



ST. JAMES'S PLACE

NOTICE OF ANNUAL GENERAL MEETING TO BE HELD ON 14 MAY 2021

This document is important and requires your immediate attention.

If you have sold or transferred all your shares in St. James's Place plc, please send this document and the accompanying form of proxy to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

As shareholders will not be able to attend the AGM this year, to ensure their votes are counted, shareholders are strongly encouraged to appoint the Chair of the AGM as their proxy. Any other person appointed as a proxy will be refused entry to the AGM.



ST. JAMES'S PLACE

1 Tetbury Road, Cirencester, Gloucestershire GL7 1FP
Telephone 01285 640302

8 April 2021

Dear Shareholder

Annual General Meeting 2021

The Annual General Meeting (the **AGM**) of St. James's Place plc (the **Company**) will be held at 11:00am on Friday, 14 May 2021 at 30 Lombard Street, London EC3V 9BQ.

The safety and wellbeing of our shareholders and employees is paramount, therefore in light of Government guidance and safety regulations, the AGM will be held as a closed meeting to ensure that the AGM can continue to operate in an effective and safe manner. Attention is drawn to the important information below under the heading COVID-19.

The Notice of AGM, which follows this letter, sets out the business to be considered at the meeting, together with Explanatory Notes which describe that business in more detail.

Webcast

In light of current restrictions, the 2021 AGM will be the first to utilise an online webcast, which will allow shareholders to view proceedings in real time. Details regarding the format of the AGM can be found at www.sjp.co.uk/shareholders/shareholder-meetings. Information on how to register in advance and join the webcast on the day can be found at Explanatory Note 7 on page 7.

Submitting questions to the Board in advance of the AGM

We believe that interaction with our members forms a fundamental part of our corporate responsibility, therefore members will be provided with the opportunity to submit their questions to the Company in advance of the AGM. Please see Explanatory Note 11 on page 8 for further information which explains that members will need to submit their questions via www.investis-live.com/sjpagm/605b765a9a1388100074f2be/rtww or by emailing Shareholders@sjp.co.uk. Answers to questions received before 5:00pm on 7 May 2021 will be uploaded to our website 48 hours ahead of the proxy deadline, in order to allow members to factor the responses into their voting decisions. If any questions are received after 5:00pm on 7 May 2021 we will seek to address these questions so far as is possible during the webcast of the AGM.

COVID-19

The Notice of AGM reflects the intention of the Board of Directors with respect to the AGM given the law in force, and relevant guidance, as at the latest practicable date before the publication of the Notice of AGM.

The AGM will proceed as a closed meeting and shareholders will not be permitted to attend in person but can be represented by the chair of the AGM acting as their proxy. We therefore strongly recommend that shareholders should vote by appointing the chair of the AGM as their proxy (giving the chair instructions on how to vote the shareholder's shares).

Voting

Voting on each of the Resolutions to be put to this year's AGM will be taken on a poll. This reflects best practice and will ensure that all proxy votes are fully taken into account. The results of the poll will be announced to the London Stock Exchange through a Regulatory Information Service and made available on the Company's website as soon as practicable following the closing of this year's AGM.

A form of proxy for use by shareholders in connection with the AGM is enclosed. We would request that you complete the form of proxy and send it to the Company's Registrars as soon as possible and, in any event, so as to be received by no later than 11:00am on 12 May 2021.

Further information on the appointment of proxies is contained in the Explanatory Notes on page 7 of the Notice of AGM. Submitting a form of proxy will ensure that your vote is recorded.

Directors' re-election and election

In line with the UK Corporate Governance Code and our Articles of Association, Lesley-Ann Nash and Paul Manduca, who were appointed following the 2020 AGM, will be standing for election (Resolutions 10 and 11). Iain Cornish, Baroness Helena Morrissey and Baroness Patience Wheatcroft will be standing down after the AGM, with all other Directors standing for re-election (Resolutions 3 to 9). The biographies of each Director (as at the date of this letter) may be found in Appendix 1.

