

THURSDAY



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07/04/2011  
COMPANIES HOUSE

**THE COMPANIES ACT 2006**  
**PUBLIC COMPANY LIMITED BY SHARES**  
**REGISTERED NUMBER 01992981**

**RESOLUTIONS**  
**OF**  
**NESTOR HEALTHCARE GROUP PLC**  
**(the "Company")**  
**(Passed on 25<sup>th</sup> March 2011)**

At a General Meeting duly convened and held at Enbrook Park, Sandgate, Folkestone, Kent CT20 3SE on 25<sup>th</sup> March 2011 the following resolutions were duly passed by the Company

**SPECIAL RESOLUTION**

**IT IS RESOLVED THAT:**

- (i) the Company be re-registered as a private limited company,
- (ii) the name of the Company be changed to "Nestor Healthcare Group Limited", and
- (iii) the Regulations contained in the printed document produced to the meeting and initialled by the Chairman thereof for the purpose of identification be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company

**ORDINARY RESOLUTIONS**

**IT IS RESOLVED THAT** the directors of the Company may, upon the re-registration of the Company as a private company becoming effective, authorise in accordance with section 175(5)(a) of the Companies Act 2006, any matter which would otherwise result in a director infringing his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company

**IT IS RESOLVED THAT** the directors of the Company may, upon the re-registration of the Company as a private company becoming effective, without limit exercise all of the powers of the Company to allot shares in the Company and grant rights to subscribe for, or to convert any security into, shares in the Company in accordance with section 550 of the Companies Act 2006

A handwritten signature in black ink, consisting of a stylized 'S' followed by a wavy line and a final upward stroke.

CHAIRMAN

**NESTOR HEALTHCARE GROUP PLC**

(Company No 01992981)  
(the "Company")

**MINUTES** of a meeting of the board of directors of the Company held at Enbrook Park, Sandgate,  
Folkestone, Kent CT20 3SE on 25<sup>th</sup> March 2011 at 9 45 a m

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**PRESENT:** Stuart Michael Howard (Chairman)  
John Joseph Ivers  
Martyn Ellis  
John Davies

**IN ATTENDANCE:**

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**Re-registration of the Company as a private limited company**

**1. QUORUM AND PURPOSE**

- 1 1 The Chairman, having noted that notice had been duly given and a quorum was present, declared the meeting open
- 1 2 The Chairman explained that the purpose of the meeting was to
  - 1 2 1 propose that the Company be re-registered as a private limited company,
  - 1 2 2 note the general meeting of the Company (the "**General Meeting**") which passed the necessary resolutions to re-register the Company as a private limited company in accordance with section 97 of the Companies Act 2006 (the "**Act**") and gave the directors the authority to authorise matters giving rise to an actual or potential conflict for the purposes of section 175 of the Act and to give the directors the power to allot shares under section 550 of the Act, and
  - 1 2 3 consider and, if thought fit, approve the making by the Company of an application for re-registration as a private limited company, and the lodging of the application for re-registration on Companies House Form RR02 and accompanying documents with the Registrar of Companies

## **2. DECLARATIONS OF INTEREST**

- 2 1 Each director present confirmed that he had no direct or indirect interest in any way in the proposed arrangements to be considered at the meeting which they were required by section 177 of the Act and the Company's articles of association to disclose

## **3. DOCUMENTS**

- 3 1 The following documents (the "**Documents**") were tabled at the meeting and considered
- 3 1 1 a draft of the articles of association which it was proposed be adopted by the Company in place of its existing articles of association,
- 3 1 2 a form of consent to short notice of the General Meeting (the "**Consent**"), and
- 3 1 3 a notice (the "**Notice**") convening the General Meeting at 9 30am a m on 25<sup>th</sup> March 2011 at Enbrook Park, Sandgate, Folkestone, Kent CT20 3SE proposing the following resolutions

## **SPECIAL RESOLUTION**

### **1 THAT:**

- (i) the Company be re-registered as a private limited company,
- (ii) the name of the Company be changed to "Nestor Healthcare Group Limited", and
- (iii) the Regulations contained in the printed document produced to the meeting and initialled by the Chairman thereof for the purpose of identification be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company

