

Company Number: 124842

**THE COMPANIES ACT 1985**

**PUBLIC  
COMPANY LIMITED BY SHARES**

**ORDINARY AND SPECIAL RESOLUTIONS  
OF  
PORTMEIRION GROUP PLC**

At the Annual General Meeting of the above named Company duly convened and held at London Road, Stoke-on-Trent, ST4 7QQ, on Monday 23<sup>rd</sup> May 2005 at 12.00 noon the following resolutions were duly passed as to resolution number 6 as an Ordinary Resolution and resolution numbers 7 and 8 as Special Resolutions:

**ORDINARY RESOLUTION**

7. THAT the Directors be authorised generally and unconditionally to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985) up to a maximum 3,290,260 Ordinary shares of 5p each during the period from the date of the passing of this Resolution up to and including 22<sup>nd</sup> May 2011 on which date such authority will expire.

**SPECIAL RESOLUTIONS**

8. THAT the Directors be hereby empowered to make allotments of equity securities pursuant to the authority conferred on them by a resolution of the shareholders passed by resolution 7 above as if sub-section (1) of Section 89 of the Companies Act 1985 did not apply to any such allotment, provided that this power be limited:
- (a) to the allotment of equity securities in connection with an issue in favour of Ordinary shareholders where equity securities respectively attributable to the interests of the Ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of Ordinary shares held by them, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with legal or practical problems in respect of overseas shareholders, fractional entitlements or otherwise; and
  - (b) to the allotment of equity securities pursuant to the terms of any share scheme for employees approved by the members in General Meeting; and
  - (c) to the allotment otherwise than pursuant to paragraphs (a) or (b) above of equity securities up to an aggregate of 493,540 Ordinary