External Auditor

Following the full tender process undertaken in 2016, the Audit Committee's 2020 annual review of the Company's external auditor considered their terms of engagement, their independence and objectivity and the effectiveness and performance of the audit process (further details of the review can be found on pages 108 to 109 of the 2020 Annual Report and Accounts). The Audit Committee concluded that it remained satisfied with the Company's external auditor's performance and, as a result, we are proposing the reappointment of PricewaterhouseCoopers LLP (PwC) as the Company's external auditor (Resolution 13).

Recommendation

The Board considers that all the proposed Resolutions set out in the Notice of AGM are in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of each Resolution, as they themselves intend to do in respect of their own beneficial shareholdings in the Company.

Yours faithfully

IAIN CORNISH
Chair

Registered office as above. Registered in England and Wales 3183415

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (the AGM) of St. James's Place plc (the **Company**) will be held on Friday 14 May 2021 at 11:00am at 30 Lombard Street, London EC3V 9BQ. You will be asked to consider and pass the Resolutions below. Resolutions 16 to 18 (inclusive) will be proposed as Special Resolutions. All other Resolutions will be proposed as Ordinary Resolutions.

The Annual General Meeting will be held for the following purposes:

Ordinary resolutions

To consider and, if thought fit, to pass the following Resolutions as Ordinary Resolutions:

Resolution 1

To receive the Company's annual accounts and reports of the Directors and auditors thereon for the year ended 31 December 2020.

Resolution 2

To declare a final dividend of 38.49 pence per ordinary share for the year ended 31 December 2020.

Resolution 3

To re-elect Andrew Croft as a Director.

Resolution 4

To re-elect Ian Gascoigne as a Director.

Resolution 5

To re-elect Craig Gentle as a Director.

Resolution 6

To re-elect Emma Griffin as a Director.

Resolution 7

To re-elect Rosemary Hilary as a Director.

Resolution 8

To re-elect Simon Jeffreys as a Director.

Resolution 9

To re-elect Roger Yates as a Director.

Resolution 10

To elect Lesley-Ann Nash as a Director.

Resolution 11

To elect Paul Manduca as a Director.

Resolution 12

To approve the Directors' Remuneration Report for the year ended 31 December 2020.

Resolution 13

To re-appoint PwC as the Auditors of the Company to hold office until the conclusion of the next General Meeting at which accounts are laid before the Company.

Resolution 14

To authorise the Directors to determine the remuneration of the Auditors of the Company.

Resolution 15

THAT the Directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to:

- i allot shares in the Company, and to grant rights to subscribe for or to convert any security into shares in the Company, up to an aggregate nominal amount of £26,929,233.20 for a period expiring (unless previously renewed, varied or revoked by the Company in General Meeting) at the end of the next Annual General Meeting of the Company after the date on which this resolution is passed (or, if earlier, at the close of business on 30 June 2022); and
- ii make an offer or agreement which would or might require shares to be allotted, or rights to subscribe for or convert any security into shares to be granted, after expiry of this authority and the Directors may allot shares and grant rights in pursuance of that offer or agreement as if this authority had not expired;

THAT, subject to the paragraph below, all existing authorities given to the directors pursuant to section 551 of the Companies Act 2006 be revoked by this resolution; and

THAT the paragraph above shall be without prejudice to the continuing authority of the directors to allot shares, or grant rights to subscribe for or convert any security into shares, pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made.

Special resolutions

To consider and, if thought fit, to pass the following Resolutions as Special Resolutions:

Resolution 16

THAT, subject to the passing of Resolution 15 in the Notice of the Annual General Meeting and in place of all existing powers, the Directors be generally empowered pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities (as defined in the Companies Act 2006) for cash, pursuant to the authority conferred by Resolution 15 in the Notice of the Annual General Meeting as if section 561(1) of the Companies Act 2006 did not apply to the allotment.

This power:

- i expires (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next annual general meeting of the Company after the date on which this resolution is passed (or, if earlier, at the close of business on 30 June 2022), but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired; and
- ii shall be limited to:
 - a. the allotment of equity securities in connection with an offer to:
 - 1. ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - 2. people who hold other equity securities if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities;

and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- b. the allotment of equity securities for cash otherwise than pursuant to paragraph (a) up to an aggregate nominal amount of £4,039,385.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Companies Act 2006 as if in the first paragraph of this resolution the words 'pursuant to the authority conferred by Resolution 15 in the Notice of the Annual General Meeting' were omitted.

