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If you have sold or otherwise transferred all of your Shares in St James House PLC you should deliver this document together with the enclosed Form of Proxy as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

St James House PLC

(Incorporated and registered in England and Wales with registered number 04458947)

Notice of 2021 Annual General Meeting

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company which is set out in Part II of this document and which recommends that you vote in favour of the Resolutions to be proposed at the Annual General Meeting referred to below.

The Notice of the Annual General Meeting of the Company, to be held at Gainsborough House, 59-60 Thames Street, Windsor, Berkshire, SL4 1TX commencing at 11:00 a.m. on 30 July 2021 is set out at the end of this document. A Form of Proxy for use at the meeting is enclosed with this document and should be returned as soon as possible and in any event so as to be received by the Company's Registrars, by not later than 11:00 a.m. on 28 July 2021.

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TIMETABLE OF EVENTS

Latest time & date for receipt of Forms of Proxy for the Annual General Meeting	11:00 a.m. 28 July 2021
Date and time of Annual General Meeting	11.00 a.m. on 30 July 2021

Notes:

References to times in this document are to London, UK, time unless otherwise stated.

PART I

DEFINITIONS

The following definitions apply throughout this document unless the context otherwise requires:

“Act”	the Companies Act 2006;
“Annual General Meeting” or “AGM”	the general meeting of the Company, notice of which is set out at Part III of this document, and including any adjournment(s) thereof;
“Board” of “Directors or Board”	the board of directors of the Company as at the date of this document;
“Company” or “SJH”	St James House PLC, a company incorporated in England and Wales with registered number 04458947 and having its registered office at Gainsborough House, 59-60 Thames Street, Windsor, Berkshire, England, SL4 1TX;
“Form of Proxy”	the form of proxy accompanying this document relating to the Annual General Meeting;
“Registrars”	SLC Registrars, P.O. Box 5222, Lancing, BN99 9FG, the Company’s registrar;
“Resolutions”	the resolutions to be proposed at the Annual General Meeting which are set out in full in the Notice of Annual General Meeting at Part III of this document;
“Shareholders”	holders of Shares;
“Shares”	the ordinary shares of one pence each in the capital of the Company; and
“this document”	this document, including the notice of Annual General Meeting in Part III, and the Form of Proxy.

PART II

LETTER FROM THE CHAIRMAN

St James House PLC

(Incorporated and registered in England and Wales with registered number 04458947)

Registered office:
Gainsborough House
59-60 Thames Street
Windsor
Berkshire
SL4 1TX

Directors:

Roger Ronald Matthews, *Non-Executive Chairman*
Richard Alexander Shearer, *Chief Executive Officer*
Graeme David Paton, *Executive Director*
Daniel (“Dan”) Lee Gary Pym, *Finance Director*
Kathryn (“Kathy”) Ann Cox, *Non-Executive Director*
Arno Rudolf, *Non-Executive Director*
John Cripps, *Non-Executive Director*

6 July 2021

To Shareholders and, for information only, to the holders of options over Shares

Dear Shareholder,

Notice of Annual General Meeting

1. Introduction

The Company has announced today the convening of its 2021 Annual General Meeting to propose resolutions relating to ordinary business and, in addition, resolutions to enable the Board to allot shares and to do so for cash on a non pre-emptive basis, as well as a proposed change of name. A Notice convening the Annual General Meeting to be held at 11:00 a.m. on 30 July 2021 is enclosed with this document. This document explains the background to and reasons for the Resolutions being proposed at the Annual General Meeting.

The board of directors of the Company are closely monitoring the rapidly changing Covid-19 Pandemic and the health of our members, employees, directors and other connected persons is of paramount importance. Accordingly following the latest instructions and guidelines relating to meetings of this kind, members will NOT be able to attend the meeting in person.

As members will not be able to actually attend the meeting and so as to ensure that as many votes as possible are recorded, the board of directors strongly encourage all members to vote by completing the attached proxy form and appointing the Chairman as proxy.

