

2058487

WATERFORD WEDGWOOD U.K. PLC
(the "Company")

WRITTEN RESOLUTION OF SHAREHOLDERS

U.S. Private Placement



Written Resolution of the shareholders of Waterford Wedgwood U.K. plc (the "Company") made pursuant to Article 67 of the Articles of Association of the Company.

We, the undersigned, being all the members of the Company for the time being entitled to attend and vote at General Meetings of the Company.

1. **HEREBY RESOLVED** as an Ordinary Resolution:

That the Directors of the Company be hereby specifically empowered, authorised and directed to enter into, execute, deliver and perform a proposed transaction involving the Company, Waterford Wedgwood plc (the "Parent"), Waterford Wedgwood Finance Inc. (the "Issuer") and certain other subsidiaries of the Parent in relation to a U.S. private placement by the Issuer (the "Transaction"), carry out the Company's obligations thereunder and generally do and perform all such further acts and things on behalf of the Company in relation to the Transaction, the Transaction Documents (as defined below) and any of the matters referred to therein and/or contemplated thereby. The principal features of the Transaction being as follows:


- (a) The Issuer would issue 6.80% guaranteed Senior Notes dated due 18th November 2008 (the "Notes") pursuant to separate note purchase agreements to be made among the Issuer, the Parent and the initial purchasers respectively (as referred to in (f) below) (the "Note Purchase Agreements") in a form which has been made available to the directors.
- (b) The Issuer would issue Notes in a principal amount totalling US\$95,000,000 repayable on 18th November 2008 subject to optional prepayments.
- (c) Interest would accrue on the Notes at 6.80% per annum payable semi annually and the Notes would have other characteristics including optional prepayments specified in the Note Purchase Agreements and otherwise would be substantially in the form attached to the said Note Purchase Agreements as Exhibit 1.1.
- (d) The Parent pursuant to the parent guarantees contained in the Note Purchase Agreements (the "Parent Guarantees") and certain subsidiaries of the Parent (including the Company) pursuant to original restricted entity guarantee agreements (the "Original Restricted Entity Guarantees") would guarantee the obligations (including, without limitation, the repayment obligations) of the Issuer under the Notes.
- (e) The rights and obligations attaching to the Notes (and to the purchasers and any transferees) would be as set out in the Note Purchase Agreements, the Parent Guarantees, the Original Restricted Entity Guarantees and all other deeds, documents, agreements, instruments and letters entered into thereunder or in connection therewith (together the "Transaction Documents" and individually a "Transaction Document"); and

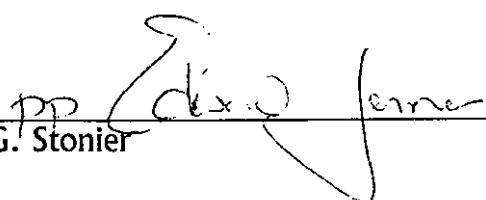
- (f) The initial purchasers of the Notes would be the parties named in Schedule A in the Note Purchase Agreements.


A paper had been circulated to the Shareholders providing an explanation of the reason for the Transaction and the proposed reorganisation. A copy of the paper is attached to this written resolution for the purpose of identification. It was intended that the Transaction should be completed with funds received by no later than 18th November 1998.

Dated this 6 day of 11 1998


On behalf of Waterford Wedgwood plc


C. J. S. Johnson

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G. Stonier


R. A. Barnes