

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to what action you should take, you are recommended to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000, as amended, if you are resident in the United Kingdom, or if you are taking advice in another jurisdiction, from an appropriately authorised independent professional adviser.**

If you have sold or otherwise transferred all of your Shares in Tintra 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.

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# **Tintra PLC**

**(formerly St James House PLC)**

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

## **Notice of 2021 Annual General Meeting (as adjourned from 30th July 2021)**

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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 Adjourned Annual General Meeting referred to below.

**The Notice of the Adjourned Annual General Meeting of the Company, to be held at 2nd Floor, Berkeley Square House, Berkeley Square, London, W1J 6BD commencing at 11:00 a.m. on 20 August 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 18 August 2021.**

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## TIMETABLE OF EVENTS

Latest time & date for receipt of Forms of Proxy for the  
Adjourned Annual General Meeting

11:00 a.m. 18 August 2021

Date and time of Adjourned Annual General Meeting

11.00 a.m. on 20 August 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:

<b>“Act”</b>	the Companies Act 2006;
<b>“AGM”</b>	Annual General Meeting
<b>“Adjourned Annual General Meeting” or “Adjourned AGM”</b>	the general meeting of the Company, notice of which is set out at Part III of this document, and including any adjournment(s) thereof;
<b>“Board” of “Directors or Board”</b>	the board of directors of the Company as at the date of this document;
<b>“Company” or “TNT”</b>	Tintra PLC, a company incorporated in England and Wales with registered number 04458947 and having its registered office at 2nd Floor, Berkeley Square House, Berkeley Square, London, W1J 6BD;
<b>“Form of Proxy”</b>	the form of proxy accompanying this document relating to the Adjourned Annual General Meeting;
<b>“Registrars”</b>	SLC Registrars, P.O. Box 5222, Lancing, BN99 9FG, the Company’s registrar;
<b>“Resolutions”</b>	the resolutions to be proposed at the Adjourned Annual General Meeting which are set out in full in the Notice of Adjourned Annual General Meeting at Part III of this document;
<b>“Shareholders”</b>	holders of Shares;
<b>“Shares”</b>	the ordinary shares of one pence each in the capital of the Company; and
<b>“this document”</b>	this document, including the notice of Adjourned Annual General Meeting in Part III, and the Form of Proxy.

## PART II

### LETTER FROM THE CHAIRMAN

# Tintra PLC

(formerly St James House PLC)

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

Registered office:  
2nd Floor  
Berkeley Square House  
Berkeley Square  
London  
W1J 6BD

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*

5 August 2021

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

Dear Shareholder,

### **Notice of Adjourned Annual General Meeting**

#### **1. Introduction**

On 30 July 2021 the Company announced the convening of its 2021 Adjourned Annual General Meeting to propose resolutions relating to ordinary business. A Notice convening the Adjourned Annual General Meeting to be held at 11:00 a.m. on 20 August 2021 is enclosed with this document. This document explains the background to and reasons for the Resolutions being proposed at the Adjourned Annual General Meeting.

While COVID-19 restrictions have largely been lifted in England, we would strongly recommend that shareholders do not attend the Adjourned AGM in person as the safety of our staff and shareholders is paramount. In addition, the Company will require any shareholders who attend in person to wear a face covering at all times, provide proof of having received both doses of an NHS-approved vaccination at least two-weeks prior and comply with strict 2m social distancing requirements. All resolutions will be taken on a poll (including votes cast by proxy). Shareholders will be able to vote by proxy using the usual online and postal facilities and further details on how to vote are set out in the Notice of the Adjourned AGM.

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.

**Any proxy forms submitted for the original AGM on 30 July 2021 will apply to the Adjourned AGM and unless you wish to update or amend your proxy form there is no need to take any action.**

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 Adjourned 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 18 August 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 18 August 2021 (or in the case of adjournment forty-eight hours before the time of the adjourned meeting) will be entitled to attend the Adjourned 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 20 August 2021. 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") were published and final results for the same period announced on 27 July 2021.

## **2. Adjourned Annual General Meeting**

### **Ordinary Business**

Resolutions 1, 7 and 8 relate to the ordinary business to be considered at the Adjourned Annual General Meeting namely the receipt and adoption of the annual accounts of the Company for the year ended 31 January 2021 and to approve the directors' remuneration report and to approve the directors' remuneration policy.

### **3. Action to be taken**

A Form of Proxy for use in connection with the Adjourned Annual General Meeting is enclosed with this document. As per the Covid-19 note above as you cannot be present at the Adjourned 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 18 August 2021, being 48 hours before the time of the Adjourned Annual General Meeting.

Yours faithfully,

**Roger Matthews**  
*Chairman*

## PART III

### NOTICE OF 2021 ADJOURNED ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Adjourned Annual General Meeting of Tintra PLC (the “Company”) will be held at 2nd Floor, Berkeley Square House, Berkeley Square, London, W1J 6BD at 11:00 a.m. on 20 August 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.
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.

#### AVAILABILITY OF DOCUMENTS:

The Annual Report and Accounts for the year ended 31 January 2021 (“the “Annual Report”) were published and final results announced on 27 July 2021 and can be found at <https://sjhplc.com/wp-content/uploads/2021/07/SJH-PLC-Annual-Report-and-Financial-Statements-to-31-Jan-21.pdf>

By order of the Board of Directors

**Andrew Flitcroft**  
*Secretary*

*Registered Office:*  
2nd Floor  
Berkeley Square House  
Berkeley Square  
London  
W1J 6BD

**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 member as at 6:30pm on 18 August 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 Adjourned 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 Adjourned 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 Adjourned 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 are strongly recommended not 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 Adjourned 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 Adjourned 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 are strongly recommended not 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 18 August 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 Adjourned 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 Adjourned Annual General Meeting and voting in person. If you have appointed a proxy and attend the Adjourned Annual General Meeting in person, your proxy appointment will automatically be terminated. **However as per the Covid19 guidelines you or your proxy are strongly recommended not 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 are strongly recommended not 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 Adjourned Annual General Meeting should call +44 203 6555 000 (no other methods of communication will be accepted).
14. **Any proxy forms submitted for the original AGM on 30 July 2021 will apply to the Adjourned AGM and unless you wish to update or amend your proxy form there is no need to take any action.**

## **Explanation of resolutions to be proposed at the 2021 Adjourned 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 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.

# Tindra PLC

## (formerly St James House PLC)

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

For use at the Adjourned Annual General Meeting to be held at 2nd Floor, Berkeley Square House, Berkeley Square, London, W1J 6BD at 11:00 a.m. on 20 August 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 Adjourned 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.

<b>Adjourned Annual General Meeting</b>	<b>For</b>	<b>Against</b>	<b>Vote Withheld</b>
<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.			
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.			

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 strongly recommending 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 will be required to wear a face covering at all times, provide proof of having received both doses of an NHS-approved vaccination at least two-weeks prior and comply with strict 2m social distancing requirements.**

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](mailto:proxy@slcregistrars.com); and
  - d. received by SLC Registrars no later than 11:00am on 18<sup>th</sup> August 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.
12. **Any proxy forms submitted for the original AGM on 30 July 2021 will apply to the Adjourned AGM and unless you wish to update or amend your proxy form there is no need to take any action.**