Your Directors will continue to monitor official Government warnings regarding the restrictions on public gatherings and if it becomes necessary to make alternative arrangements for the meeting the Company will notify shareholders via the company website at <https://sjhplc.com/> and the London Stock Exchange Announcement Platform.

To enable shareholders to virtually attend the AGM, the Company has put in place an online video link, for which shareholders may register for via the Company's website at <https://sjhplc.com/agm->

registration/. Registrations must be submitted no later than 11.00am on 28 July 2021 by providing the Company with a valid email address and the shareholder's name and address details as recorded on the Company's shareholder register and maintained by the Company's registrar SLC Registrars. Should shares be held via nominee service, then a valid letter of confirmation must be provided to enable registration and access to the video link.

In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those Shareholders registered on the Company's register of member as at 6:30pm on 28 July 2021 (or in the case of adjournment forty-eight hours before the time of the adjourned meeting) will be entitled to attend the Annual General Meeting via the video link.

Once shareholder details are confirmed an access link will be emailed to the shareholder no later than 10.00am on 30 July 2021. While all votes on resolutions must be submitted in advance by proxy cards, the Board will be available to answer shareholder's questions.

The Board of Directors greatly appreciate the understanding of members under the current situation.

The Company's audited annual report and accounts for the year to 31 January 2021 (the "**Annual Report**") is expected to be published and final results for the same period announced during the week commencing 26 July 2021. As a result, the Company will adjourn the AGM in relation to the resolutions concerning the content of the Annual Report until mid-August. It is hoped that at the point that the AGM is reconvened that the remaining Covid-19 restrictions will have been lifted and shareholders will be able to attend in person. This adjournment will relate to Resolutions 1, 7 and 8.

2. Annual General Meeting

Ordinary Business

Resolutions 1 to 8 relate to the ordinary business to be considered at the Annual General Meeting namely the receipt and adoption of the annual accounts of the Company for the year ended 31 January 2021, the re-election of certain directors, the re-appointment of MHA MacIntyre Hudson as the auditors of the Company, to approve the directors' remuneration report and to approve the directors' remuneration policy.

Special Business

Resolutions 9 (an ordinary resolution) and 10 (a special resolution) relate to the special business to be considered at the Annual General Meeting namely the grant of authority to the Directors to allot Shares generally and the disapplication of pre-emption rights.

Section 551 of the Act prohibits directors from allotting any Shares in the Company without prior authority from Shareholders. Section 561 of the Act gives holders of equity securities certain rights of pre-emption on the issue for cash of new equity securities.

Pursuant to Resolutions 9 and 10 the Company is seeking new authority in respect of an aggregate nominal amount of £ 100,000 and authority to disapply the statutory pre-emption rights in section 561 in respect of the allotment of equity securities up to an aggregate nominal amount of £ 100,000.

The authority described in Resolutions 9 and 10 will, unless previously revoked or varied by the Company in general meeting, expire on the date which is five years and fifteen months respectively from the passing of such Resolutions. The Resolutions supersede and replace any like authority or power previously conferred on the Directors.

Resolutions 9 and 10 will give the Board flexibility to raise additional funds as and when suitable opportunities may arise and acquire suitable and potential Company or business acquisitions through the issue of the Company's ordinary shares and will give the Board scope to take advantage of any such opportunities presented.

Resolution 11 (a special resolution) is proposed that following the strategic financing and commercial

agreement with Tintra Acquisitions Limited the Company changes its name to Tintra plc.

3. Action to be taken

A Form of Proxy for use in connection with the Annual General Meeting is enclosed with this document. As per the Covid-19 note above as you cannot be present at the Annual General Meeting, you are requested to complete, sign and return the Form of Proxy in accordance with the instructions printed thereon to the Company's Registrars, as soon as possible and, in any event, not later than 11:00 a.m. on 28 July 2021, being 48 hours before the time of the Annual General Meeting.

