



21 October 2020

Dear Shareholder,

On behalf of the Directors of Litigation Capital Management Limited (**LCM**), I am pleased to invite you to participate in the 2020 Annual General Meeting (**AGM**) of LCM which will be held on Thursday 19 November 2020 at 9.00am (Sydney time).

Enclosed is the Notice of Meeting setting out the business of the AGM.

LCM is focussed on ensuring the health and safety of all shareholders whilst maximising the opportunity for shareholders to participate in the AGM. Therefore, LCM will hold the meeting both online (<https://agmlive.link/LCA20>) and in person, at the offices of Piper Alderman Lawyers, Level 23, Governor Macquarie Tower, 1 Farrer Place, Sydney NSW 2000.

Numbers of persons attending the meeting in person will be strictly limited to comply with applicable COVID-19 restrictions and we require all attendees to pre-register their attendance for the AGM by Thursday 12 November 2020. You can do this by emailing events@lcmfinance.com with your full name, email address and telephone number. Of course, COVID safe rules will be in place at the venue to keep everyone safe and the Company reserves the right to deny entry to the AGM to ensure the health and safety of all attendees.

LCM strongly encourages shareholders to consider participation at the AGM online. Our online AGM will provide you with similar opportunities online as you would have attending an AGM in person.

Further details on how to participate in the AGM online are set out in the attached Notice of Meeting and in the Link Group Online Platform Guide.

If you are attending the AGM, please bring your Proxy Form with you to facilitate a faster registration. If you are unable to attend the AGM, I encourage you to complete and return the enclosed Proxy Form. To be effective, the proxy must be received at the Share Registry of the Company no later than 17 November 2020 at 9:00am (Sydney time) (or for those investors lodging proxies in the UK, the cutoff is 16 November 2020 at 10:00pm GMT) in one of the ways specified in the Notice of Meeting and Proxy Form. Depository Interests Holders cannot vote in person at the AGM. Depository Interest Holders are therefore requested to vote through CREST.

Depository Interest Holders wishing to attend the AGM should contact the Depository at Link Market Services Trustees Limited at The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, United Kingdom or email Nominee.Enquiries@linkgroup.co.uk in order to request a Letter of Representation by no later than 10:00pm (GMT) on 15 November 2020.

Thank you for your support of LCM.

Yours faithfully,

A handwritten signature in blue ink, appearing to read 'Jonathan Moulds', with a horizontal line underneath.

Mr Jonathan Moulds
Chairman

**LITIGATION CAPITAL MANAGEMENT LIMITED
ACN 608 667 509**

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting (**AGM** or **Meeting**) of Shareholders of Litigation Capital Management Limited (**LCM** or **Company**) will be held:

Date: 19 November 2020

Time: 9:00am (Sydney Time)

Venue: via online (<https://agmlive.link/LCA20>) or at the offices of Piper Alderman Lawyers, Level 23, Governor Macquarie Tower, 1 Farrer Place, Sydney NSW 2000

The Explanatory Memorandum accompanying this Notice of Meeting provides additional information on matters to be considered at the AGM. The Explanatory Memorandum, Entitlement to Attend and Vote section and Proxy Form are part of this Notice of Meeting.

A. CONSIDERATION OF REPORTS

To receive and consider the Financial Report, the Directors' Report and the Independent Auditor's Report of the Company for the financial year ended 30 June 2020 and these reports are available on the website (<http://www.lcmfinance.com/shareholders/>).

B. QUESTIONS AND COMMENTS

Following consideration of the Reports, the Chairman will give Shareholders a reasonable opportunity to ask questions about or comment on the management of the Company.

The Chairman will also give Shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- a. the conduct of the audit;
- b. the preparation and content of the Independent Auditor's Report;
- c. the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- d. the independence of the Auditor in relation to the conduct of the audit.

The Chairman will also give the Auditor a reasonable opportunity to answer written questions submitted by Shareholders that are relevant to the content of the Independent Auditor's Report or the conduct of the audit. A list of relevant written questions submitted by Shareholders will be made available at the start of the AGM and any written answer tabled by the Auditor at the AGM will be made available as soon as practicable after the Meeting.