Resolution 17

THAT the Company be generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of 15p each in the capital of the Company provided that:

- i the maximum aggregate number of ordinary shares authorised to be acquired is 53,858,466;
- ii the minimum price (exclusive of expenses) which may be paid for an ordinary share is 15p;
- iii the maximum price (exclusive of expenses) which may be paid for an ordinary share is the higher of:
 - a. an amount equal to 105 per cent of the average of the middle market quotations of an ordinary share of the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and
 - b. an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out;
- iv this authority will (unless previously revoked, varied or renewed) expire at the conclusion of the next Annual General Meeting of the Company held after the date on which this Resolution is passed or, if earlier, 30 June 2022; and
- v the Company may make a contract or contracts to purchase ordinary shares under this authority before this authority expires which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares in pursuance of any such contract as if the authority conferred hereby had not expired.

Resolution 18

THAT a General Meeting of the Company, other than an Annual General Meeting of the Company, may be called on not less than 14 clear days' notice.

By Order of the Board

E J KELLY
Company Secretary
 St. James's Place plc
 8 April 2021

Registered Office:
 St. James's Place House
 1 Tetbury Road
 Cirencester
 Gloucestershire
 GL7 1FP

Explanatory Notes to the Resolutions

Resolution 1: To receive the company's annual accounts

The Directors present the Company's annual accounts and the reports of the Directors and auditors thereon for the year ended 31 December 2020.

Resolution 2: Declaration of final dividend

A final dividend can only be paid after the shareholders have approved it at a General Meeting. The Board recommends payment of a final dividend of 38.49 pence per ordinary share on 21 May 2021 to shareholders on the register at the close of business on 16 April 2021.

Resolutions 3 to 9: Re-election of Directors

In accordance with the UK Corporate Governance Code and Article 83 of the Company's Articles of Association, all Directors will retire and stand for re-election at the Annual General Meeting, excluding Iain Cornish, Baroness Helena Morrissey and Baroness Patience Wheatcroft. Biographical details of all Directors, together with the specific reasons why their contributions are, and continue to be, important to the Company's long-term sustainable success, can be found in Appendix 1. In the Board's view, these illustrate why each Director's contribution is, and continues to be, important to the Company's long-term sustainable success. Having considered the performance of each Director seeking re-election as part of the Board Effectiveness Review (as described on pages 102 and 103 of the 2020 Annual Report and Accounts, which included an assessment of the performance of each individual Director), the contribution made by each of these Directors and the independence of Non-executive Directors, the Board is satisfied that the performance of each Director seeking re-election continues to be effective and to demonstrate commitment to the role and as such recommends their re-election. In reaching its recommendations the Board also considered both the individual skills and experience brought by each member and the overall skill set of the Board. Further information regarding the independence and time commitments of the Directors can also be found on pages 98 and 100 of the 2020 Annual Report and Accounts.

Resolutions 10 and 11: Election of Directors

In accordance with the UK Corporate Governance Code and Article 88 of the Company's Articles of Association, Lesley-Ann Nash and Paul Manduca, who were appointed as Directors since the last Annual General Meeting, will retire and stand for election at the Annual General Meeting. Lesley-Ann and Paul's biographical details can be found in Appendix 1. Each brings with them a wide range of experience, including significant financial services exposure. Your Directors believe their experience and track records will be a great asset to the Board and the Group and, therefore, recommends their election.

Resolution 12: To approve the Directors' Remuneration Report

The Directors' Remuneration Report is set out on pages 121 to 139 of the 2020 Annual Report & Accounts. It has been prepared in accordance with Schedule 8 to The Large and Medium-sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2008 (as amended in 2018). Pursuant to section 439 of the Companies Act 2006, the Board proposes a Resolution approving the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy). The vote in respect of this Resolution 12 is advisory and the Directors' entitlement to receive remuneration is not conditional upon it.