Yours faithfully,

Roger Matthews
Chairman

PART III

NOTICE OF 2021 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of St James House PLC (the “Company”) will be held at Gainsborough House, 59-60 Thames Street, Windsor, Berkshire, SL4 1TX at 11:00 a.m. on 30 July 2021 for the purpose of considering and, if thought fit, passing the following resolutions of the Company as set out below:

ORDINARY RESOLUTIONS

1. To receive the report of the Directors and the statement of accounts and the balance sheet of the Company for the year ended 31 January 2021 with the auditors’ report thereon.
2. To re-appoint MHA MacIntyre Hudson LLP as the Company’s auditors.
3. To authorise the Directors to determine the auditors’ remuneration.
4. To re-elect John Cripps as a Director of the Company who was appointed by the Board since the last Annual General Meeting.
5. To re-elect Richard Shearer as a Director of the Company who was appointed by the Board since the last Annual General Meeting.
6. To re-elect Dan Pym as a Director of the Company who retires by rotation and, being eligible, offers himself for re-election.
7. To approve the directors’ remuneration report (excluding the directors’ remuneration policy, set out in the directors’ remuneration report), as set out in the Company’s annual report and accounts for the financial year ended 31 January 2021.
8. To approve the directors’ remuneration policy, as set out in the directors’ remuneration report, as set out in the Company’s annual report and accounts for the financial year ended 31 January 2021.
9. THAT, in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to exercise all the powers of the Company to allot equity securities (as defined by section 560 of the Act), up to an aggregate nominal amount of £100,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of its passing save that the Company may, before such expiry, make offers or agreements which would all might require equity securities to be allotted and the Directors may allot equity securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired. This Resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot equity securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTIONS

10. THAT, subject to the passing of Resolution 9, the Directors be generally and unconditionally authorised and granted the power to allot equity securities (as defined by section 560 of the Act) for cash, either pursuant to the authority conferred by Resolution 9 or by way of sale of treasury shares, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal value of £100,000. The power granted by this resolution shall expire on the date that is 15 months from the date of the Annual General Meeting unless renewed, varied or revoked by the Company prior to or on such date, save that the Company may, before such expiry, make offers or agreements 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. This Resolution revokes and replaces all unexercised powers and authorities previously granted to the directors to allot equity securities as if section 561(1) of the Act 2006 did not apply, but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.
11. THAT, the name of the Company be changed from St James House plc to Tintra plc.

NOTE

Section 656 of the Companies Act 2006 ('s656') was brought to the attention of the Directors as part of the year end accounts and audit. s656 requires that when the net assets of a public company are less than half of its called-up share capital the Directors are required to convene a General Meeting of the company. At the AGM the Directors will therefore consider, whether any, and if so what, steps should be taken to deal with this situation. No resolution is being put to the General Meeting.

AVAILABILITY OF DOCUMENTS:

It is the Company's expectation that the Annual Report and Accounts for the year ended 31 January 2021 ("the "Annual Report") will be produced in the week commencing 26 July 2021 and therefore the required length of notice for the resolutions concerning the Annual Report will not have been met and therefore it is the Board's intention to adjourn the Annual General Meeting solely in relation to these resolutions and to be reconvened at a time and date to be determined at the Annual General Meeting but expected to be in mid-August 2021.

By order of the Board of Directors

Andrew Flitcroft
Secretary

Registered Office:
Gainsborough House
59-60 Thames Street
Windsor
Berkshire
SL4 1TX

Notes:

1. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those Shareholders registered on the Company's register of members as at 6:30pm on 28 July 2021 (or in the case of adjournment forty-eight hours before the time of the adjourned meeting) will be entitled to attend and vote at the Annual General Meeting. Changes to the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting.
2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Annual General Meeting and you should have received a form of proxy with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the form of proxy. **However as per the Covid19 guidelines you or your proxy will not be able to attend the meeting in person therefore please appoint the chairman in order for your votes to be counted.**
3. A proxy need not be a member of the Company but must attend the Annual General Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the form of proxy are set out in the notes to the form of proxy. If you wish your proxy to speak on your behalf at the Annual General Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them. **However as per the Covid19 guidelines you or your proxy will not be able to attend the meeting in person therefore please appoint the chairman in order for your votes to be counted.**
4. The notes to the form of proxy explain how to direct your proxy how to vote on each Resolution or withhold their vote. To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified or office copy of such power or authority must be in writing and delivered to SLC Registrars, P.O. Box 5222, Lancing, BN99 9FG, no later than 11.00 a.m. on 28 July 2021 (or not less than 48 hours before the time appointed any adjournment thereof (not including weekends or public holidays)).
5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the Resolution. If you do not give your proxy an indication of how to vote on any Resolution, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
6. 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 complete and submit more than one proxy form and make it clear how many shares the proxy has voting rights over. Failure to specify the number of shares each proxy appointment relates to or specifying a number of shares in excess of those held by the member on the record date will result in the proxy appointment being invalid.
7. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
8. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
9. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Registrars of the Company at SLC Registrars, P.O. Box 5222, Lancing, BN99 9FG (in the case of a member which is a company, the revocation notice must be executed in accordance with note 11 below). Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified or office copy of such power or authority) must be in writing and included with the revocation notice. The revocation notice must be received by SLC Registrars, P.O. Box 5222, Lancing, BN99 9FG not less than 48 hours before the time fixed for the holding of the Annual General Meeting or before the time appointed any adjournment thereof (not including weekends or public holidays). If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.
10. Use of the form of proxy does not preclude a member attending the Annual General Meeting and voting in person. If you have appointed a proxy and attend the Annual General Meeting in person, your proxy appointment will automatically be terminated. **However as per the Covid19 guidelines you or your proxy will not be able to attend the meeting in person therefore please appoint the chairman in order for your votes to be counted.**
11. In the case of a member which is a company, the form of proxy must be executed under its common seal or signed on its behalf by a duly authorised officer or attorney for the Company.
12. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all of its powers as a member provided that no more than one corporate representative exercises power over the same share. **However as per the Covid19 guidelines you or your proxy will not be able to attend the meeting in person therefore please appoint the chairman in order for your votes to be counted.**
13. Except as provided above, members who have general queries about the Annual General Meeting should call +44 203 6555 000 (no other methods of communication will be accepted).

Explanation of resolutions to be proposed at the 2021 Annual General Meeting

Ordinary Business

Resolution 1 – To receive the Directors’ report and accounts for the year ended 31 January 2021 (ordinary resolution).

The Directors are required by law to present the report and accounts for the year ended 31 January 2021 to Shareholders to formally receive them. This gives Shareholders the opportunity to raise any questions about the 2021 accounts and accompanying reports and statements.

Resolution 2 – To re-appoint the auditors (ordinary resolution)

The Company is required to appoint an auditor at each general meeting at which accounts are laid before the Company, to hold office until the conclusion of the next such meeting. The Directors are recommending the reappointment of MHA MacIntyre Hudson LLP as auditors of the Company.

Resolution 3 – To authorise the Directors to set the auditors’ remuneration (ordinary resolution)

The resolution authorises the Directors to set the remuneration payable to the auditors, in accordance with best practice.

Resolution 4 – To re-appoint a Director of the Company (ordinary resolution)

The resolution deals with the re-appointment of Mr John Cripps, who was appointed by the Board since the last Annual General Meeting. The Board believes that it is in the best interests of the Company to re-appoint Mr Cripps.

Mr Cripps is a civil, commercial, and family mediator with a business development consultancy. He has been on the Board of the Kensington and Chelsea Chamber of Commerce Ltd for over 10 years, where he is currently President. His earlier career was spent at a number of firms involved in the Lloyd’s Insurance Market, and later in facilities management for a large City-based fund manager.