C. ITEMS FOR APPROVAL

Resolution 1. Re-election of Non-Executive Director – Mr Jonathan Moulds

To consider and, if thought fit, pass the following as an **ordinary resolution** of the Company:

“That Mr Jonathan Moulds be re-elected as a Director of the Company.”

Resolution 2. Re-election of Non-Executive Director – Dr David King

To consider and, if thought fit, pass the following as an **ordinary resolution** of the Company:

“That Dr David King be re-elected as a Director of the Company.”

Resolution 3. Re-election of Non-Executive Director – Mr Gerhard Seebacher

To consider and, if thought fit, pass the following as an **ordinary resolution** of the Company:

“That Mr Gerhard Seebacher be re-elected as a Director of the Company.”

Resolution 4. Re-election of Executive Director – Mr Nick Rowles-Davies

To consider and, if thought fit, pass the following as an **ordinary resolution** of the Company:

“That Mr Nick Rowles-Davies be re-elected as a Director of the Company.”

Resolution 5. Disapplication of Pre-Emptive Rights

To consider and, if thought fit, pass the following as a **special resolution** of the Company:

“That the Directors be and are hereby authorised pursuant to clause 6.3 of the Company’s Constitution to issue and allot shares for cash as if clause 6.1 did not apply to any such issuance and allotment, provided that this authority:

- (A) be limited to the issue and allotment of up to 10% of the Company’s issued share capital as at the date of this resolution; and*
- (B) shall expire at the date that is 15 calendar months after the date that this Resolution is passed (save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted after such expiry and notwithstanding such expiry the Directors may proceed to allot such shares in pursuance of such offer or agreement).*

The authority referred to in this Resolution 5 is in substitution for the authority granted by the Company pursuant to the annual general meeting of the Company held on 21 November 2019.”

BY ORDER OF THE BOARD



**Anna Sandham
Company Secretary
21 October 2020**

ENTITLEMENT TO ATTEND AND VOTE

In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that persons who are registered holders of shares of the Company as at 7.00pm (Sydney time) on 17 November 2020 will be entitled to attend and vote at the AGM as a shareholder.

If more than one joint holder of shares is present at the AGM (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

Attendance at the AGM

In order to minimise health risks created by COVID-19 pandemic and to ensure compliance with applicable public health orders in relation to public gatherings, the Board strongly encourages shareholders to:

- attend the meeting online which will provide you with similar opportunities as you would have attending an AGM in person;
- lodge a directed proxy appointing the Chair as proxy rather than attending the meeting in person; and
- to submit any questions ahead of the AGM to the Company Secretary (sandham@company matters.com.au) by Thursday 12 November 2020.

Further information about how to appoint a proxy and submit a question are included in this document.

Online attendance

If you wish to attend the meeting online, further details on how to participate are set out in the Link Group Online Platform Guide. The Online Platform Guide provides details about how to ensure your browser is compatible with the online platform, as well as a step by step guide to successfully log in and navigate the site. The Online Platform Guide will be released to the London Stock Exchange AIM and also will be available on our website (<http://www.lcmfinance.com/shareholders/>).

In person attendance

Whilst the Company will seek to take all reasonable precautions available, the Board cannot give any assurance that those persons wishing to attend the AGM in person will not be putting themselves at risk to health hazards concerning COVID-19.

The Company also reserves the right to deny entry into the AGM venue or require any person to leave the venue to ensure the health and safety of attendees at the AGM and compliance with applicable laws. The Board strongly urges shareholders to review and follow relevant government instructions and recommendations in place at the time in relation to the COVID-19 pandemic.

Due to travel restrictions and to minimise health risks to attendees, some Directors may not be able to attend the AGM in person. Those Directors may attend the meeting via audio or other electronic means.

Appointment of Proxy

If you are a shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the *Corporations Act 2001* (Cth) (the **Act**) to exercise its powers as proxy at the AGM.

A proxy need not be a shareholder of the Company.

A shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the shareholder's votes.

