

Company No 2058427

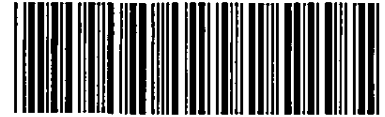
THE COMPANIES ACTS 1985 AND 1989

PUBLIC LIMITED COMPANY

ORDINARY AND SPECIAL RESOLUTIONS

of

WATERFORD WEDGWOOD U.K. PLC



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COMPANIES HOUSE

WE, being the all the members of the Waterford Wedgwood U K plc (the "Company") who at the date of these resolutions are entitled to attend and vote at a general meeting of the Company, RESOLVE, in accordance with section 381A of the Companies Act 1985, to pass the following as written resolutions

ORDINARY RESOLUTIONS

1. THAT the Company's authorised capital be increased from £120,000,001 divided into 220,000,004 Ordinary Shares of £0 25 each and 6,500,000,000 Income Shares (as defined in Article 3 of the Company's Articles of Association) of £0 01 each to [£215,050,001] divided into 220,000,004 Ordinary Shares of £0 25 each and [16,500,000,000] Income Shares of £0 01 each by the creation of [10,000,000,000] non-voting Income Shares (as defined in Article 3 of the Company's Articles of Association) of £0 01, each ranking pari passu with the existing Income Shares of the Company
- 2 THAT in addition to all existing authorities the directors be generally and unconditionally authorised, pursuant to section 80 of the Companies Act 1985 (the "Act") and Article 11.2 of the Company's Articles of Association, to exercise all powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £10,000,000 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on the earlier of the conclusion of the next Annual General Meeting of the Company and the date falling fifteen (15) months after the passing of this resolution, save that the Company may make an offer or agreement before such expiry which would or might

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require relevant securities to be allotted after the expiry of this authority and the directors may allot relevant securities pursuant to that offer or agreement as if the power conferred hereby had not expired. For the avoidance of doubt, this resolution shall be construed so as to permit the allotment of such number of Income Shares as is equal to the number of ordinary shares as may be issued by Waterford Wedgwood plc ("**Waterford Ordinary Shares**") from time to time pursuant to the Open Offer and Placing (as defined below in resolution 3)

- 3 THAT, subject to the filing by Waterford Wedgwood plc, the holding company of the Company, of a prospectus with the Irish Financial Services Regulatory Authority setting out the terms of a 1 for 535 open offer of, and proposed placing of, preference shares with warrants attached ("**Open Offer and Placing**") and pursuant to Article 130 1 of the Articles of Association of the Company, the Directors be authorised from time to time to capitalise all or any part of sums up to an aggregate nominal amount of £94,500,000 that may from time to time be standing to the credit of any of Company's reserve accounts (including any share premium account, capital redemption reserve or other distributable reserve) or any sum standing to the credit of profit and loss account by appropriating such sums to the holders of the Ordinary Shares and, on their behalf, paying up in full such number of unissued Income Shares of £0 01, which is equal to the number of Waterford Ordinary Shares as may be issued by Waterford Wedgwood plc from time to time pursuant to the Open Offer and Placing (including for the avoidance of doubt any Waterford Ordinary Shares that arise from time to time as a result of the conversion of the preference shares or warrants allotted pursuant to the Open Offer and Placing or allotted to satisfy bonus share or dividend in specie payments in respect of such shares) in the capital of the Company for allotment and distribution to the holders of the Ordinary Shares credited as fully paid up bonus shares

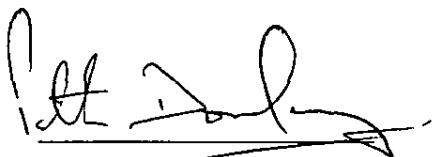
SPECIAL RESOLUTIONS

- 4 THAT Clause 6 of the Memorandum of Association of the Company be amended to read as follows:

"The Company's share capital is £215,050,001 divided into 220,000,004 Ordinary Shares of £0 25 each and 16,050,000,000 Income Shares of £0 01 each"

- 5 THAT, for the avoidance of doubt, Articles 130 1 and 130 2 shall be construed so as to permit the capitalisation contemplated by resolution 3 and the allotment contemplated by resolution 2.
6. THAT, in addition to all existing powers, subject to the passing of resolution 2, the directors be empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94(2) of the Act) for cash pursuant to the general authority conferred by resolution 2 as if section 89(1) of the Act did not apply to the allotments, provided that the power conferred by this resolution
- (a) will expire on the earlier of the conclusion of the next Annual General Meeting of the Company and the date falling fifteen (15) months after the passing of this resolution (unless previously renewed, varied or revoked by the Company in general meeting), save that the Company may make an offer or agreement before such expiry which would or might require equity securities to be allotted after the expiry of this authority and the directors may allot equity securities pursuant to that offer or agreement as if the power conferred hereby had not expired, and
 - (b) is limited to
 - (i) allotments of Income Shares where such Income Shares have been offered (whether by way of a rights issue, open offer or otherwise) to holders of ordinary shares in the capital of the Company and in proportion (as nearly as may be) to their existing holdings, but subject to the directors having a right to make such exclusions or other arrangements in connection with such offering as they deem necessary or expedient -
 - A to deal with Income Shares representing fractional entitlements, and
 - B. to deal with legal or practical problems arising in any overseas territory or by virtue of the Income Shares being represented by depository receipts, the requirements of any regulatory body or stock exchange, or any other matter whatsoever, and

- (11) allotments of equity securities for cash otherwise than pursuant to sub-paragraph (1) above, up to an aggregate nominal amount not exceeding £10,000,000



Waterford Wedgwood plc

(by its duly authorised representative)

Morra Gavin

Date 31/5/2007

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- (ii) allotments of equity securities for cash otherwise than pursuant to sub-paragraph (i) above, up to an aggregate nominal amount not exceeding £10,000,000.



Waterford Wedgwood plc

(by its duly authorised representative)



Moira Gavin

Date: 31/5/ 2007

WT-760103-v1