Resolution 5 – To re-appoint a Director of the Company (ordinary resolution)

The resolution deals with the re-appointment of Mr Richard Shearer, who was appointed by the Board since the last Annual General Meeting. The Board believes that it is in the best interests of the Company to re-appoint Mr Shearer.

Richard is the founder of Tintra Holdings Ltd (“TH”), an organisation whose primary activities are as a hybrid Family Office and investment management firm based in Dubai which focuses on providing solutions to emerging market clients. Over the last 15 years, Richard has built TH by solving the problems of ultra-high net worth high-profile families from the emerging world, in particular solving issues that others have been unable to. He has developed deep connections across Africa, the Middle East and Asia. His key role has been in structuring solutions for its clients’ complex cross-border issues, as well as sourcing and creating deal flow in Europe, the US & Australia. This has resulted in TH arranging investments across hospitality, real estate, film & television and fintech, amongst many others, for its clients.

Resolution 6 - To re-appoint a Director of the Company (ordinary resolution)

The resolution deals with the re-appointment of Mr Dan Pym, who retires by rotation and offers himself for re-appointment. The Board believes that it is in the best interests of the Company to re-appoint Mr Pym.

A Chartered Management Accountant, Dan has worked in finance departments in a senior capacity for over 15 years, starting his career with Arrow Global (formerly Capquest), a leader in the secondary consumer debt purchase sector, followed by experience in other market sectors and a Head of Finance position at the retail company Furniture Village.

Resolution 7 - To approve the directors’ remuneration report (excluding the directors’ remuneration policy, set out in the directors’ remuneration report), as set out in the Company’s annual report and accounts for the financial year ended 31 January 2021 (ordinary resolution). The resolution approves the directors’ remuneration report, in accordance with best practice.

Resolution 8 - To approve the directors’ remuneration policy, as set out in the directors’ remuneration report, as set out in the Company’s annual report and accounts for the financial year ended 31 January 2021 (ordinary resolution). The resolution approves the directors’ remuneration policy, in accordance with best practice.

Special Business

Resolution 9 - This resolution renews the authority granted to the Directors at the previous annual general meeting, to allot shares under section 551 of the Companies Act 2006 (ordinary resolution) up to an aggregate nominal amount of £100,000 and expires on the fifth anniversary from the date of the Annual General Meeting. This is a general authority which would be used for issues of ordinary shares. It grants general authority to allot securities.

Resolution 10 – This resolution renews the authority granted to the Directors at the previous annual general meeting, to allot shares under section 570 of the Companies Act 2006 (special resolution), up to an aggregate nominal amount of £100,000 and expires on the date that is 15 months from the date of the Annual General Meeting. These are the general authorities which would be used for issues of ordinary shares. It grants authority to allot securities for cash otherwise than pro rata to shareholders, disapplying shareholders' pre-emption rights.

Resolution 11 – To change the Company name to Tintra plc following the strategic financing and commercial agreement with Tintra Acquisitions Limited. This name change is proposed in order to leverage the valued brand presence in the emerging markets in which other Tintra businesses operate. Under the recently signed commercial agreement, the Company has the right to use the brand and the Board believes that expansion of its payment services into emerging markets will offer significant benefits. Tintra's brand and business are both complementary and beneficial to the development of the Company's existing services. The change to Tintra PLC is designed to bring together the brand benefits with the additional developments which the existing PLC can provide.

St James House PLC

(incorporated and registered in England and Wales with registered number 04458947)

For use at the Annual General Meeting to be held at Gainsborough House, 59-60 Thames Street, Windsor, Berkshire, SL4 1TX at 11:00 a.m. on 30 July 2021.

I/We
(name in full in block capitals)

of
(full postal address in block capitals)

being (a) member(s) of the above named company (the “Company”) hereby appoint the Chairman of the Meeting or the following person (see note 3 below) as my/our proxy to attend, speak and vote for me/us on my/our behalf at the Annual General Meeting of the Company and at every adjournment thereof. I/We instruct my/our proxy to vote on the under mentioned resolutions as follows:

Please insert an X in the appropriate boxes alongside the resolutions.

