

# LTC HOLDINGS PLC – FORM OF PROXY

I,..... being a member of the above-named Company hereby appoint the chairman of the meeting as my proxy to vote for me and on my behalf at the Annual General Meeting of the Company to be held on 22 September 2017 and at every adjournment thereof. I request such proxy to vote on the following resolutions as indicated below:

## Resolutions

FOR                  AGAINST                  ABSTAIN

### Ordinary Business

- |  |                          |                          |                          |
|--|--------------------------|--------------------------|--------------------------|
| 1. To receive the Directors' Report and Accounts for the year ended 31 March 2017.                           | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To re-appoint the auditors Thorne Lancaster Parker and authorise the Directors to fix their remuneration. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To re-elect Geoffrey Griggs who retires by rotation and offers himself for re-election.                   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

### 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 888,716 ordinary shares of £0.50 each in the capital of the Company for a total consideration of £854,738 (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 22 September 2018, 1 year after the passing of this resolution. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|---|--------------------------|--------------------------|--------------------------|

Name(s) of holder (Capitals) .....

Signed this..... day of ..... 2017

Signature.....

### *Notes:*

- As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting. You can only appoint a proxy using the procedures set out in these notes.
- Please indicate with an 'X' in the appropriate boxes how you wish the proxy to vote. The proxy will exercise his discretion as to how he votes or whether he abstains from voting:
  - on any resolution set out above if no instruction is given in respect of that resolution; and
  - on any business or resolution considered at the meeting other than the resolutions set out above.
- If you wish to appoint someone other than the chairman of the meeting as your proxy please delete the words 'the chairman of the meeting' and insert the name of the person you wish to appoint. A proxy need not be a member of the Company.
- To be effective this form, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be sent or delivered to the Company at its registered office **19 Catherine Place, London SW1E 6DX** not less than 48 hours before the scheduled time of the meeting.
- Where the member is a corporation this form must be under its common seal or signed by an officer, attorney or other person duly authorised by the corporation.
- In the case of joint holders only one need sign this form, but the names of the other joint holders should be shown in the space provided. The vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. Seniority will be determined by the order in which the names of the holders appear in the register of members in respect of the joint holding.
- You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the Company.