name on any
 25 of the emails or on any of the letters and now suddenly

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1 you are emailing Mr McAlindon.
 2 A. I can only answer what I have said. Mr McAlindon is
 3 a direct report of mine. He is in loss prevention. It
 4 has been made aware by Mike Ryan and I'm now passing
 5 that information on to Mel to have a look at it and to
 6 check whether there are any issues here --
 7 Q. Surely, on your previous version of events, Mr Ryan has
 8 already asked Mr McAlindon's loss prevention department
 9 to do a desktop audit; this one that we can't find any
 10 evidence of, back just before 10 January.
 11 A. That was for a different purposes. That was to do with
 12 the share sale.
 13 Q. This is all to do with the share sale.
 14 A. No, this is to do with Jez de Carteret raising
 15 the issue. It is to do with the share sale. You are
 16 right. But that was brought to me.
 17 Q. You are very keen Mr Dyson to try to make it clear that
 18 your involvement here is just what is standard, usual
 19 practice, that you personally should be involved like
 20 this?
 21 A. I'm very keen to?
 22 Q. Your answer seems to be: of course I'm getting
 23 personally involved in this grubby little investigation.
 24 A. I didn't say "grubby little investigation".
 25 Q. No, I did.

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1 A. I know you did, but you just said I did.
 2 Q. You personally were getting involved in this
 3 investigation for what reason? Because it is standard
 4 practice for you to get involved personally?
 5 A. When it comes to share sale of joint venture partners'
 6 shares, it is my role, along with a group of other
 7 people, to actually work that through and to make sure
 8 that we get the right partners in and that we are aware
 9 of what transactions are going on.
 10 Q. You see Mr McAlindon, he is going to come and give
 11 evidence. It is in bundle C.
 12 A. Bundle C?
 13 Q. Yes. Your witness statement bundle, two tabs further
 14 on, his first statement. Paragraph 14.
 15 A. Mr McAlindon section 4? No.
 16 Q. Tab 3, Mr McAlindon's first statement. Page 54 of the
 17 bundle. He is dealing with the remote audit of the
 18 Bognor Regis store.
 19 A. Page 53.
 20 Q. Page 54, sorry.
 21 A. Yes.
 22 Q. On paragraph 13 he refers to this email. Do you see?
 23 A. Yes.
 24 Q. And then that is the first contact he mentions. And
 25 then he goes on to his dealings with Mr Ryan and that is

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1 at paragraph 14.
 2 "On 28 February I was copied in on a business
 3 transfer update from Mr Ryan".
 4 Do you see?
 5 A. What was the next reference?
 6 Q. There. 13.
 7 A. Yes.
 8 Q. You contact him?
 9 A. Yes.
 10 Q. 14: 28 February, Mr Ryan contacts him. On your version
 11 of events that you have given his Lordship, totally
 12 unsupported by any documents but, you say, no, Mr Ryan
 13 contacted everybody on or between the 5th January and
 14 10th January. It must have been. Because the 5th is
 15 when Mr Weller phones up and the 10th is when you are
 16 already emailing out your little analysis. So what's
 17 gone on Mr Dyson?
 18 A. I don't understand the question.
 19 Q. Mr McAlindon doesn't seem to have any evidence about
 20 being contacted on 5th, 6th, 7th, 8th or 9th January.
 21 He says he was contacted by you on 8th February, which
 22 we can see the email I have just taken you to, and he
 23 was contacted by Mr Ryan on 28 February. Okay?
 24 A. Okay.
 25 Q. Are you still maintaining to his Lordship that what