Resolution 13: Re-appointment of Auditors

The Board, on the recommendation of the Audit Committee, is proposing to shareholders the reappointment of PwC as Auditor. Further details of the Audit Committee's 2020 annual review of external auditor can be found on pages 108 and 109 of the 2020 Annual Report and Accounts. The Company is required to appoint auditors at each General Meeting at which accounts are laid to hold office until the conclusion of the next such meeting.

Resolution 14: Remuneration of Auditors

In accordance with standard practice, this Resolution authorises the Directors to determine the remuneration of the Auditors of the Company.

Resolution 15: Authority to allot shares

Under section 551 of the Companies Act 2006, the Directors may only allot shares or grant rights to subscribe for, or convert any security into, shares if authorised to do so by shareholders. The section 551 authority conferred on the Directors at last year's AGM expires on the date of the AGM. Resolution 15 gives the Directors a new section 551 authority in line with market practice. The resolution will be proposed as an ordinary resolution.

If the resolution is passed, the authority will expire at the conclusion of the Annual General Meeting in 2022 or, if earlier, the close of business on 30 June 2022.

As at 25 March 2021, being the last practicable date prior to the publication of this Notice of the Annual General Meeting, the Company held no treasury shares.

Resolution 16: Disapplication of pre-emption rights

If the Directors wish to allot shares, or grant rights to subscribe for, or convert securities into, shares, or sell treasury shares for cash (other than pursuant to an employee share scheme), they must first offer them to existing shareholders in proportion to their holdings. There may be occasions when the Directors need the flexibility to finance business opportunities by allotting shares without a pre-emptive offer to existing shareholders, and this can be done if the shareholders have first given a limited waiver of their pre-emption rights.

Resolution 16 asks shareholders to grant this limited waiver. The resolution will be proposed as a special resolution.

Resolution 16 contains a two-part waiver. The first is limited to the allotment of shares for cash up to an aggregate nominal value of £4,039,385 (which includes the sale on a non-pre-emptive basis of any shares held in treasury), which represents approximately 5 per cent of the total issued ordinary share capital as at 25 March 2021 (the latest practicable date before the publication of this Notice). The second is limited to the allotment of shares for cash in connection with a rights issue to allow the Directors to make appropriate exclusions and other arrangements to resolve legal or practical problems which, for example, might arise in relation to overseas shareholders.

If Resolution 16 is passed, the waiver will expire at the conclusion of the Annual General Meeting in 2022 or, if earlier, the close of business on 30 June 2022.

The Directors do not intend, pursuant to the waiver in Resolution 16, to allot shares non-pre-emptively for cash in excess of an amount equal to 7.5 per cent of the total issued ordinary share capital (excluding treasury shares) in any rolling three-year period, in accordance with the Pre-emption Group's March 2015 Statement of Principles.

Resolution 17: Purchase of own shares

Resolution 17 renews the authority granted to the Company to purchase up to 53,858,466 ordinary shares in the share capital of the Company. This represents 10 per cent of the ordinary shares in issue as at 25 March 2021, being the last practicable date prior to the publication of this Notice of AGM. The Company's exercise of this authority is subject to the upper and lower limits on the price payable set out in the Resolution.

Similar resolutions have been approved by shareholders at previous AGMs of the Company.

Under UK company law, the Company can:

- hold the shares it has repurchased as treasury shares and resell them for cash or cancel them, either immediately or in the future; or
- use them for the purposes of its employee share schemes.

The Directors have no present intention for the Company to purchase its own shares and would only do so by making market purchases through the London Stock Exchange having given careful consideration to:

- market conditions at the relevant time;
- other investment opportunities;
- appropriate gearing levels;
- the overall position of the Company;
- the effect on earnings per share; and
- the overall benefit for shareholders.

As at 25 March 2021, 6,710,965 options or awards to subscribe for shares issued by the Company were outstanding. This represents 1.25 per cent of the issued share capital at that date (excluding treasury shares). If the Company was to purchase the maximum number of shares permitted under this Resolution, then the total number of options or awards would represent 1.38 per cent of the total issued ordinary share capital (excluding treasury shares). The Company has no warrants in relation to its shares.

