

**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**

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

## **Notice of General Meeting**

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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 Resolution to be proposed at the General Meeting referred to below.

**The Notice of the General Meeting of the Company, to be held at the offices of Allenby Capital Limited, 5 St Helen's Place, London, EC3A 6AB commencing at 1:30 p.m. on Thursday 2 November 2023 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 1:30 p.m. on Tuesday 31 October 2023.**

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## TIMETABLE OF EVENTS

Latest time & date for receipt of Forms of Proxy for the General Meeting	1:30 p.m. 31 October 2023
Date and time of General Meeting	1.30 p.m. on 2 November 2023

**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>“General Meeting” or “GM”</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, United Kingdom, W1J 6BD;
<b>“Form of Proxy”</b>	the form of proxy accompanying this document relating to the General Meeting;
<b>“Registrars”</b>	SLC Registrars, P.O. Box 5222, Lancing, BN99 9FG, the Company’s registrar;
<b>“Resolution”</b>	the resolution to be proposed at the General Meeting which is set out in full in the Notice of 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 General Meeting in Part III, and the Form of Proxy.

## PART II

### LETTER FROM THE CHAIRMAN

# Tintra 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*

Dr Joseph ("Joe") Michael William Lyske, *Chief Science Officer*

Abdul Sajid, *Chief Financial Officer*

Kathryn ("Kathy") Ann Cox, *Non-Executive Director*

John Cripps, *Non-Executive Director*

17 October 2023

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

Dear Shareholder,

### Notice of General Meeting

#### 1. Introduction

The Company has announced today the convening of a General Meeting to propose a resolution to appoint the Company's auditors who were appointed by the directors of the Company to fill a casual vacancy. A Notice convening the General Meeting to be held at 1:30 p.m. on Thursday 2 November 2023 is enclosed with this document. This document explains the background to and reason for the Resolution being proposed at the General Meeting. Only the business set out in the Notice will be addressed at the meeting.

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 31 October 2023 (or in the case of adjournment forty-eight hours before the time of the adjourned meeting) will be entitled to attend the General Meeting.

#### 2. General Meeting

##### Ordinary Business

Resolution 1 (an ordinary resolution) to be considered at the General Meeting, namely to appoint the Company's auditors who were appointed to fill a casual vacancy which arose when the Company's previous auditors, MHA MacIntyre Hudson LLP, resigned after the Company's Annual General Meeting held on 31 July 2023. MHA MacIntyre Hudson LLP confirmed that, in connection with its resignation as auditors, no circumstances were brought to their attention that should be brought to the notice of the members of the Company.

#### 3. Action to be taken

A Form of Proxy for use in connection with the General Meeting is enclosed with this document. Whether or not you intend to be present at the 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 1:30 p.m. on 31 October 2023, being 48 hours before the time of the General Meeting.

Yours faithfully,

**Roger Matthews**  
*Chairman*

## **PART III**

### **NOTICE OF GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the General Meeting of Tintra PLC (the “Company”) will be held at the offices of Allenby Capital Limited, 5 St Helen’s Place, London, EC3A 6AB at 1:30 p.m. on Thursday 2 November 2023 for the purpose of considering and, if thought fit, passing the following resolution of the Company as set out below:

#### **ORDINARY RESOLUTION**

1. To appoint BSS & Co (Accountancy Services) Ltd as auditor of the Company to hold office until the conclusion of the next general meeting of the Company at which accounts are laid.

