

**Company No. 1992981**

**THE COMPANIES ACT 1985**

**PUBLIC LIMITED COMPANY**

**ORDINARY RESOLUTION passed at an**

**EXTRAORDINARY GENERAL MEETING of**

**NESTOR HEALTHCARE GROUP PLC**

**on the 4<sup>th</sup> day of September 2006**

Pursuant to an extraordinary general meeting (the "EGM") held in accordance with section 381A of the Companies Act 1985 by or on behalf of the shareholders of the Company who, at the date of the EGM, were entitled to vote at the EGM, the following resolution was duly passed:

**ORDINARY RESOLUTION**

**THAT**, upon the recommendation of the directors of the Company and subject to the conditions (other than the passing of this resolution) referred to in paragraph 2 of Part III of the circular issued to the shareholders of the Company by the Company dated 17 August 2006 (the "Circular") being satisfied or waived on or prior to the Demerger Date (as defined in the Circular), the Demerger (as defined in the Circular) be and is hereby approved and for the purpose of effecting and implementing the Demerger:

- (i) a dividend on the ordinary shares of 10 pence each ("Nestor Shares") in the Company, equal to the book value of the Company's shareholding in Pinnacle Health Care Limited, is hereby declared payable to those holders of Nestor Shares whose names appear in the register of members of the Company at 6.00 p.m. (London time) on 4 September 2006, such dividend to be satisfied by the issue by Pinnacle Staffing Group plc ("Pinnacle") to such holders of fully paid ordinary shares of 10 pence each in Pinnacle ("Pinnacle Shares") on the basis of 1 Pinnacle Share for each Nestor Share held at that time; and
- (ii) the directors of the Company be and are hereby authorised to do or procure to be done all such acts and things and execute such documents on behalf of the Company and any of its subsidiaries as they consider necessary or expedient for the purpose of completing and giving effect to the Demerger with such amendments, modifications, variations or revisions thereto as are not, in the opinion of the directors of the Company, of a material nature.

Dated: 4 September 2006



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Signed: .....



**Director/ Secretary**

**For and behalf of**

**Nestor Healthcare Group plc (Company Number 1992981)**