

Company Number: 124842

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS OF
PORTMEIRION GROUP PLC

At the Annual General Meeting of the above named Company duly convened and held at Eversheds LLP, One Wood Street, London, EC2V 7WS, on 19 May 2015 at 11 00 a.m. the following resolutions were duly passed as to resolution number 11 as an Ordinary Resolution and resolution numbers 12 and 13 as Special Resolutions

ORDINARY RESOLUTIONS

- 11 That, in substitution for all existing authorities and pursuant to section 551 of the Companies Act 2006, the Directors be generally and are unconditionally authorised to allot shares in the Company, and to grant rights to subscribe for or to convert any security into shares in the Company, up to a maximum aggregate nominal amount of £178,429 during the period from the date of the passing of this resolution up to the conclusion of the next Annual General Meeting of the Company (to be held in 2016) or 30 June 2016, whichever is the earlier, on which date the authority will expire (unless previously renewed, varied or revoked by the Company in general meeting), save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted, or rights to subscribe for or convert any security into shares to be granted, after expiry of this authority and the Directors may allot shares and grant rights in pursuance of any such offer or agreement as if this authority had not expired

SPECIAL RESOLUTIONS

- 12 That, subject to the passing of resolution 11 in the Notice of this Annual General Meeting and in substitution for all existing unexercised powers, the Directors be hereby generally empowered pursuant to section 570 and section 573 of the Companies Act 2006 (the "Act") to make allotments of equity securities (within the meaning of section 560 of the Act) for cash either pursuant to the authority conferred on them by resolution 11 in the Notice of this Annual General Meeting or by way of a sale of treasury shares as if section 561 of the Act did not apply to any such allotment, provided that this power be limited

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- a) to the allotment of equity securities where such equity securities have been offered to the holders of ordinary shares in the capital of the Company in proportion (as nearly as may be) to the respective numbers of ordinary shares held by them, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange or any other matter whatsoever, and
- b) to the allotment otherwise than pursuant to sub-paragraph (a) above of equity securities up to an aggregate nominal amount of £53,528,

and that this power shall expire at the conclusion of the next Annual General Meeting of the Company (to be held in 2016) or on 30 June 2016, whichever is the earlier, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may, notwithstanding such expiry, allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired

- 13 That the Company be and is hereby generally and unconditionally authorised pursuant to section 701 of the Companies Act 2006 (the "**Act**") to make one or more market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 5p each in the capital of the Company ("**Ordinary Shares**") provided that
- a) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 1,070,576,
 - b) the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is 5p per share,
 - c) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share shall not be more than 5 per cent above the average of the middle market quotations for an Ordinary Share as derived from the AIM section of the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the Ordinary Share is contracted to be purchased,
 - d) unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company (to be held in 2016) or on 30 June 2016 whichever is the earlier, and

- e) the Company may enter into a contract or contracts to purchase Ordinary Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may, notwithstanding such expiry, make a purchase of Ordinary Shares in pursuance of any such contracts as if the power conferred hereby had not expired

Signed



Moira MacDonald
Deputy Group Secretary