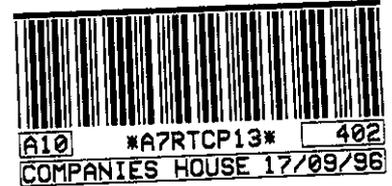


THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

Special Resolution

of

Waterford Wedgwood U.K. plc



At an Extraordinary General Meeting of the Company duly convened and held on 16th September 1996 at 1.05 p.m. the following Resolution was duly passed as a Special Resolution:

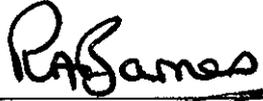
Special Resolution

That the Company's Articles of Association be hereby altered by the insertion of the following as a new Article 14A:

"14.A

- 14.A.1 The Directors may elect, without further consultation with the holders of any shares or securities of the Company (except where such shares or securities are constituted by virtue of some other Deed, document or other source) that any single class, or all classes, of share and securities of the Company shall be capable of being traded in uncertificated form in accordance with The Uncertificated Securities Regulations 1995 (SI 1995 No. 95/3272) (the "Regulations").
- 14.A.2 Nothing in these Articles shall preclude any share or other security of the Company from being issued, held, registered, converted, transferred or otherwise dealt with in uncertificated form in accordance with the Regulations and any rules or requirements laid down from time to time by any relevant system operated pursuant to the Regulations (the "relevant system").
- 14.A.3 In relation to any share or other security of the Company which is in uncertificated form, these Articles shall have effect subject to the provisions of the Regulations and (so far as consistent with the Regulations) to the following provisions:

- (i) Title to any such shares or securities shall, in accordance with the Regulations, be evidenced and transferred without a written instrument of transfer.
- (ii) A properly authenticated dematerialised instruction given in accordance with the Regulations shall be given effect in accordance with the Regulations.
- (iii) Any communication required or permitted by these Articles to be given by a person to the Company may be given in accordance with and in any manner (whether or not in writing) prescribed or permitted by the Regulations.
- (iv) If a situation arises where any provision of these Articles is inconsistent in any respect with the terms of the Regulations in relation to such shares or securities then:-
 - (a) The Regulations shall prevail; and
 - (b) The Directors shall have power to implement such arrangements as they may think fit and as may accord with the Regulations for the evidencing and transferring of title to such shares and securities, governing the mechanics for payment involving a relevant system and for the regulation of those arrangements and the persons responsible for or involved in their operation."



Chairman of the Meeting