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If you have sold or otherwise transferred all of your shares in the Company please forward this document, the accompanying Forms of Proxy at once to the purchaser or transferee or the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. However, such documents should not be forwarded or transmitted into any jurisdiction in which such act would constitute a violation of the relevant laws of such jurisdiction. If you have sold or otherwise transferred only a part of your shares in the Company, please consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

Totally plc

(Incorporated in England and Wales under the Companies Act 1985 with registered number 03870101)

Proposed disposal of Jewish Advocate Publishing Corporation

and

Notice of General Meeting

Notice of a General Meeting of the Company, to be held at 4.00pm on 25 September 2008 at Unit 611, Highgate Studios, 53-79 Highgate Road, London NW5 1TL, is set out at the end of this document.

You are recommended to read the whole of this document but your attention is drawn, in particular, to the letter to Shareholders from the Chairman of the Company, which contains the Independent Directors’ recommendation that you vote in favour of the resolutions to be proposed at the General Meeting.

A Form of Proxy has been sent to Shareholders for use at the General Meeting. **To be valid, the Form of Proxy should be completed and returned so as to be received at the offices of the Company’s registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not later than 4.00pm on 23 September 2008.**

The completion and return of the Form of Proxy will not affect your right to attend, speak at or vote in person at the General Meeting or any adjournment thereof, if you wish to do so. If you do not send valid a Form of Proxy or attend the General Meeting in person and vote, no one else may vote on your behalf.

CONTENTS

Definitions	Page 3
Expected Timetable of Principal Events	5
Letter from the Chairman	6
Notice of General Meeting	11

DEFINITIONS

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

“Agreement”	the conditional agreement dated 1 September 2008 between (1) the Company and (2) the Rebbe, further details of which are set out in the Chairman’s letter
“AIM”	the market of that name operated by the London Stock Exchange
“AIM Rules”	the rules for companies applying for admission to and whose securities are traded on AIM and published by the London Stock Exchange as amended from time to time
“Company”	Totally plc
“Company Website”	www.totallyplc.com
“Consideration Shares”	20,500,000 Ordinary Shares held by The Zvhil-Mezbuz Rebbe, Grand Rabbi Y.A. Korff of Boston
“Deferred Shares”	deferred shares with such rights attaching to them as are set out in the articles of association of the Company, amended pursuant to the Resolutions
“Directors” or “the Board”	the directors of the Company whose names are set out on page 6 of this document
“General Meeting” or “GM”	the general meeting of the Company convened for 4.00pm on 25 September 2008, notice of which is set out at the end of this document
“Form of Proxy”	the form of proxy which has been sent to Shareholders for use by Shareholders in connection with the General Meeting
“Group”	the Company and its subsidiaries from time to time
“Jewish Advocate”	Jewish Advocate Publishing Corporation of 15 School Street, Boston MA 02108, USA, incorporated under the laws of the State of Massachusetts with registered number 041482540
“Independent Directors”	Dr Michael Sinclair, Daniel Assor and Robin Morgan
“Jewish Advocate Shares”	the entire share capital of Jewish Advocate comprising: <ul style="list-style-type: none">(i) 50 preferred stock of \$100 each; and(ii) 75 common stock of no par value
“London Stock Exchange”	London Stock Exchange plc

“Option Holders”	holders of options and warrants to subscribe for Ordinary Shares
“Ordinary Shares”	the ordinary voting shares of £0.01 in the capital of the Company
“Resolutions”	the resolutions to be proposed at the General Meeting as set out in the notice at the end of this document
“Shareholders”	holders of Ordinary Shares
“Transaction”	the proposed transfer of the Jewish Advocate Shares on the terms set out in the Agreement

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Latest time and date for receipt of General Meeting Form of Proxy	4.00pm on 23 September 2008
General Meeting	4.00pm on 25 September 2008
Proposed completion of the Transaction	26 September 2008

All the above times refer to London time.