Resolution 18: Notice of meetings

Pursuant to the Companies (Shareholders' Rights) Regulations 2009 the notice period for General Meetings of a company has been extended to 21 clear days unless certain requirements are satisfied. In line with the Resolution passed at the Annual General Meeting in 2020, the Directors believe it is in the best interests of the shareholders for the Company to preserve the shorter notice period and accordingly are putting this Resolution to the meeting to continue to allow the Company to call meetings (other than Annual General Meetings) on 14 clear days' notice. It is intended that this flexibility will only be used for non-routine business and, where merited, in the interests of shareholders as a whole.

The approval will be effective until the Company's Annual General Meeting in 2022, when it is expected a similar Resolution will be proposed. The Company will also need to meet the requirements for electronic voting under the Directive before it can call a General Meeting on 14 clear days' notice.

Explanatory notes

The following notes explain your rights as a shareholder and your right to vote at the Annual General Meeting, or to appoint someone else to vote on your behalf.

1. COVID-19

This Notice of AGM (including these explanatory notes) reflect the intention of the Board of Directors with respect to the AGM given the law in force, and relevant guidance, as at the latest practicable date before the publication of this Notice of AGM. Shareholders should check our website to ensure they have the most up to date information available regarding the Annual General Meeting.

2. Entitlement to vote

Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), the Company specifies that only those holders of shares registered in the register of members at 6:00pm on Wednesday, 12 May 2021 shall be entitled to vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register after 6:00pm on Wednesday, 12 May 2021 shall be disregarded in determining the rights of any person to vote at the meeting. As the AGM will be held as a closed meeting, we strongly recommend that shareholders should vote by appointing the chair of the AGM as their proxy (giving the chair instructions on how to vote the shareholder's shares).

3. Voting by Poll

The Directors have decided that voting on each of the Resolutions to be put to this year's Annual General Meeting will be taken on a poll rather than on a show of hands because shareholders' votes are counted according to the number of ordinary shares held and all votes tendered are taken into account. Shareholders are strongly encouraged to vote by submitting proxy forms in favour of the chair of the meeting, and not by attending in person.

4. Proxy voting

Any member entitled to vote at the meeting convened by the Notice set out above may appoint a proxy or proxies to vote at that meeting instead of him/her. You may appoint more than one proxy provided that each proxy is appointed to exercise rights attached to different shares. A proxy need not be a member of the Company.

As shareholders will not be able to attend the AGM this year, to ensure their votes are counted we strongly recommend that all shareholders vote by appointing the chair of the Annual General Meeting as their proxy. Any other person appointed as a proxy will be refused entry to the Annual General Meeting.

Proxies may be appointed by:

- 1) completing and returning the proxy form enclosed with this Notice;
- 2) going to www.investorcentre.co.uk/eproxy and following the instructions provided; or
- 3) (if you are a CREST member) having an appropriate CREST message transmitted via the CREST system.

To be effective, a proxy form must be completed in accordance with the instructions printed thereon and received by the Company's Registrars no later than 48 hours before the time appointed for holding the Annual General Meeting or an adjourned meeting.

Subject to applicable COVID-19 restrictions, the appointment of a proxy will not preclude a member from attending the Annual General Meeting and voting in person. However, for the avoidance of doubt, members will not be able to attend this AGM, and therefore all votes cast by members other than the Directors present will be via proxy.

5. Electronic proxies

You may, if you wish, appoint your proxy electronically at www.investorcentre.co.uk/eproxy. You will need your Shareholder Reference Number, Control Number and PIN, all of which can be found on your proxy form. Full instructions are given on the website. The proxy appointment and instructions should reach Computershare not less than 48 hours before the time appointed for the holding of the Annual General Meeting or an adjourned meeting. Please note that any electronic communication found to contain a computer virus will not be accepted.

6. CREST proxy voting service

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Annual General Meeting to be held on Friday 14 May 2021 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 or instruction 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 and Ireland Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or 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 issuer's agent (ID 3RA50) no later than 48 hours before the time appointed for holding the Annual General Meeting or an 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. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

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 CREST Manual can be reviewed at www.euroclear.com.