By order of the Board of Directors

**Andrew Flitcroft**  
*Secretary*

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

**Notes:**

1. As a member of the Company who is entitled to attend and vote at the General Meeting, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the General Meeting and you should have received a Form of Proxy with this Notice of General Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the Form of Proxy. Appointment of a proxy does not preclude you from attending the General Meeting and voting in person. If you have appointed a proxy and attend the General Meeting in person, your proxy appointment will automatically be terminated.
2. A proxy does not need to be a member of the Company but must attend the 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 General Meeting, you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
3. To appoint a proxy using the form accompanying this Notice of GM, the Form of Proxy must be:
  - completed and signed;
  - sent or delivered to SLC Registrars, P.O. Box 5222, Lancing, BN99 9FG; or
  - scanned as a PDF file and sent by email to [proxy@slcregistrars.com](mailto:proxy@slcregistrars.com); and
  - received by SLC Registrars no later than 1:30pm on 31 October 2023.
4. 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 an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.
5. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.
6. To change your proxy instructions, simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
7. 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 SLC Registrars, P.O. Box 5222, Lancing, BN99 9FG, to be received by the Company's Registrars no later than 1:30pm on 31 October 2023. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
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. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using 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.
10. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & International Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent ID 7RA01 by 1:30pm on 31 October 2023. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
11. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. 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 sponsored member, or has appointed a voting service provider, 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
12. 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.
13. As at 16 October 2023 (being the last business day prior to the publication of this Notice of General Meeting) the Company's issued share capital consists of 17,727,953 ordinary shares of 1p each carrying one vote each. The total voting rights in the Company as at close of business on 16 October 2023 are therefore 17,727,953.
14. Pursuant to regulation 41(1) of the Uncertificated Securities Regulations 2001 (2001 No. 3755) the Company has specified that only those members registered on the Register of Members of the Company at 6.30pm on 31 October 2023 shall be entitled to attend and vote at the Reconvened AGM in respect of the number of ordinary shares registered in their name at that time. Changes to the Register of Members after this time shall be disregarded in determining the rights of any person to attend and vote at the Reconvened AGM.

## **Explanation of resolution to be proposed at the General Meeting**

### ***Ordinary Business***

Resolution 1 - Appointment of auditor. BSS & Co (Accountancy Services) Ltd was appointed to fill a casual vacancy. It has indicated its willingness to act as external auditor to the Company and accordingly an ordinary resolution to appoint them will be proposed.



# Tintra PLC

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

For use at the General Meeting to be held at the offices of Allenby Capital Limited, 5 St Helen's Place, London, EC3A 6AB at 1:30 p.m. on Thursday 2 November 2023.

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 General Meeting of the Company and at every adjournment thereof. I/We instruct my/our proxy to vote on the under mentioned resolution as follows:

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

<b>General Meeting</b>	<b>For</b>	<b>Against</b>	<b>Vote Withheld</b>
<i>Ordinary resolution:</i>			
1. To appoint BSS & Co (Accountancy Services) Ltd as auditor of the Company to hold office until the conclusion of the next general meeting of the Company at which accounts are laid.			

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 to the proxy form:**

1. If you wish to appoint a proxy other than the Chairman of the Meeting please delete the word 'the Chairman of the Meeting or' and substitute the name the appointed proxy. Where you appoint a proxy other than the Chairman, you are responsible for ensuring they are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
2. To appoint more than one proxy you may copy this form. Please indicate in the space provided the number of shares in relation to which the appointed person is authorised to act as your proxy (which, in aggregate, should not exceed the number of ordinary shares held by you). Please also indicate by ticking the box if the proxy appointment is a multiple appointment. Multiple proxy appointments should be returned together in the same envelope.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you.
4. Appointment of a proxy does not preclude you from attending the meeting and voting in person. In this case your proxy appointment will automatically be terminated.
5. In the case of joint holders, any one holder may sign this form. The vote of the senior holder (first named registered shareholder) who tenders a vote whether in person or by proxy will be accepted to the exclusion of votes from other joint holder(s).
6. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or other duly authorised attorney or representative. Please enter the signatory capacity beneath signature.
7. To be effective this proxy must be;
  - completed and signed;
  - sent or delivered to SLC Registrars, P.O. Box 5222, Lancing, BN99 9FG;
  - or by scanning a signed copy and emailing this to [proxy@slcregistrars.com](mailto:proxy@slcregistrars.com); and
  - received by SLC Registrars no later than 1:30pm on 31 October 2023.

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).

8. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
9. 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.
10. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), the Company specifies that entitlement to attend and vote at the general meeting, and the number of votes which may be cast at the Annual general meeting, will be determined by reference to the Company's register of members at 6.30 p.m. (London time) on 31 October 2023 or, if the Reconvened Annual general meeting is adjourned, at close of business on the date which is two days before the day of the adjourned general meeting (as the case may be). In each case, changes to the register of members after such time will be disregarded.
11. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual which can be viewed at [www.euroclear.com](http://www.euroclear.com). To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent SLC Registrars (ID 7RA01) by 1:30pm on 31 October 2023. See the notes to the notice of meeting for further information on proxy appointment through CREST.
12. 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.
13. 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.

Any alteration made in this form should be initialed.