

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

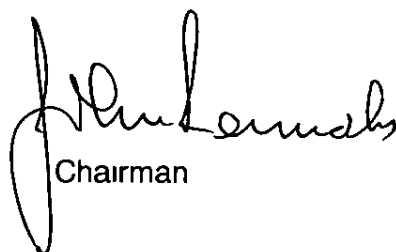
**SPECIAL RESOLUTION**  
**Passed the 7<sup>th</sup> day of May 2010**

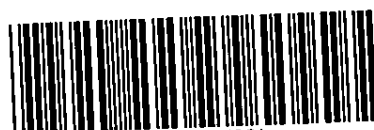
At the twenty fourth Annual General Meeting of the Company held at the offices of the Company held at Primecare, Unit 4 B1, 50 Summer Hill Road, Birmingham B1 3RB on 7<sup>th</sup> May 2010, the following resolution was passed as a Special Resolution

That the directors of the Company be and are empowered pursuant to section 570 of the Companies Act 2006 (the "Act") to allot equity securities (within the meaning of section 560(1) of the Act) wholly for cash pursuant to the authority conferred as if section 561(1) of the Act did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities

- (i) in connection with an offer of such securities by way of rights, open offer or other pre-emptive offer to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange, and
- (ii) otherwise than pursuant to sub-paragraph (i) above, up to an aggregate nominal amount of £564,259,

and shall expire on 30<sup>th</sup> June 2011, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities in pursuance of any such offer or agreement as if the power conferred by this resolution has not expired

  
Chairman



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17/05/2010

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COMPANIES HOUSE