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.

7. Registration for the webcast

In order to view the webcast, please register at www.investis-live.com/sjpgm/605b765a9a1388100074f2be/rtww. Please also use this link to join the AGM shortly before 11:00am on Friday 14 May 2021. The registration deadline is at 11:00am on 12 May 2021, being 48 hours prior to the AGM. In order to register, shareholders will need to provide the following information:

- Full Name
- Email address
- Shareholder Reference Number (SRN)
- Personal Identification Number (PIN) – which you will find on the proxy form enclosed with this Notice

Once registered, shareholders will receive a confirmation email. If you have not received your confirmation email 24 hours in advance of the webcast, being 11:00am on Thursday 13 May 2021, please email webcasting@investisdigital.com. Please note that shareholder details will be verified 48 hours prior to the AGM and only verified shareholders will be able to view the webcast on the day of the AGM.

If you wish to listen to the webcast by telephone, you do not need to register in advance. Please dial the relevant number below 15 minutes before the start of the meeting and provide the Participant Access Code which is 237943.

- United Kingdom: 0800 640 6441
- All other locations: +44 203 936 2999

An operator will then register your details so please have your SRN and PIN to hand. Please note that only shareholders with an SRN and PIN will be able to listen to the webcast by telephone.

8. Documents available for inspection

Copies of the following documents are available for inspection at the registered office of the Company and at Spencer House, 27 St. James's Place, London SW1A 1NR, during normal business hours on any weekday (Saturdays, Sundays and Bank Holidays excepted) until the conclusion of the Annual General Meeting:

- the service agreements of the Company's Executive Directors;
- the terms and conditions of appointment of the Company's Non-executive Directors;
- a copy of the current Articles of Association; and
- the Terms of Reference of the Company's Audit, Remuneration, Nomination and Risk Committees.

Copies of these documents will also be available for inspection via the webcast platform until the conclusion of the AGM. Shareholders may also request such documents from the Company Secretary.

9. Corporate representatives

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of the same powers as the corporation could exercise if it were an individual member provided that they do not do so in relation to the same shares. Given that current restrictions prohibit attendance at the Annual General Meeting, corporations should consider appointing the chair of the Annual General Meeting as a proxy to ensure their votes can be cast in accordance with their wishes.

10. Information rights

Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a 'Nominated Person') may, under an agreement between him/her and the member by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights.

The statement of the rights of members in relation to the appointment of proxies in paragraphs 2 to 6 above does not apply to Nominated Persons. The rights described in those paragraphs can only be exercised by members of the Company.

11. Asking questions

As mentioned on page 1 of the letter above, members will be provided with the opportunity to submit their questions to the Company in advance of the AGM. Members must submit their questions in writing via www.investis-live.com/sjpagm/605b765a9a1388100074f2be/rtww on registration for the webcast or by emailing Shareholders@sjp.co.uk. Questions received will be grouped in respect of common themes and answered on this basis where this is appropriate.

Answers to questions submitted to the Company by no later than 5:00pm on 7 May 2021 will be uploaded to our website 48 hours ahead of the proxy deadline, in order to allow members to factor the responses into their voting decisions. If any questions are received after 5:00pm on 7 May 2021 we will seek to address these questions so far as is possible during the webcast of the AGM.

Questions may not be answered if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company. The Chair may also nominate a Company representative to answer a specific question after the meeting or refer the response to the Company's website.

12. Statements relating to auditor

It is possible that, pursuant to requests made by members of the Company under section 527 of the Companies Act 2006, the Company may be required to publish on a website a statement setting out any matter in relation to: (i) the audit of the Company's accounts (including the audit report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstances connected with an Auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's Auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

13. Total voting rights

As at 25 March 2021, (being the latest practicable date prior to the publication of this Notice), the Company's issued share capital comprised 538,584,664 ordinary shares of 15p each. Each ordinary share carries the right to one vote at a General Meeting and, therefore, the total number of voting rights in the Company as at the above date is 538,584,664.

