

# LTC HOLDINGS PLC

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## NOTICE OF ANNUAL GENERAL MEETING

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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 Thursday, 29 September 2016, at 3pm for the following purposes:

### Ordinary Business

1. To receive the Directors' Report and Accounts for the year ended 31 March 2016.
2. To re-appoint the auditors Thorne Lancaster Parker and authorise the Directors to fix their remuneration.
3. To re-elect Adrian Collins who retires by rotation and offers himself for re-election.

### Special Business

#### **Ordinary resolution – authority to allot shares**

4. That, in accordance with section 551 of the Companies Act 2006 (2006 Act), the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £289,500 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date being five years from the date of the passing of the resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the 2006 Act.

#### **Special resolution – disapplication of statutory pre-emption rights**

5. That, subject to the passing of resolution 4 and in accordance with section 570 of the 2006 Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by resolution 4, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall:
  - 5.1 Be limited to the allotment of equity securities up to an aggregate nominal amount of £289,500; and
  - 5.2 Expire on the date being five years from the date of the passing of the resolution (unless renewed, varied or revoked by the Company prior to or on that date) 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 may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

### **BY ORDER OF THE BOARD**

Geoffrey Griggs  
Secretary and Director

6 September 2016

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.