Annual General Meeting	For	Against	Vote Withheld
<i>Ordinary resolutions:</i>			
1. To receive the report of the Directors and the statement of accounts and the balance sheet of the Company for the year ended 31 January 2021 with the auditors’ report thereon.			
2. To re-appoint MHA MacIntyre Hudson LLP as the Company’s auditors.			
3. To authorise the Directors to determine the auditors’ remuneration.			
4. To re-elect Mr John Cripps as a Director of the Company, who was appointed by the Board since the last Annual General Meeting.			
5. To re-elect Mr Richard Shearer as a Director of the Company, who was appointed by the Board since the last Annual General Meeting.			
6. To re-elect Dan Pym as a Director of the Company, who retires by rotation and, being eligible, offers himself for re-election.			
7. To approve the directors’ remuneration report (excluding the directors’ remuneration policy, set out in the directors’ remuneration report), as set out in the Company’s annual report and accounts for the financial year ended 31 January 2021.			
8. To approve the directors’ remuneration policy, as set out in the directors’ remuneration report, as set out in the Company’s annual report and accounts for the financial year ended 31 January 2021.			

	For	Against	Vote Withheld
9. THAT, in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to exercise all the powers of the Company to allot equity securities (as defined by section 560 of the Act), up to an aggregate nominal amount of £100,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of its passing save that the Company may, before such expiry, make offers or agreements which would all might require equity securities to be allotted and the Directors may allot equity securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.			
<i>Special resolutions:</i>			
10. THAT, subject to the passing of Resolution 9, the Directors be generally and unconditionally authorised and granted the power to allot equity securities (as defined by section 560 of the Act) for cash, either pursuant to the authority conferred by Resolution 9 or by way of sale of treasury shares, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal value of £100,000. The power granted by this resolution shall expire on the date that is 15 months from the date of the Annual General Meeting unless renewed varied or revoked by the Company prior to or on such date, save that the Company may, before such expiry, make offers or agreements 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.			
11. THAT, the name of the Company be changed from St James House plc to Tindra plc.			

Names of joint holders (if any)

If this form is signed and returned without any indication as to how the proxy shall vote, the proxy will exercise discretion both as to how the proxy votes and whether or not the proxy abstains from voting. The proxy will also exercise discretion as to voting (and whether or not the proxy abstains from voting) on any other business transacted at the Meeting.

Signature Dated

Notes:

[IMPORTANT NOTICE REGARDING COVID-19

In light of the current COVID19 situation and related legal and other requirements of governmental authorities, we are requiring that shareholders do not attend in person but instead appoint the Chairman of the meeting as their proxy with their voting instructions. Shareholders should also bear in mind that if they, or any alternative proxy, travel to attend the meeting in person, they would be denied entry based on prevailing circumstances.

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A Shareholder may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that Shareholder. A proxy need not be a Shareholder of the Company.
2. 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:
 - a. on any resolution referred to above if no instruction is given in respect of that resolution; and
 - b. on any business or resolution considered at the meeting other than the resolutions referred to above.
3. 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 **however please see the Covid19 note above.**
4. To be valid any proxy form or other instrument appointing a proxy and any power of attorney under which it is executed (or a duly certified copy of any such power of authority), must be:
 - a. completed and signed;
 - b. sent or delivered to SLC Registrars, P.O. Box 5222, Lancing, BN99 9FG ;
 - c. or by scanning a signed copy and emailing this to proxy@slcregistrars.com; and
 - d. received by SLC Registrars no later than 11am on 28th July 2021.being 48 hours before the time appointed for the Meeting or not less than 48 hours before the time appointed any adjournment thereof (not including weekends or public holidays).
5. 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.
6. 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.
7. The return of a completed proxy form would usually not prevent a Shareholder attending the meeting and voting in person if he/she wishes to do so **however please see the Covid19 note above.**
8. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
9. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
10. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.
11. Any alteration made in this form should be initialed.