14. Serving information on the Company

Shareholders are advised that, unless otherwise stated, any telephone number, website and e-mail address set out in this Notice, the Proxy Form or the Chair's letter (or any related documents) should not be used for the purposes of serving information on the Company (including the service of documents or information relating to the proceedings at the Company's Annual General Meeting).

15. Copy of Notice

A copy of this Notice, and other information required by section 311A of the Companies Act 2006 can be found at www.sjp.co.uk.

Appendix 1 – Director Biographies

Iain Cornish

Iain brings to the Board experience from both the financial and regulatory environments. He was a senior consultant at KPMG, specialising in the banking and finance sector, and then served as Chief Executive of the Yorkshire Building Society. He has served on, and been chair of, a number of listed and private company boards in the financial services sector and was a founding Independent Director of the Prudential Regulatory Authority. He joined the Board in 2011 and took the position of Board Chair in October 2018. Iain is not standing for re-election and intends to step down from the Board following the conclusion of the 2021 Annual General Meeting.

Andrew Croft

Andrew has been with the company since 1993. A qualified accountant, he served as Chief Financial Officer for 13 years before becoming Chief Executive and has seen the Group through significant expansion and growth. Andrew's extensive financial experience, his thorough understanding of the business and the wealth management sector more broadly, and his leadership of the onward maturing of the business which includes addressing culture, make his contribution to the company's long-term success invaluable.

Ian Gascoigne

Ian is one of the founding members of the leadership team. He has worked in financial services since 1986 and has considerable commercial acumen and deep experience in the advice space. Ian offers a unique insight into the Group's growth and development, providing the Board with an understanding and awareness of the business as it stands today and in its continuing evolution. Ian is integral to the ongoing oversight of the growth and development of the Partnership, maintaining the standards and conduct of Partners.

Craig Gentle

Craig joined the Company in 2016, having previously spent 22 years at PricewaterhouseCoopers, of which the last 12 were as a partner focused on the financial services sector. A chartered accountant, he brings deep technical knowledge and experience in finance, risk, assurance and regulation. Craig has a sound understanding of the listed company environment and brings a valuable external perspective to the Board and leadership team. In light of a more challenging external environment for the Group, Craig has driven a disciplined approach to expense management while at the same time ensuring the business continues to invest in areas to support future growth and positive client outcomes.

Emma Griffin

Emma has a broad investment and corporate finance background and brings relevant board experience in listed financial services businesses. From 2002-2013, Emma was a founding partner of the stockbroking firm, Oriel Securities, which was sold to Stifel Corporation. In her early career, she worked at HSBC James Capel and Schroders. Emma brings over twenty years' investment banking experience in securities and corporate finance and has founded and built businesses in the banking arena and beyond. She is an experienced non-executive director and committee chair across both private and listed global businesses. In addition to her current board positions, she has previously been a non-executive director of AIMIA Inc and Enterra Holdings.

Rosemary Hilary

Rosemary brings deep knowledge of financial services from both a commercial and a regulatory perspective. Her experience extends to retail and wholesale operations including intermediary businesses (both brokers and advisors). She was Chief Internal Auditor at TSB Bank from 2013 to 2016 and prior to that, from 1989 to 2013, held a number of senior positions at the Financial Conduct Authority (formerly the Financial Services Authority) and the Bank of England. She combined regulatory oversight roles with internal leadership responsibility. She is now an experienced non-executive director and has chaired standalone risk and audit committees for Vitality and Willis and the combined audit and risk committee for Record plc and the Pension Protection Fund, providing Rosemary with extensive experience for her position as Chair of the Risk Committee. On each of her Boards she has played a key role in establishing and enhancing the risk frameworks. Rosemary is a Chartered Certified Accountant (FCCA).

Simon Jeffreys

Simon brings experience of financial and professional services with particular expertise in audit, finance and operations. He was a senior audit partner with PricewaterhouseCoopers LLP from 1986 to 2006 where he also led their Global Investment Management practice. Between 2006 and 2014, Simon was CFO and Chief Administrative Officer at Fidelity International and then CFO and Chief Operating Officer at the Wellcome Trust. Simon combines technical audit and finance skills with a sound understanding of the regulatory environment and strong networks with financial regulators and policy makers. He chairs a number of public and private company boards and audit and risk committees in the financial services and technology sectors and brings this current knowledge and expertise to his role as Chair of the Audit Committee at St. James's Place.

