

Company No: 01992981

The Companies Act 1985 & 1989

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

of

NESTOR HEALTHCARE GROUP PLC

Passed on 9 February 2007

At an Extraordinary General Meeting of the above-named company duly convened and held at Allen House, Station Road, Egham, Surrey TW20 9NT at 11.00 a.m. on 9 February 2007, the following resolution was duly passed as an ordinary resolution:

ORDINARY RESOLUTION

THAT:

- (a) the authorised share capital of the Company be increased from £9,600,000 to £12,200,000 by the creation of 26,000,000 additional ordinary shares of 10 pence in the capital of the Company, each ranking pari passu with the existing ordinary share capital of the Company;
- (b) the directors of the Company (the "Directors") be and are hereby generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 (the "Companies Act") to allot relevant securities (within the meaning of section 80(2) of the Companies Act) to exercise all the powers of the Company to allot the relevant securities created pursuant to sub-paragraph (a) of this resolution up to a maximum aggregate nominal amount of £2,600,000 in connection with the Rights Issue (as defined in the prospectus of the Company dated 24 January 2007), provided that this authority shall expire on 31 March 2007, unless and to the extent that such authority is varied, revoked or extended by the Company in general meeting prior to such date), save that the Company may before the expiry of such period make an offer or agreement which would or might require relevant securities to be allotted after the expiry of such period and the Directors may allot relevant securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired. The authority granted by this sub-paragraph (b) of this resolution shall be in addition, and without prejudice, to any existing authority to allot relevant securities granted to the Directors.


CHAIRMAN

WEDNESDAY



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14/02/2007

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COMPANIES HOUSE