

**NESTOR HEALTHCARE GROUP PLC**  
Company No 1992981

**ORDINARY 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 an Ordinary Resolution.

That, with effect from the passing of this resolution, the authorised share capital of the Company is increased from £12,200,000 to £20,000,000 by the creation of 78,000,000 ordinary shares of 10 pence each having the rights, privileges and restrictions set out in the Articles of Association of the Company and forming a single class with the existing ordinary shares of 10 pence each in the capital of the Company

  
Chairman

