

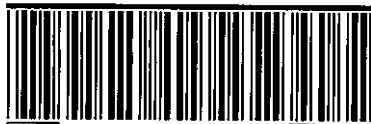
THE COMPANIES ACTS 1908 TO 1989

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COMPANY LIMITED BY SHARES  
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RESOLUTION

OF

WATERFORD WEDGWOOD U.K. PLC  
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A39 \*AL3J1BC5\* 195  
COMPANIES HOUSE 13/05/95

Passed 31st March 1995

At an Extraordinary General Meeting of the Company duly convened and held at Barlaston, Stoke-on-Trent on 31st March 1995 at 12.35 p.m. the following Resolution was passed as a Special Resolution, namely:-

SPECIAL RESOLUTION

- (A) the directors be and they are hereby generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act, 1985 to exercise for the period ending on the date of the Annual General Meeting to be held in 1996 or on 30th June 1996 whichever is the earlier all powers of the Company to allot relevant securities up to the aggregate nominal amount of £1,947,084;
- (B) the directors be empowered to allot equity securities wholly for cash pursuant to and during the period of the said authority:
- (i) in connection with a rights issue; and
  - (ii) otherwise than in connection with a rights issue, up to an aggregate nominal amount of £1,947,084;
- as if Section 89 (1) of the said Act did not apply to any such allotment.
- (C) for the purposes of this resolution:
- (i) "rights issue" means an offer of equity securities open for acceptance for a period fixed by the directors to (I) holders of the register on a fixed record date of ordinary shares in proportion to their respective holdings and (II) holders on the register on a fixed record date of other equity securities to the extent expressly required of (if considered appropriate by the directors) permitted by the rights attached thereto, but subject in both cases to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory;
  - (ii) the said authority and the said power shall allow and enable the directors to make offers or agreements which would or might require the making of allotments after the expiry of the said period;
  - (iii) the nominal amount of any equity securities shall be taken, in the case of rights to subscribe for, or exchange any security for, or convert any security into shares of the Company, to be the nominal amount of shares in the Company which may be allotted pursuant to such rights;
  - (iv) words and expressions defined in or for the purposes of the Part IV, Companies Act, 1985 shall bear the same meaning.

*R. James*  
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Chairman of the Meeting