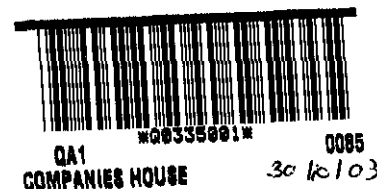


Company No. 2058427



THE COMPANIES ACTS 1985 AND 1989

PUBLIC LIMITED COMPANY

ORDINARY AND SPECIAL RESOLUTIONS

of

WATERFORD WEDGWOOD U.K. PLC

At an extraordinary general meeting of the Company held at Barlaston, Stoke-on-Trent, Staffordshire ST12 9ES, United Kingdom on 20 October 2003 the following resolutions were passed, in the case of resolutions 1 and 2, as ordinary resolutions, and in the case of resolution 3, as a special resolution:

ORDINARY RESOLUTIONS

1. THAT the Company's authorised capital be increased from £65,000,001 to £67,000,001 by the creation of 200,000,000 non-voting Income Shares (as defined in Article 3 of the Company's articles of association) of one (01) pence, each ranking *pari passu* with the existing Income Shares of the Company.
2. THAT in substitution for all existing authorities the directors be generally and unconditionally authorised, pursuant to section 80 of the Companies Act 1985 (the "Act"), to exercise all powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £12,769,600.09 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 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.

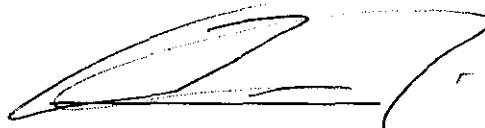
SPECIAL RESOLUTION

3. THAT, in substitution for 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 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 (as defined in the articles of the Company) where such Income Shares have been offered (whether by way of a rights issue, open offer or otherwise) to holders of Income Shares of one (01) pence each 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:
 - (1) to deal with Income Shares representing fractional entitlements; and
 - (2) 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
- (ii) allotments of equity securities for cash otherwise than pursuant to subparagraph (i) above, up to a nominal amount not exceeding in aggregate £9,599,558.75.



CHAIRMAN