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1 happened was Mr Ryan contacted everybody, all
 2 the departments, for information on 6th --
 3 A. Yes, because he always does that.
 4 Q. Because he always does that? I'm not sure that means
 5 you know he did it on this occasion Mr Dyson and in fact
 6 he doesn't always do it, does he? He might await
 7 confirmation from Mr Weller that he actually wants to
 8 sell his shares before starting the hassle of a desktop
 9 audit. Don't you think that's a possibility?
 10 A. That is a possibility.
 11 Q. So perhaps Mr Ryan didn't contact anybody and perhaps
 12 you did get that document from Mr Ryan as a result of
 13 your discussion with Mr Ryan.
 14 So there is a little flurry of correspondence
 15 backwards and forwards between Dr Poulsen and Mr Ryan
 16 and at page 772, 16 February, you are back on the scene.
 17 Do you see it? 772. From your PA but signed off
 18 "Derek"?
 19 A. Yes.
 20 Q. Basically he has forwarded to you, page 773, which is
 21 Dr Poulsen's/Mr Vos' email of 16 February to Mr Ryan.
 22 Do you see?
 23 A. I have got it, yes.
 24 Q. And where they are sort of raising issues. They are
 25 raising issues about this request. Do you see that?

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1 A. Yes.
 2 Q. So when you get that forwarded to you, you say:
 3 "Mike, clearly they are playing a game..."
 4 That is Poulsen, Weller and Vos are playing a game.
 5 "... and it is one I'm not going to engage in."
 6 Yes?
 7 A. Yes.
 8 Q. I mean you are personally giving the orders here, aren't
 9 you? When you say "I'm not going to engage" you mean
 10 "I am not going to engage". Is that right Mr Dyson?
 11 A. I'm just trying to read it and then I can answer your
 12 question.
 13 Q. Okay.
 14 "We need to stick to the party line and our agreed
 15 process, which no doubt you will already be planning."
 16 A. Yes.
 17 Q. I think --
 18 A. OO shares --
 19 Q. The process has been --
 20 A. -- and retailer shares.
 21 Q. No, no, no, no, no. The process you will already be
 22 planning.
 23 "We need to write to them explaining the roadmap and
 24 if she wants to go, then so be it."
 25 This sort of ties in, doesn't it, with the getting

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1 Mr McAlindon involved, the undated February letter,
 2 suspending her on a false charge of financial
 3 irregularity?
 4 A. I don't see the connection that you are making. Mike
 5 Ryan has informed me that we are still in the process of
 6 negotiating a different plan from the one that we are
 7 not going to go to, which is, we are having a retailer
 8 in that store with retailer shares.
 9 Q. That's not a plan. That is not a process. That is not
 10 a process. That is a structure for the store. That is
 11 not a process for getting her out. That is just a -- it
 12 is just a suggestion. Anyway, you actually haven't had
 13 that conversation yet. We will come that in a minute.
 14 Now, 776, and I know I have to finish soon, so I
 15 will just deal with this.
 16 MR JUSTICE HILDYARD: I'm just wondering about the timing
 17 because I have to get to the meeting as well.
 18 MR STUART: I understand, my Lord. Can I deal with this one
 19 last letter, then that will be it. It is a very short
 20 email. I need to ask you about this because I think it
 21 might be in everybody's memory.
 22 Mr Dyson, page 778 is a letter from Mr Rowe, who is
 23 two layers below you, and he was somebody whose letters
 24 you simply don't get involved with. Do you remember?
 25 That was your evidence this morning.

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1 A. Yes.
2 Q. Page 776 has that letter as an attachment to an email
3 from you. Actually it is from your PA, Annelies
4 Tostevin. Do you see that? 776. The attachment is
5 Bognor Regis --
6 A. 77?
7 Q. 776. The attachment is:
8 "Bognor Regis-Let BW HP From M Rowe Feb 2011.doc".
9 Do you see that? Under the subject "Forward
10 Bognor."
11 A. Yes.
12 Q. "Hi Mike."
13 This is from you to Mr Rowe.
14 "Derek has made a few amends. Updated version
15 attached for signing and onward posting."
16 You seem to be awfully involved in the detail of
17 this, Mr Dyson; you are amending Mr Rowe's letters for
18 him. You told his Lordship this morning that you
19 absolutely never did any such thing.
20 A. I told him I didn't write letters for other people.
21 Q. No, I asked amend as well.
22 A. I do not remember you saying amend. I thought
23 the question was: do I write letters for other people?
24 To which I said definitely not.
25 Q. The truth, the whole truth and nothing but the truth,

