

NESTOR HEALTHCARE GROUP PLC
Company No. 1992981

ORDINARY RESOLUTION
Passed the 26th 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 26th April 2007, the following resolution was passed as an Ordinary Resolution

That, the directors of the Company be and are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "Act"), to exercise all powers of the Company to allot relevant securities (within the meaning of such section of the Act) up to an aggregate nominal amount of £3,600,000, provided that this authority shall expire on 30th May 2008 (unless it is, prior to its expiry, duly revoked or varied or is renewed), but the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities (defined as aforesaid) in pursuance of such offer or agreement, notwithstanding that the authority conferred by this resolution has expired. The authority granted by this resolution is in substitution for any authority to allot relevant securities (defined as aforesaid) granted to the directors which, to the extent that it remains in force and unexercised, is revoked


Chairman

TUESDAY



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01/05/2007
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