Baroness Helena Morrissey DBE

Baroness Morrissey brings extensive investment management experience and commercial acumen gained as a CEO. She was Head of Personal Investing at Legal & General Investment Management from 2017 to 2019. Prior to that, she was Chief Executive of Newton Investment Management, the global investment manager, for fifteen years, having joined the company in 1994. Baroness Morrissey was appointed Dame Commander of the Order of the British Empire (DBE) in the 2017 Birthday Honours for services to diversity in financial services and is a member of the House of Lords. She is Chair of the Diversity Project, a cross-company initiative championing a more inclusive culture within the savings and investment sector. Baroness Morrissey is not standing for re-election and intends to step down from the Board following the conclusion of the 2021 Annual General Meeting.

Baroness Patience Wheatcroft

Baroness Wheatcroft brings experience of the media and also the legislature. Her career has included editorial roles at both the Sunday Telegraph and The Times, as well as being Editor-In-Chief at the Wall Street Journal, Europe. She is a member of the House of Lords. Her financial services experience includes previous appointments as a non-executive director of Barclays Group plc and Shaftesbury plc. Baroness Wheatcroft has extensive experience across a number of sectors and provides insight on how St. James's Place may be perceived by external stakeholders. In 2019 she was appointed as the Designated Non-executive Director for Workforce Engagement. Baroness Wheatcroft is not standing for re-election and intends to step down from the Board following the conclusion of the 2021 Annual General Meeting.

Roger Yates

Roger brings over 30 years of investment management experience. He started his career with GT Management Limited in 1981 and has subsequently held positions at Morgan Grenfell, Invesco and Henderson Group plc, where he was Chief Executive Officer. Most recently, he was Chair of Electra Private Equity plc and a Non-executive Director of IG Holdings plc and of J.P. Morgan Elect plc. Roger brings financial services and investment insight, as well as extensive knowledge of the fund management world and how that interacts with the St. James's Place Group environment. Roger's experience of executive remuneration matters continues to be of importance to the Remuneration Committee, which he chairs.

Lesley-Ann Nash

Lesley-Ann spent 20 years in investment banking before leaving to offer a commercial skillset to HM Government. As a Director in the Cabinet Office for six years, she led large scale commercial transformation programmes driving considerable value for the public purse. Whilst in the Cabinet Office, Lesley-Ann was appointed a Champion of Inclusion which enabled her to spearhead meaningful cultural change. Lesley-Ann's investment banking career began at UBS where she designed derivative linked investments for Swiss Cantons and private clients. Subsequently as a Managing Director in the Global Capital Markets division of Morgan Stanley, she built and led the Firm's European interbank structured product business. Lesley-Ann is a fellow of the Chartered Institute of Management Accountants (CIMA) and brings to the Board a combination of financial markets fluency and public policy development from a consumer, commercial and government perspective.

Paul Manduca

Paul joins St. James's Place following an eight-year tenure as Chairman of the Board of Prudential plc. Paul has held senior leadership roles in the financial services sector and has a particular depth of experience in investment and asset management. He was a founding Chief Executive of Threadneedle Asset Management Limited (1994 to 1999), CEO of Rothschild Asset Management (1999 to 2002), European CEO of Deutsche Asset Management (2002 to 2005), and had early exposure to the advice sector at Allied Dunbar. Paul brings extensive board leadership experience as a chair and non-executive director and deep understanding of the UK market, regulatory regime and shareholder environment combined with a wide international perspective. Combined with his comprehensive sector and technical knowledge and track record of business transformation, this will help guide the Board and the Company as it continues to grow and evolve. Previous chair and non-executive appointments include KazMunaiGas Exploration & Production, Aon UK Limited, Henderson Diversified Income Limited, JPM European Smaller Companies Investment Trust Plc and WM Morrison Supermarkets Plc.

