

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

**SPECIAL RESOLUTION**  
**Passed the 1st day of May 2009**

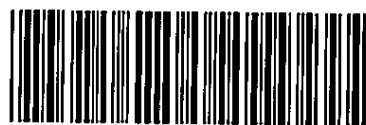
At the twenty third Annual General Meeting of the Company held at the offices of the Company at Allen House, Station Road, Egham, Surrey TW20 9NT on 1<sup>st</sup> May 2009, the following resolution was passed as a Special Resolution:

That, pursuant to Article 46 of the Company's Articles of Association, the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 163(3) of the Act) on the London Stock Exchange of ordinary shares of 10 pence each in the capital of the Company provided that:

- (i) the maximum number of ordinary shares hereby authorised to be purchased is 11,284,420 representing approximately 10% of the issued ordinary share capital at 26th March 2009;
- (ii) the minimum price which may be paid for each ordinary share is 10 pence per ordinary share (exclusive of expenses);
- (iii) the maximum price which may be paid for each ordinary share is, in respect of an ordinary share contracted to be purchased on any day, the higher of (i) an amount (exclusive of expenses) equal to 105% of the average of the mid-market quotations for an ordinary share of the Company as derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which the ordinary share is purchased and (ii) the amount (exclusive of expenses) stipulated by the Buy-Back and Stabilisation Regulations 2003 ;
- (iv) the authority hereby conferred shall expire on 30<sup>th</sup> June 2010, unless such authority is renewed prior to such time; and
- (v) the Company may conclude a contract to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares in pursuance of any such contract as if the authority hereby conferred had not expired.

  
Chairman

FRIDAY



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08/05/2009

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