

LTC HOLDINGS PLC

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of LTC Holdings PLC will be held at 28 Old Church Street, London SW3 5BY on 25 September 2015, at 11:00am for the following purposes:

Ordinary Business

1. To receive the Directors' Report and Accounts for the year ended 31 March 2015.
2. To re-appoint the auditors Thorne Lancaster Parker and authorise the Directors to fix their remuneration.
3. To re-elect Richard Smith who retires by rotation and offers himself for re-election.

Special Business

4. That the terms of a contract proposed to be made between the Company and LTC Trustees Limited for the purchase by the Company of 327,520 ordinary shares of £0.50 each in the capital of the Company for a total consideration of £303,222 (such sum to be paid out of the Company's distributable reserves) as set out in the contract produced to the Meeting and signed by the Chairman of the Meeting for the purposes of identification (Purchase Contract) be approved and the Company be authorised to enter into the Purchase Contract and to cancel the shares in question. The authority contained within this ordinary resolution shall expire on 25 September 2016, 1 year after the passing of this resolution.

BY ORDER OF THE BOARD

Geoffrey Griggs
Secretary and Director

20 August 2015

Note 1: A member entitled to vote may appoint the chairman or another proxy to attend and speak and vote in his stead: a proxy need not be a member of the company.

Note 2: A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares.