

Nestor Healthcare Group plc
Company No. 1992981

At the Twentieth Annual General Meeting of the Company held at Nestor Healthcare Group Plc, Allen House, Station Road, Egham, Surrey TW20 9NT on 27th April 2006, the following resolution was passed as an Ordinary Resolution as defined in Section 80 of the Companies Act 1985:

Special Business

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

That the directors be and are hereby authorised and empowered during the period expiring at the conclusion of the next Annual General Meeting of the Company, or on 27th July 2007, whichever is earlier, to allot relevant securities as defined in Section 80 of the Companies Act 1985 ("the Act") and to make an offer or agreement which would or might require relevant securities to be allotted after that date, so long as the nominal value of the relevant securities allotted under this authority shall not exceed the nominal value of the authorised but unissued share capital of the Company at the date hereof.

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Chairman

John Reynolds