## **ORDINARY RESOLUTIONS**

- 2 **THAT** the directors of the Company may, upon the re-registration of the Company as a private company becoming effective, authorise in accordance with section 175(5)(a) of the Companies Act 2006, any matter which would otherwise result in a director infringing his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company
- 3 **THAT** the directors of the Company may, upon the re-registration of the Company as a private company becoming effective, without limit exercise all of the powers of the Company to allot shares in the Company and grant rights to subscribe for, or to convert any security into, shares in the Company in accordance with section 550 of the Companies Act 2006

## **4. CONSIDERATION OF GENERAL MEETING**

- 4 1 After full and careful consideration of all the Documents and the matters previously discussed in the meeting **IT WAS RESOLVED** that

- 4 1 1 the Documents be and are hereby approved,
- 4 1 2 the minutes of the General Meeting held on 25<sup>th</sup> March 2011 at 9 30am, subject to consent to short notice being obtained, were noted accordingly and in particular that , and that the resolutions proposed in the Notice had been passed
- 4 1 3 the Company Secretary be and is directed immediately to supply copies of the Notice and the Consent to those entitled to receive them

## 5. RE-REGISTRATION DOCUMENTS

- 5 1 The following documents were then produced to the meeting (the "**Re-Registration Documents**")
  - 5 1 1 a print of the resolutions passed at the General Meeting, signed by the chairman of the General Meeting,
  - 5 1 2 a printed copy of the new articles of association of the Company as adopted by the Company in accordance with the special resolution passed at the General Meeting, and
  - 5 1 3 an application for re-registration as a private limited company on Companies House form RR02 containing a statement of the Company's proposed name on re-registration and a statement confirming compliance with the requirements of Part 7 of the Act (the "**Form RR02**")

## 6. RESOLUTIONS

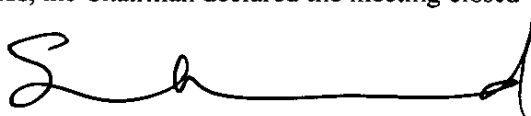
- 6 1 After full and careful consideration of the Re-Registration Documents and the matters previously discussed in the meeting **IT WAS RESOLVED** that
  - 6 1 1 the re-registration of the Company as a private limited company will promote the success of the Company for the benefit of its members,
  - 6 1 2 any director of the Company be and is authorised to make and sign the statement of compliance on the Form RR02 on behalf of the Company,
  - 6 1 3 the Company Secretary be instructed to arrange for the Re-Registration Documents and a cheque for £20 in respect of the re-registration fee to be filed at Companies House,
  - 6 1 4 the Company Secretary be instructed to make all necessary and appropriate entries in the books and registers of the Company,
  - 6 1 5 any director of the Company be authorised to take such other action on behalf of the Company (including, without limitation, the execution of any document) as he may, in his discretion, deem necessary or desirable in the interests of the Company in

connection with the completion of the re-registration of the Company as a private limited company and all matters incidental or relating thereto, and

616 the Company Secretary or any director of the Company be and is hereby authorised to certify copies of this minute for delivery to any person properly requiring a copy

**7. CLOSE OF MEETING**

There being no further business, the Chairman declared the meeting closed

A handwritten signature in black ink, appearing to be 'S. A.', followed by a long horizontal line and a vertical stroke at the end.

