

**NESTOR HEALTHCARE GROUP PLC**  
**Company No. 1992981**

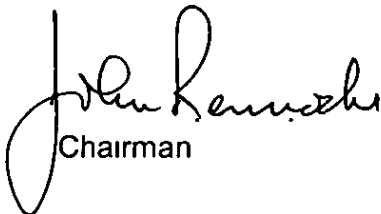
**SPECIAL RESOLUTION**  
**Passed the 26<sup>th</sup> day of April 2007**

At the twenty first Annual General Meeting of the Company held at Nestor Healthcare Group plc, Allen House, Station Road, Egham, Surrey TW20 9NT on 26<sup>th</sup> April 2007, the following resolution was passed as a Special Resolution

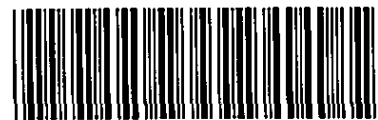
That the directors of the Company be and are empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94(2) of the Act) wholly for cash pursuant to the authority conferred as if section 89(1) of the Act did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities

- (i) in connection with an offer of such securities by way of rights to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange, and
- (ii) otherwise than pursuant to sub-paragraph (i) above, up to an aggregate nominal amount of £550,000

and shall expire on 30<sup>th</sup> May 2008, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities (defined as aforesaid) to be allotted after such expiry and the directors may allot equity securities (defined as aforesaid) in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired

  
Chairman

TUESDAY



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01/05/2007

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COMPANIES HOUSE