To be effective, the proxy must be received at the Share Registry of the Company no later than the following times / dates:

- for shareholders on the Australian register – by 17 November 2020 at 9:00am (Sydney time);
- for shareholders on the UK register – by Monday 16 November 2020 at 10:00pm (GMT).

Depository Interests Holders cannot vote in person at the AGM and are therefore requested to vote through CREST.

Depository Interest Holders wishing to attend the AGM should contact the Depository at Link Market Services Trustees Limited at The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, United Kingdom or email Nominee.Enquiries@linkgroup.co.uk in order to request a Letter of Representation by no later than 10:00pm (GMT) on 15 November 2020 or 72 hours before any adjourned meeting.

Voting of Ordinary Shares on Australian Register:

If you are a shareholder holding ordinary shares on the Australian register, please vote by one of the following methods:

Online (preferred):	www.linkmarketservices.com.au
By post:	Litigation Capital Management C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia
By facsimile:	02 9287 0309 (within Australia) +61 2 9287 0309 (from outside Australia)
By delivery in person:	Link Market Services Limited 1A Homebush Bay Drive Rhodes NSW 2138

To be valid, a proxy form must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner.

Power of Attorney

A proxy form and the original power of attorney (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 9:00am on 17 November 2020 (Sydney time), being 48 hours before the AGM.

Corporate Representatives

A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM. The appointment of the representative must comply with the requirements under section 250D of the Act. The representative should bring to the AGM a properly executed letter or other document confirming its authority to act as the company's representative. A "Certificate of Appointment of Corporate Representative" form may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

IMPORTANT: If you appoint the Chair of the Meeting as your proxy, or the Chair becomes your proxy by default, and you do not direct your proxy how to vote on a resolution, then by submitting the proxy form you will be expressly authorising the Chair to exercise your proxy on the resolution, even though the resolution is connected, directly or indirectly, with his or her remuneration or the remuneration of the KMP.

Voting of Ordinary Shares on UK Register

If you are a member of the Company on the UK Register (other than a Depository Interest Holder) at 10:00pm (GMT) 16 November 2020, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting.

An instrument appointing a proxy must be in writing in any usual form executed under the hand of the relevant member or his duly appointed attorney.

To be effective, the form of proxy must be:

- (a) completed and signed; and
- (b) delivered to the Registrar, Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU by no later than 10:00pm (GMT) on 16 November 2020 or 48 hours before any adjourned meeting.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer of the company or an attorney for the company, stating their capacity.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

The appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

A proxy does not need to be a member of the Company but must attend the Meeting in order to represent you. You may appoint the Chairman of the Meeting or another person as your proxy. If no clear voting instructions are given on your form of proxy and you have appointed the Chairman to be your proxy, please note that the Chairman will exercise his rights as proxy to vote in favour of all of the resolutions. If you do not want to vote in favour of all of the resolutions, please indicate this clearly on your form of proxy.

You may not appoint more than one proxy to exercise rights attached to any one share. When two or more valid but different appointments of proxy are delivered or received for the same share for use at the same meeting, the one which is last validly delivered or received (regardless of its date or the date of its execution) shall be treated as replacing and revoking the other or others as regards that share. If the Company is unable to determine which appointment was last validly delivered or received, none of them shall be treated as valid in respect of that share.

You may submit your proxy electronically using the Link Shareholder Portal at www.signalshares.com if not already registered for the share portal, you will need your investor code which can be found on your share certificate.

Voting by Depository Interest Holders through CREST

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) thereof by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the

issuer's agent (ID RA10) no later than 10:00pm (GMT) on 15 November 2020 or 72 hours before any adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Corporate representatives

Any corporation which is a member can, by resolution of its board or other governing body, appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

Issued shares and total voting rights

As at 20 October 2020, being the last trading day prior to publication of this notice, the Company's issued share capital comprised 115,654,666 ordinary shares. Each ordinary share carries the right to one vote at a general meeting of the Company.

SHAREHOLDER QUESTIONS

Shareholders who are unable to attend the Meeting or who may prefer to register questions in advance are invited to do so. Please email any questions to the Company Secretary, Anna Sandham (sandham@company matters.com.au) by 9:00am (Sydney time) on 12 November 2020 to allow time to collate questions and prepare answers. During the AGM, the Chair will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all topics raised. Please note that individual responses will not be sent to Shareholders.

