

WRITTEN RESOLUTION

of

MAKERS HOLDINGS LIMITED
(Registered in England No 3158860)

Agreed on 25 November 1996

Pursuant to Regulation 53 of Table A the following resolution is hereby passed:

SPECIAL RESOLUTION

THAT the provisions of the Articles of Association of the Company with respect to the voting rights attaching to the A Management Shares be altered by the deletion of clause 4.3(d) thereof and the substitution therefor of the new Clause 4.3(d) set out below:

"4.3(d) As regards voting: the A Management Shares shall rank
pari passu with the Ordinary Shares".

Signed by the Members of the Company who at the date of the Resolution (being the date when the Resolution is signed by or on behalf of all the Members) would be entitled to attend and vote at a general meeting of the Company had the Resolution been put to such a meeting.



10 - 12 - 96

CLASS CONSENT OF THE HOLDERS OF A MANAGEMENT SHARES

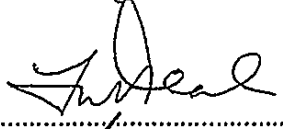
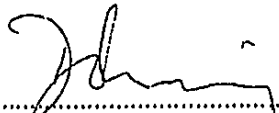
in

MAKERS HOLDINGS LIMITED

(Registered in England No 3158860)

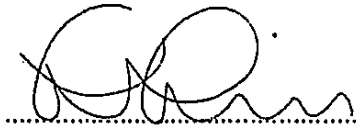
Agreed on 25 November 1996

We, the undersigned, being all of the holders of A Management Shares in Makers Holdings Limited hereby agree to the passing of the attached Written Resolution notwithstanding that it may involve a variation or abrogation of the class rights attaching to the A Management Shares.


.....
F W Heal
.....
D A H Ewing
.....
P J Bradford

10 - 12 - 96

Signature



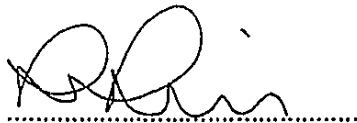
Name

L J Lewis

Date of Signature

25/11/96

Signature



Name

L J Lewis and D A Ewing as Trustees of the L J Lewis Accumulation and Maintenance Settlement.

Date

25/11/96

Signature

.....

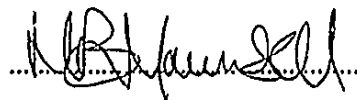
Name

for and on behalf of Ernst & Young Trustees Limited as Trustee of the Midas Group Employee Benefit Trust

Date

.....

Signature



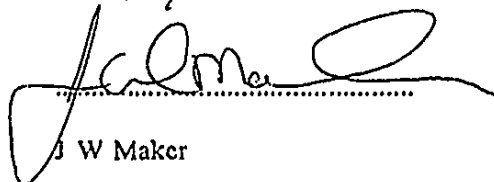
Name

M F W Boyd Maunsell

Date

25/11/96

Signature



Name

J W Maker

Date

25/11/96

10 - 12 - 96

Signature

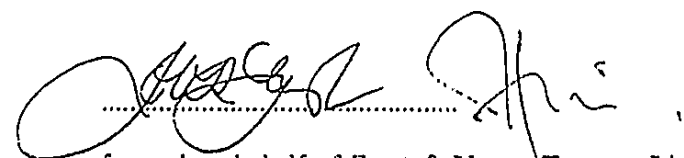
Name L J Lewis

Date of Signature

Signature 

Name L J Lewis and D A Ewing as Trustees of the L J Lewis Accumulation and Maintenance Settlement.

Date 25/11/96

Signature 

Name for and on behalf of Ernst & Young Trustees Limited as Trustee of the Midas Group Employee Benefit Trust

Date 25/11/96

Signature

Name M F W Boyd Maunsell

Date

Signature

Name J W Maker

Date