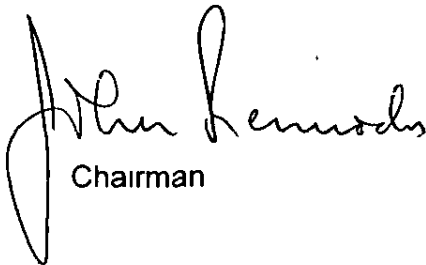


**NESTOR HEALTHCARE GROUP PLC**  
**Company No. 1992981**

**ORDINARY RESOLUTION**  
**Passed the 20<sup>th</sup> day of June 2008**

At the twenty second Annual General Meeting of the Company held at the offices of Eversheds, One Wood Street, London EC2V 7WS on 20<sup>th</sup> June 2008, 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 £3,761,473 provided that this authority shall expire on 30<sup>th</sup> June 2009 (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

THURSDAY



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26/06/2008  
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