

29th January, 2004

TOTALLY PLC **("Totally" or "the Company")**

Acquisition - Totally Plc Acquires US Jewish Newspaper

Totally Plc, the media and communications group which targets the UK's Jewish community, is pleased to announce that it has exchanged contracts to acquire the entire issued share capital of Jewish Advocate Publishing Corporation, which through a subsidiary owns The Jewish Advocate, New England's leading weekly Jewish newspaper.

The vendor, The Zvhil-Mezbuz Rebbe, Grand Rabbi Y.A Korff of Boston ("The Rebbe"), will receive consideration of approximately £900,000 to be satisfied by the issue of 20,500,000 new ordinary shares in the Company (the "Consideration Shares"), representing 26.05 per cent. of the enlarged issued share capital of the Company. In addition, The Rebbe will, conditional upon shareholder approval, also be granted a warrant over 4,394,350 new ordinary shares at an exercise price of 4.375p pence per share which will be exercisable at any time thereafter ("the Rebbe Warrant").

Steve Burns, founder and chief executive of the Group commented, "This acquisition represents a significant step towards Totally building an international media and communications group targeting one of the world's most affluent, educated and influential communities, the Jewish community."

The Board believes the combination of the two operations will yield significant benefits for the enlarged group, including the creation of editorial and infrastructure based economies of scale and, the development of a more sophisticated and far-reaching sales proposition, which should create opportunities for significant revenue growth.

Dr Michael Sinclair, non-executive chairman of Totally, said: "This is a transforming deal for Totally. Acquiring one of the oldest East Coast weekly Jewish newspapers provides the group with a springboard from which to expedite its US based and international development"

The Rebbe, who once served as a Director and Executive Vice-President of media-entertainment company Viacom, Inc. and Viacom International commented, "We have great confidence in Totally's senior management team and their ability to develop and maximise the full potential of the Company's expanded and new assets, and to continue to grow the company for the benefit of all shareholders".

Further Details

Jewish Advocate Publishing Corporation is a private company, which through its wholly owned subsidiary, The Jewish Advocate Inc., owns The Jewish Advocate, the oldest regional, English-language, weekly Jewish newspaper in the USA. In the year to 31st December 2002 the company incurred a loss after tax of \$10,812 on turnover of \$1,296,778. As at 31st December 2002 it had gross assets of \$147,396.

The consideration price is based on the average middle market price for the five days prior to the exchange of contracts, of 4.375p.

The acquisition is conditional on the admission of the Consideration Shares to trading on the Alternative Investment Market of the London Stock Exchange plc (AIM") ("Admission"). Application has been made for the Consideration Shares to be admitted to trading on AIM and dealings are expected to commence on 2nd February 2004.

At present, the Company does not have sufficient authority to grant the Rebbe Warrant and has covenanted with The Rebbe that it will convene a general meeting of shareholders on or before 30th June, 2004 at which, resolutions will be put before shareholders to authorise allotment by the directors of 4,394,350 ordinary shares upon the exercise of the Rebbe Warrant.

In addition, at the same meeting, in recognition of the continued financial support and commitment of the senior staff, the Company also proposes to seek shareholder approval for the grant of options in respect of 3.8 million new ordinary shares to the executive directors of the Company at the same exercise price as the Rebbe Warrant (“the Director Share Options”).

Conditional on Admission, The Rebbe will join the Company’s board as a non-executive director for which he will not receive a salary. The Rebbe will continue to be a consultant to Jewish Advocate Publishing Corporation and will continue to be paid accordingly.

The Rebbe provides the Jewish Advocate Publishing Corporation with a loan facility of up to \$150,000 for working capital purposes. The loan bears interest at a rate of 2 per cent. above the Prime Rate (the US equivalent of the Bank of England base rate) which is payable monthly in arrears. The loan is repayable, together with any accrued interest, on or before 31st October 2005. Conditional on admission, the loan will be secured by a guarantee provided by Totally Plc.

Following the issue of the Consideration Shares, the directors of the Company will be beneficially interested in the ordinary shares of the Company, as follows:

| Name of Director | Number of Shares | Percentage of the enlarged issued share capital of the Company |
|-------------------------|-------------------------|---|
| The Rebbe | 23,400,000* | 29.74 % |
| Michael Sinclair | 13,859,791 | 17.61 % |
| Steve Burns | 9,083,999 | 11.54 % |
| Dan Levitt | 3,080,436 | 3.91 % |
| Andy Margolis | 2,747,103 | 3.49 % |
| Dan Whiteman | 2,512,667 | 3.19 % |
| Dan Assor | 1,576,436 | 2.00 % |

* - this includes 2,900,000 ordinary shares which are currently held by The Rebbe as a custodian for his children who are minors.

Further information on The Rebbe

The Rebbe is currently a director of Jewish Advocate Publishing Corporation and its wholly owned subsidiary The Jewish Advocate, Inc.

The Rebbe once served as President of National Amusements and National Amusements UK, Ltd., the controlling corporate shareholder of media-entertainment company Viacom, Inc. and Viacom International, Inc., where the Rebbe also served as a Director and Executive Vice-President. The Rebbe is also a Diplomat accredited by the governments of the United States and Austria

The Rebbe has confirmed that there is no further information required to be disclosed under paragraph 15 of the AIM Rules.

Further information on Totally Plc following Admission

Totally Plc is a leading publisher of Jewish newspapers, websites and magazines. Its stable includes such prestigious titles as the London Jewish News, Press Gazette's Free Newspaper of the Year; The Jewish Advocate, published in Boston, Mass. and one of the oldest American weekly newspapers - www.totallyjewish.com, the leading Jewish portal in Europe and the leading global Jewish travel portal -. Totally's mission is to continue to expand its portfolio of titles, either through creation or acquisition and to become recognised for its editorial skills and its well targeted advertising reach.

Since its inception in June 2002, Totally Communications has become a leading supplier of technical and marketing services to the UK's Jewish communal marketplace. Its technical services division develops websites and other general applications and also provides an interim technical management capability. The marketing services division provides design, creative and contract publishing services. These services are required within the Jewish communal arena and Totally's mission is to expand these services wherever they may be required.

Totally Plc was incorporated in November 1999 and admitted to trading on London's Alternative Investment Market in January 2000 (TLY). It has 60 staff working in London and in Boston, Mass., in the USA.

Enquiries

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