If any of the above times and/or dates change, the revised times and/or dates will be notified to Shareholders by announcement through the Regulatory Information Service operated by the London Stock Exchange.

**LETTER FROM THE CHAIRMAN OF
TOTALLY PLC**

(Incorporated in England and Wales under the Companies Act 1985 with registered number 03870101)

Directors

Registered Office

Dr Michael Sinclair (Non-Executive Chairman)
Daniel Assor (Chief Executive Officer)
Robin Morgan (Non-Executive Director)
The Zvhil-Mezbuz Rebbe, Grand Rabbi Y.A. Korff
(Non-Executive Director)

Unit 611 Highgate Studios
53-79 Highgate Road
Kentish Town
London NW5 1TL

1 September 2008

To: Shareholders and, for information only, to Option Holders

Dear Shareholder,

Introduction

The Company announced earlier today that it has entered into a share transfer agreement whereby it has conditionally agreed to transfer the entire share capital of Jewish Advocate to The Zvhil-Mezbuz Rebbe, Grand Rabbi Y.A. Korff of Boston (“the Rebbe”). In consideration for the transfer to him of the entire share capital of Jewish Advocate, the Rebbe has agreed that 20,500,000 of the Ordinary Shares that he holds in the capital of the Company will be redesignated as Deferred Shares and that warrants to subscribe for 4,394,350 Ordinary Shares that he holds will be cancelled. In addition, the Rebbe will be released from his guarantee obligations under the £700,000 banking facility with Bank Hapoalim, which was renewed on 2 July 2008.

The Deferred Shares will have no voting rights, will not carry any entitlement to attend general meetings of the Company and will not carry the right to receive dividends. They will carry only the right to participate in any return of capital to the extent of 0.01 pence per Deferred Share but only after each Ordinary Share has received in aggregate capital repayments totalling £1,000,000 per Ordinary Share. Accordingly, the Deferred Shares will, for all practical purposes, be valueless and it is the Board’s intention, at an appropriate time, to buy back the Deferred Shares for a nominal amount.

Further details of the Transaction and the terms of the Agreement are set out below.

As the Rebbe is a director of the Company, under the Companies Act 2006 due to the value of the consideration for the transfer of the Jewish Advocate Shares, the disposal of the Jewish Advocate Shares to him requires shareholder consent. In addition, under the AIM Rules, as the Rebbe is a director of the Company and a party to the Transaction in a personal capacity, it also constitutes a related party transaction.

The purpose of this letter is to give you further information about the background to and reasons for the proposed transfer of the Jewish Advocate Shares from the Company to the Rebbe, to seek your approval to the Resolutions to be proposed at the General Meeting

convened for the purpose of and in connection with the Transaction, to set out why the Independent Directors believe the Transaction to be in the best interests of Shareholders as a whole and to convene a General Meeting of the Company.

Principal terms of the Agreement

Under the terms of the Agreement, the Company has agreed to transfer the Jewish Advocate Shares to the Rebbe. In consideration for this transfer, the Rebbe has agreed (i) that the Consideration Shares will be redesignated as Deferred Shares; (ii) that the Company's guarantee of Jewish Advocate's obligations under the Rebbe's consultancy agreement with Jewish Advocate shall be terminated with immediate effect on completion of the Transaction and (iii) that warrants to subscribe for 4,394,350 Ordinary Shares held by him shall be cancelled with immediate effect on completion of the Transaction.

Furthermore, under the terms of the Agreement the Rebbe will pay additional consideration to the Company in the event of:

- a sale of the whole or a substantial number of the Jewish Advocate Shares; or
- a sale of the whole or a substantial proportion of the business and assets of Jewish Advocate;

of 40 per cent. of the difference between the consideration received by the Rebbe at the time of such sale and the value of the Consideration Shares at the date of this document (being \$400,000) in the event that such sale is effected within one year of the date of this document or 33 per cent. of the difference in the event that such sale is effected within two years of the date of this document.