ENCLOSURES

Enclosed with this document is a proxy form to be completed if you would like to be represented at the AGM by proxy. Shareholders are encouraged to use the online voting facility that can be accessed on Litigation Capital Management's share registry's website at www.linkmarketservices.com.au (for shareholders on the Australian Register) or www.signalshares.com (for shareholders on the UK register) to ensure the timely and cost effective receipt of your proxy. Also enclosed is a reply paid envelope for you to return the proxy form.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company (**Shareholders**) in relation to the business to be conducted at the Company's AGM to be held both online (via <https://agmlive.link/LCA20>) or at the offices of Piper Alderman Lawyers, Level 23, Governor Macquarie Tower, 1 Farrer Place, Sydney NSW 2000 on Thursday 19 November 2020 at 9:00am (Sydney time).

The purpose of this Explanatory Memorandum is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the resolutions.

Except as noted below, the Directors unanimously recommend Shareholders vote in favour of all Resolutions. The Chairman of the Meeting intends to vote all available undirected proxies in favour of each resolution.

Resolutions 1, 2, 3 and 4 relating to the re-election of the Non-executive Directors and the Executive Director, are each an ordinary resolution, which requires a simple majority of votes cast by Shareholders present and entitled to vote on the resolution to be in favour of the resolution.

Resolution 5, relating to disapplication of pre-emptive rights under the Company's amended Constitution, is to be voted on as a special resolution. For a special resolution to be passed, at least 75% of the votes cast by Shareholders present and entitled to vote on the resolution must be in favour of the resolution.

Resolution 1: Re-election of Non-Executive Director – Mr Jonathan Moulds

Jonathan Moulds was appointed a Non-executive Director of LCM on 19 December 2018 and Chairman in March 2019.

Jonathan is a Non-Executive Director of IG Group Holdings Plc and has recently served as the Chief Operating Officer of Barclays PLC. Prior to his role at Barclays, he was head of Bank of America's European business until 2013 and became the Chief Executive Officer of Merrill Lynch International following the merger of the two institutions in 2008. He was a member of Bank of America's Global Operating Committee.

Jonathan has served widely on key industry associations including as chairman of the International Swaps and Derivatives Association (ISDA) from 2004 until 2008 and as a director of the Association for Financial Markets in Europe (AFME). He remains a member of AFME's Advisory Board. Jonathan was a member of the Capital Markets Senior Practitioners of the UK Financial Services Authority and the Global Financial Markets Association.

Resolution 1 is an ordinary resolution.

The Directors, with Jonathan Moulds abstaining, unanimously recommend Shareholders vote in favour of Resolution 1.

Resolution 2. Re-Election of Non-Executive Director – Dr David King

David was appointed as a Non-executive Director of LCM on 9 October 2015 and was Chairman until March 2019.

David was a founder and non-executive director of Sapex Ltd, Gas2Grid Ltd and Eastern Star Gas Ltd. He has substantial natural resource related experience, having previously served as managing director of North Flinders Mines Ltd and CEO of Beach Petroleum and Claremont Petroleum.

David is a Fellow of the Australian Institute of Company Directors, a Fellow of the Australasian Institute of Mining and Metallurgy and a Fellow of the Australian Institute of Geoscientists. David is Non-executive Chairman of Galilee Energy Ltd and Cellmid Ltd and a Non-executive director of African Petroleum Corporation Ltd.

Resolution 2 is an ordinary resolution.

The Directors, with David King abstaining, unanimously recommend Shareholders vote in favour of Resolution 2.

Resolution 3. Re-Election of Non-Executive Director – Mr Gerhard Seebacher

Gerhard was appointed as a Non-executive Director of LCM on 18 August 2020.

Gerhard brings to LCM's Board a long career in financial services and fund management. He has worked extensively in Europe and the US, including a 20-year-plus career at Bank of America in a number of senior management roles within the global investment bank. Gerhard was more recently a partner at Brevan Howard Asset Management, a leading global macro hedge fund, and is currently the Chief Investment Officer and owner of Boulder Hill LLC, a private investment company.

