

Company No : 2475957

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF ALL THE MEMBERS

of

STAFFORDSHIRE TABLEWARE LIMITED

ENTITLED TO ATTEND AND VOTE AT

**GENERAL MEETINGS OF THE COMPANY TAKING EFFECT AS A SPECIAL
RESOLUTION**

Dated 11th December 1997

SPECIAL RESOLUTION

That the Articles of Association of the Company be altered as follows:

(1) in Article 22(A)(i) the words "...one of whom shall (at the election of CDC) be appointed as a non-executive Chairman of the Company..." be deleted;

(2) a new sub-clause (iii) be inserted in Article 22(A) as follows:-

“(iii) for so long as CDC and/or its holding company and/or any company which is a wholly owned subsidiary of its holding company and/or any of its wholly owned subsidiaries is a member or are members of the Company holding not less than five per cent by nominal amount of the equity share capital, CDC may appoint an A Director or a B Director as Chairman of the Company, and if no such person is such a member of the Company the holders of a majority of the Preference Shares and a majority of the Preferred Shares may appoint an A Director or a B Director as Chairman of the Company. Such persons as aforesaid may also terminate such Director's appointment as Chairman at any time”