The Company has given certain limited warranties in the Agreement to the Rebbe.

In addition, the Rebbe will be released from his obligations under the guarantee to Bank Hapoalim to support the Company's banking facility. The guarantee to Bank Hapoalim to support the extended credit facility of £700,000 for the Company will now be provided by Leo Noé, a third party shareholder, and me.

It is the intention of the Board to issue warrants to Leo Noé and me as guarantors of the facility in the near future in recognition of the increase in our personal guarantees. An announcement will be made in due course.

Reasons for the Proposed Transfer

The Company acquired Jewish Advocate in January 2004. Jewish Advocate through its subsidiary, The Jewish Advocate Inc., owns the Jewish Advocate newspaper which is published in Massachusetts, USA.

As stated in the Company's final results for the year ended 31 December 2007, the Chief Executive Officer conducted a review of the Group's operations which resulted in the introduction of a long term strategic plan at the beginning of the current financial year designed to deliver shareholder value and increase profitability.

The Company's digital marketing agency, Totally Communications Limited, generates approximately 25 per cent. of the Group's revenue. A recent report conducted by the Internet Advertising Bureau, in partnership with PricewaterhouseCooper (Source: entitled "IAB/PwC Adspend Study H2 2007", dated March 2008) stated that online advertising spend in the UK for 2007 surpassed £2.8 billion which is equivalent to 38 per cent. year on year growth on a like for like basis. The report also forecast that internet advertising revenues would grow to £4.5 billion and account for nearly 30 per cent. of all UK advertising by 2011, up from 15 per cent. in 2007.

As a result of the strategic review, the Company has chosen to focus primarily on the digital marketing aspect of its business. Jewish Advocate will, therefore, not fall within the Company's core focus going forward. In addition, the Independent Directors believe that Jewish Advocate's contribution to the Group's financial performance has been negligible in the past two years. Furthermore, the Board believes that Jewish Advocate's financial position has worsened in the current financial year. The Independent Directors do not believe that the market for Jewish Advocate will improve in the near future.

In the year ended 31 December 2007, Jewish Advocate incurred an audited profit before taxation of US\$56,734 (2006 audited: US\$24,633) on turnover of US\$1,419,509 (2006 audited: US\$1,472,424). At that date, Jewish Advocate had audited assets of US\$261,507 (2006 audited: US\$228,538).

The Independent Directors believe that a long term decline in the business of Jewish Advocate would have a serious effect on the financial prospects of the Company and would be a major distraction to the management as they pursue the long term strategic plan. In light of this, the Independent Directors have concluded that Jewish Advocate should not continue to trade as part of the Group and that the Transaction is in the best interests of the Company and its Shareholders.

Following completion of the Transaction the Company will have 91,947,934 Ordinary Shares in issue and admitted to trading on AIM.

Immediately following approval of the Transaction, the Rebbe will hold 6,514,000 Ordinary Shares, which is equivalent to 7.08 per cent. of the issued share capital as at that date.

In addition, following the completion of the Transaction, Dan Assor and I will continue to hold 3,043,103 and 14,509,791* Ordinary Shares, respectively. Due to the decrease in the issued share capital of the Company following the Transaction, our shareholdings will then be equivalent to 3.31 and 15.78 per cent., respectively.

*Dr Sinclair's interests are held by him personally and by Sinclair Montrose Trust Limited. Sinclair Montrose Trust Limited is a company in which Dr Sinclair and his immediate family have a controlling interest.

Directors

Conditional on completion of the Transaction, the Rebbe will resign as a Non-Executive Director of the Company.

The board of directors following completion of the Proposals will comprise me (Non-Executive Chairman), Daniel Assor (Chief Executive Officer) and Robin Morgan (Non-Executive Director).

General Meeting

The implementation of the Transaction, requires, *inter alia*, the passing of resolutions to be proposed at a General Meeting to be held at Unit 611, Highgate Studios, 53-79 Highgate Road, London NW5 1TL at 4.00pm on 25 September 2008, notice of which is set out at the end of this document.