**CHAIRMAN**

**NESTOR HEALTHCARE GROUP PLC**  
(the "Company")

**MINUTES** of a **GENERAL MEETING** of the Company held at Enbrook Park, Sandgate, Folkestone,  
Kent CT20 3SE on 25<sup>th</sup> March 2011 at 9 30am

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**PRESENT:** Stuart Michael Howard (Chairman)  
Andrew Goodsell  
John Davies

**IN ATTENDANCE:**

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- 1 **IT WAS RESOLVED THAT** Stuart Michael Howard be appointed Chairman of the meeting
- 2 It was noted that a quorum was present and that the meeting could accordingly proceed to business
- 3 The notice convening the meeting was taken as read There was produced to the meeting a statement signed by the sole member of the Company having a right to attend and vote at the meeting and holding not less than 95% in nominal value of the shares giving a right to attend and vote at the meeting confirming its consent to the holding of the meeting notwithstanding that less than 14 days' notice had been given
- 4 The following resolutions were then duly passed

**SPECIAL RESOLUTION**

**THAT**

- (i) the Company be re registered as a private limited company,
- (ii) the name of the Company be changed to "Nestor Healthcare Group Limited", and
- (iii) the Regulations contained in the printed document produced to the meeting and initialled by the Chairman thereof for the purpose of identification be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company

**ORDINARY RESOLUTIONS**

**THAT** the directors of the Company may, upon the re-registration of the Company as a private company becoming effective, authorise in accordance with section 175(5)(a) of the Companies Act 2006, any matter which would otherwise result in a director infringing his duty to avoid a

situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company

**THAT** the directors of the Company may, upon the re-registration of the Company as a private company becoming effective, without limit exercise all of the powers of the Company to allot shares in the Company and grant rights to subscribe for, or to convert any security into, shares in the Company in accordance with section 550 of the Companies Act 2006

**5. CLOSE OF MEETING**

There being no further business, the Chairman declared the meeting closed



**CHAIRMAN**



**CONSENT TO SHORT NOTICE  
FOR A GENERAL MEETING OF  
NESTOR HEALTHCARE GROUP PLC (the "Company")**

Saga Group Limited, being the sole member for the time being of the Company and having the right to attend and vote at General Meetings of the Company and holding not less than 95% in nominal value of the shares giving a right to attend and vote at General Meetings hereby agrees to the holding of a General Meeting, notice of which is attached, for the purpose of considering the resolutions set out therein notwithstanding that less than 14 days' notice of the General Meeting has been given



for and on behalf of Saga Group Limited

**NOTICE OF GENERAL MEETING OF NESTOR HEALTHCARE GROUP PLC (the  
"Company")**

**NOTICE IS HEREBY GIVEN** that a **GENERAL MEETING** of the Company will be held at Enbrook Park, Sandgate, Folkestone, Kent CT20 3SE on 25<sup>th</sup> March 2011 at 9 45am a m to consider, and if thought fit, to pass the following resolutions

- Resolution 1 as a Special Resolution, and
- Resolutions 2 and 3 as Ordinary Resolutions

**SPECIAL RESOLUTION**

**1. THAT:**

- (i) the Company be re-registered as a private limited company,
- (ii) the name of the Company be changed to "Nestor Healthcare Group Limited", and
- (iii) the Regulations contained in the printed document produced to the meeting and initialled by the Chairman thereof for the purpose of identification be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company

**ORDINARY RESOLUTIONS**

- 2. **THAT** the directors of the Company may, upon the re-registration of the Company as a private company becoming effective, authorise in accordance with section 175(5)(a) of the Companies Act 2006, any matter which would otherwise result in a director infringing his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company
- 3. **THAT** the directors of the Company may, upon the re-registration of the Company as a private company becoming effective, without limit exercise all of the powers of the Company to allot shares in the Company and grant rights to subscribe for, or to convert any

security into, shares in the Company in accordance with section 550 of the Companies Act 2006

**BY ORDER OF THE BOARD**

A handwritten signature in black ink, appearing to read 'John Davies', written over a horizontal line.

**John Davies**  
Secretary

**NOTE:** A member is not entitled to attend and vote at the meeting unless his name is entered on the register of members of the Company 48 hours before the time fixed for the meeting

**NOTE:** A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to exercise all or any of his rights to attend and to speak and vote at the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by the member. The proxy must vote in accordance with any instructions given by the appointing member. The proxy need not be a member of the Company. Proxies may be deposited at the registered office of the Company up to the commencement of the meeting or may be handed to the Chairman of the meeting prior to the commencement of the business of the meeting

Dated the 25<sup>th</sup> March 2011