

Company No: 01992981

The Companies Act 1985, 1989 & 2006

COMPANY LIMITED BY SHARES

RESOLUTION

of

NESTOR HEALTHCARE GROUP PLC

(the "Company")

Passed 2 October 2008

AT a general meeting of the Company duly convened and held on 2 October 2008, the following resolution was duly passed as an ordinary resolution:

THAT the disposal of the Catalyst Business (the "Disposal"), as described in the circular to shareholders dated 15 September 2008 and on the terms and subject to the conditions set out in the conditional Disposal Agreement dated 14 September 2008 between the Company, Nestor Primecare Services Limited and Carewatch Acquisitions Limited (the "Disposal Agreement") (a copy of which is produced to the meeting and initialled by the Chairman for the purposes of identification only), be and is hereby approved and that the directors of the Company (or a duly authorised committee thereof) be and are hereby generally and unconditionally authorised to take all necessary steps and to execute all other documents and deeds as are necessary or desirable to conclude, implement and give effect to the Disposal and the Disposal Agreement in accordance with such terms and subject to such conditions and to agree such amendments and variations to and waivers of such terms and conditions (provided such amendments, variations or waivers are not of a material nature) as they may in their absolute discretion think fit.


.....
CHAIRMAN

FRIDAY



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10/10/2008

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