

Company No. 2058427



THE COMPANIES ACTS 1985 AND 1989

PUBLIC LIMITED COMPANY

ORDINARY AND SPECIAL RESOLUTIONS

of

WATERFORD WEDGWOOD U.K. PLC

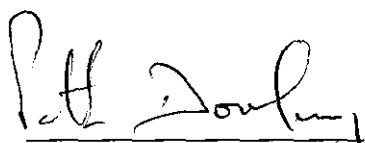
WE, being all the members of Waterford Wedgwood U.K. plc (the "Company") who at the date of these resolutions are entitled to attend and vote at a general meeting of the Company, RESOLVE, in accordance with section 381A of the Companies Act 1985, to pass the following as written resolutions:-

ORDINARY RESOLUTIONS

1. THAT the Company's authorised capital be increased from £90,000,001 to £120,000,001 by the creation of 3,000,000,000 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 substitution for 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 £47,016,745.09 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.
3. THAT, subject to the despatch by Waterford Wedgwood plc, the holding company of the Company, of a document to its shareholders setting out the terms of a 7 for 11 Rights Issue and pursuant to Article 130.1 of the Articles of Association of the Company, the Directors be authorised to capitalise the sum of £16,918,571.15 standing to the credit of the Capital Contribution Reserve by appropriating such sum to the holders of the Ordinary Shares and, on their behalf, paying up in full 1,691,857,115 unissued Income Shares of £0.01 in the capital of the Company for allotment and distribution to the holders of the Ordinary Shares credited as fully paid up as bonus shares.

SPECIAL RESOLUTIONS

4. 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.
5. 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 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 (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 £0.01 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:-
 - 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
 - (ii) allotments of equity securities for cash otherwise than pursuant to subparagraph (i) above, up to a nominal amount not exceeding in aggregate £12,000,000.



Waterford Wedgwood plc
(by its duly authorised representative)



Date: 23 June 2005