Resolution 3 is an ordinary resolution.

The Directors, with Gerhard Seebacher abstaining, unanimously recommend Shareholders vote in favour of Resolution 3.

Resolution 4. Re-Election of Executive Director – Mr Nick Rowles-Davies

Nick was appointed as an executive Director of LCM on 19 December 2018. Nick is the executive vice-chairman of the Company.

Nick has been involved in the litigation finance and legal expenses insurance industries since 1999. He created and defined the concept of portfolio litigation finance and is the global leader in identifying, creating and executing litigation finance portfolios.

He is admitted as a Solicitor in England and Wales, in the British Virgin Islands and is an accredited mediator and has a wide range of experience in commercial and civil litigation issues. Nick is a regular speaker and frequent media commentator on all aspects of litigation, the costs regime, litigation finance, legal expenses insurance and a wide variety of legal matters.

In 2010 he co-founded a family office backed global litigation funding business. He was then Managing Director of a large publicly listed litigation finance firm and led it globally outside of the Americas. He then founded Chancery Capital with a clear focus corporate client portfolios. He is a former Director of the Association of Litigation Funders of England & Wales.

A pioneer in the development of the litigation funding industry in the UK and the common law world globally, he has led its transformation from third party funding, through litigation finance and now into a broad-based corporate finance offering. In doing so, Nick has been responsible for the largest and most innovative transactions in the field, including a €45 million portfolio financing deal for a significant FTSE 100 company and a £9m insolvency portfolio transaction with Grant Thornton and many more corporate portfolio-based investments globally.

Nick is the author of Third Party Litigation Funding, published by Oxford University Press in 2014. He is also a contributing author to The Legal Risk Management Handbook (Whalley and Guzelian -Kogan Page 2017) and to the 3rd edition of Friston on Costs (Dr Mark Friston -OUP 2018).

Resolution 4 is an ordinary resolution.

The Directors, with Nick Rowles-Davies abstaining, unanimously recommend Shareholders vote in favour of Resolution 4.

Resolution 5. Disapplication of Pre-Emptive Rights (under amended Constitution)

Background

Clause 6.1 of the Company's current Constitution contains certain pre-emptive rights which, subject to exemptions, require the Company to make an offer of shares to Shareholders pro rata to their existing holdings before the Company may issue shares to another person. Clause 6.3 of the Company's Constitution then sets out the process for a disapplication resolution under which the Company may resolve by special resolution that the Directors be authorised to issue and allot a maximum number of shares for cash as if the pre-emptive rights in clause 6.1 did not apply (a **Disapplication Resolution**).

Currently, pursuant to a resolution passed at the 2019 AGM, the Company is authorised to allot and issue shares for cash as if clause 6.1 did not apply to such allotment, provided that the shares do not exceed 10% of the Company's issued share capital in any 12 month period, to be determined as follows:

- (a) no more than 5% of the Company's issued share capital during any period of twelve months, whether or not in connection with an acquisition or specified capital investment; and
- (b) no more than an additional 5% of the Company's issued share capital during any period of twelve months, provided that the Company intends to only use the proceeds from such issue in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six month period and is disclosed in the announcement of the issue.

The current approval expires on 28 February 2021.

Resolution 5 is a special resolution and seeks Shareholder approval under clause 6.3 of the Company's Constitution (as amended) to authorise the Directors to issue a maximum 15% of the Company's issued share capital, as at the date of this resolution.

The Directors are seeking a blanket 15% approval (without any conditions as to the use of that capital) as it provides the Company with the maximum flexibility to raise equity capital. The Company has found that the current authority has been unduly restrictive and seeks to optimise its ability to raise equity capital.

An authority given under Resolution 5 will expire at the date that is 15 calendar months after the date that this Resolution is passed or revocation of the authority by the Company. The authority under Resolution 10 is in substitution for the authority granted at the 2019 annual general meeting.

The Directors unanimously recommend Shareholders vote in favour of Resolution 5.