

## SPECIAL RESOLUTION

### COMPANIES ACT 1985

COMPANY NUMBER 1102208

COMPANY NAME MARIE STOPES INTERNATIONAL

At the Annual General Meeting of the members of the above named company, duly convened and held at 153-157 Cleveland Street, London W1T 6QW on 21 October 2003 the following Special Resolutions were duly passed:-

1. That the words "*And in furtherance of these objects, but not otherwise, the Company shall have the following powers:-*" in clause 3 of the company's memorandum of association be replaced by the following words and that clauses 4 to 7 of the company's memorandum of association be re-numbered accordingly:

'(iv) *to relieve sickness and preserve and protect good health by the provision of screening programmes to detect early stages of treatable and preventable disease and by advising and educating persons in the way they can take responsibility for their own health and adapt their lifestyle beneficially.*

4. *In furtherance of the Company's objects, but not otherwise, the Company shall have the following powers:-*

2. That clause 4(L) (formerly clause 3(L)) of the company's memorandum of association be reworded to read as follows:

'(L) *To establish and support any charitable association or body and to guarantee, grant indemnities in respect of, support or secure the performance of the obligations of any third party.*

3. That the following be inserted as clause 4(S) of the company's memorandum of association and that the existing clause 4(S) (formerly clause 3(S)) be re-numbered as clause 4(T):

'(S)(1) *to obtain indemnity insurance for the Committee Members of the Company or any other officer of the Company in relation to any such liability as is mentioned in clause 4(S)(2), but subject to the restrictions specified in clause 4(S)(3);*

(2) *The liabilities referred to in clause 4(S)(1) are:*

(a) *any liability that by virtue of any rule of law would otherwise attach to the Committee Member or other officer in respect of any negligence, default, breach of duty or breach of trust of him or her in relation to the Company;*



(b) *the liability to make a contribution to the Company's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading) or any statutory provision from time to time having similar effect.*

(3)(a) *The following liabilities are excluded from clause 4(S)(2)(a):*

(i) *finer;*

(ii) *costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Committee Member or other officer;*

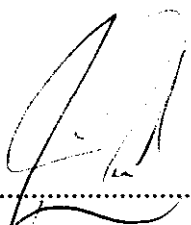
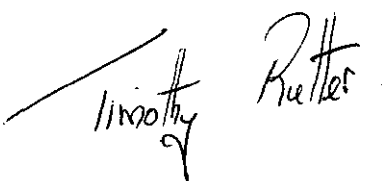
(iii) *liabilities to the Company that result from conduct that the Committee Member or other officer knew or must be assumed to have known was not in the best interests of the Company or about which the person concerned did not care whether it was in the best interests of the Company or not.*

(b) *There is excluded from clause 4(S)2(b) any liability to make such a contribution where the basis of the Committee Member's liability is his or her knowledge prior to the insolvent liquidation of the Company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Company would avoid going into insolvent liquidation.'*

4. That the following be inserted before the final paragraph of clause 5 (formerly clause 4) of the company's memorandum of association:

*'Provided also that no Committee Member or other officer of the Company shall be required to account to the Company for any benefit conferred by the payment by the Company of any premium on any policy of insurance taken out in accordance with the powers contained in clause 4(S) of this memorandum nor for any payment to the Committee Member or other officer by the insurer in accordance with the terms of any such policy.'*

Signature: .....  
Chairman

  
  
Timothy Rutter

19/11/2003