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1 Mr Dyson. Do you remember?
2 A. Yes.
3 Q. Do you remember that?
4 A. Yes.
5 Q. Did you tell his Lordship: no, I don't write them for
6 him. I amend them but I don't write the whole --
7 A. I didn't mention that, I said that I don't write -- you
8 were saying I asked that question, and I am sure my
9 response was: I don't write letters for people like Mike
10 Rowe.
11 Q. We can see that, I am sure.
12 A. Okay, that would be --
13 Q. Why are you getting involved in the minutiae of writing
14 letters for junior members of staff?
15 A. This is not minutiae of writing letters. This is
16 clearly a letter that Mike wants to send and because of
17 previous experience with everybody he has sent it to me
18 for me to make sure that I'm happy with the letter and
19 I have made some minor amendments.
20 MR STUART: My Lord, would that be a convenient moment?
21 MR JUSTICE HILDYARD: Yes. Well, I'm just wondering how we
22 go on from here because we had rather hoped that we
23 would have completed, as it were, two witnesses by now
24 but we are not --
25 MR STUART: No.

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1 MR JUSTICE HILDYARD: -- close to that. How much longer do
2 you estimate you need?
3 MR STUART: We are quite a way through Mr Dyson's witness
4 statement actually, because he doesn't say much after
5 this. So about one hour further.
6 MR JUSTICE HILDYARD: About one hour. And Mr Potts?
7 MR POTTS: The problem is the next witness. As I understand
8 it, Mrs Birdi isn't coming tomorrow.
9 MR STUART: She has phoned up her employer and she has tried
10 to make -- or has made arrangements by telephone to have
11 a stand-in tomorrow afternoon. Is that right? So she
12 can be here tomorrow afternoon. Great news.
13 MR JUSTICE HILDYARD: Does that mean after 2 o'clock or does
14 it mean after the conclusion of this witness's evidence?
15 MR STUART: She says she will be here at 2.30ish. It sounds
16 like if Mr Potts is going to be -- I don't know how long
17 with this witness.
18 MR POTTS: With who?
19 MR JUSTICE HILDYARD: How long for you Mr Potts?
20 MR POTTS: With Mr --
21 MR JUSTICE HILDYARD: Yes.
22 MR POTTS: Not long at all, my Lord.
23 MR JUSTICE HILDYARD: That takes us to 12.00 say, just
24 adding that.
25 MR STUART: Yes.

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1 MR POTTS: It sounds like it may be a long lunch. It is not
2 ideal but ...
3 MR JUSTICE HILDYARD: Well, I'm not sitting late tomorrow,
4 past 4.15/4.30. Can I ask you to make any arrangements
5 you can for a more efficient day, but otherwise I will
6 take the time between about 12.00 and about 2.00 to 2.30
7 to read into the --
8 MR POTTS: It is Mr McAlindon, my Lord, and he is
9 a bigger --
10 MR JUSTICE HILDYARD: He is a chunky witness.
11 MR POTTS: So the point is I would like to deal with her,
12 which is the order we agreed.
13 MR JUSTICE HILDYARD: Yes, I understand that. I understand
14 you don't want to interpose him.
15 MR POTTS: No.
16 MR JUSTICE HILDYARD: I will have a more leisurely re-read
17 of Mr McAlindon and I will try and get to grips with
18 the next case too. But obviously I'm grateful to
19 Mrs Birdi for arranging things tomorrow afternoon, if
20 she were able to perform an even more magic result of
21 being here earlier, well, that would be more
22 efficient --
23 MR STUART: I am sure she will do what she can. She has
24 already made a number of calls to change appointments
25 and things.

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1 MR JUSTICE HILDYARD: Well, I'm grateful.
 2 MR STUART: If she can be here for 12.00, that would be even
 3 better than 2.30.
 4 MR JUSTICE HILDYARD: I will leave that to you, if you can
 5 just let me know what the position is. It sounds as if
 6 starting before 10.30 is unnecessary and probably
 7 a waste. Yes?
 8 MR STUART: I think so my Lord. That is right.
 9 MR JUSTICE HILDYARD: The same rules as before. No
 10 discussion about the case.
 11 A. I understand.
 12 MR JUSTICE HILDYARD: Thank you.
 13 (4.30 pm)
 14 (The court adjourned until 10.30 am
 15 on Friday, 13 December 2013)

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