A brief explanation of the proposed Resolutions is set out below.

Resolution 1. This will be proposed as an ordinary resolution and will authorise the transfer of the Jewish Advocate Shares from the Company to the Rebbe, a director and shareholder of the Company, as required by sections 190-196 of the Companies Act 2006.

Resolution 2. This will be proposed as a special resolution and will amend the existing articles of association of the Company to set out the rights attaching to the new Deferred Shares.

Resolution 3. This will be proposed as a special resolution and will redesignate the Consideration Shares as Deferred Shares, such shares to have the rights and obligations set out in the amended articles of association of the Company.

Option Holders

An Option Holder may not attend or vote at the General Meeting by virtue of or in respect solely of the fact that they are an Option Holder.

Related party transaction

Under the AIM Rules, the transfer of the Jewish Advocate Shares to the Rebbe is classified as a related party transaction for the purposes of Rule 13 of the AIM Rules and by giving your approval to Resolution 1 being proposed at the GM you will be approving the disposal of a subsidiary of the Company to a related party of the Company.

Action to be taken

A Form of Proxy has been sent to Shareholders for use at the General Meeting. Whether or not you propose to attend the General Meeting in person Shareholders are requested to complete and return the Form of Proxy so as to be received at the offices of the Company's registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible and, in any event, not later than 4.00pm on 23 September 2008. Completion and return of the Form of Proxy will not preclude you from attending the General Meeting and voting in person if you wish.

Recommendations

The Independent Directors consider, having consulted with John East & Partners Limited, the Company's nominated adviser, that the terms of the Transaction are fair and reasonable insofar as the Shareholders of the Company are concerned.

The Independent Directors unanimously recommend that you vote in favour of the Resolutions as they intend to do in respect of their aggregate shareholdings of 18,598,424 Ordinary Shares, equivalent to approximately 16.54 per cent. of the issued share capital of the Company.

In addition to the Directors, the Rebbe who has a beneficial interest in 27,014,000 Ordinary Shares, equivalent to approximately 24.02 per cent. of the existing issued share capital of the Company, intends to vote in favour of the Resolutions at the General Meeting.

Yours faithfully

Dr Michael Sinclair

Chairman

Notice of General Meeting of Totally plc

NOTICE IS HEREBY GIVEN that a general meeting of Totally plc (the “**Company**”) (incorporated in England and Wales with registered number 03870101) will be held at Unit 611, Highgate Studios, 53-79 Highgate Road, London NW5 1TL on 25 September 2008 at 4.00pm for the purposes of considering, and if thought fit, passing the following resolutions which will be proposed as an ordinary resolution (as to resolution 1) and special resolutions (as to resolutions 2 and 3).

RESOLUTIONS

1. Subject to the passing of resolutions 2 and 3 below that, in accordance with sections 190 to 196 of the Companies Act 2006, the transfer by the Company of 50 preferred stock of \$100 each and 75 common stock of no par value, both in the capital of Jewish Advocate Publishing Corporation to The Zvhil-Mezbuz Rebbe, Grand Rabbi Y.A. Korff of Boston, a director and shareholder of the Company, be approved.
2. Subject to the passing of resolutions 1 above and 3 below that, the articles of association of the Company be and are hereby amended by the insertion of the following new regulations as Article 2.9:
 - 2.9 the deferred shares shall not entitle the holders to any entitlement in respect of dividends and shall only entitle the holders to a return of capital (whether in a winding-up or otherwise) to the extent of 0.01 pence per deferred share but only after each ordinary share has received in aggregate capital repayments totalling £1,000,000 per ordinary share. The deferred shares shall not entitle the holders thereof to receive notice of or attend or vote at any general meetings of the Company, shall not be redeemable and shall not be capable of transfer at any time hereafter other than as provided in this paragraph or otherwise with the consent of the directors of the Company. The directors of the Company be and are hereby irrevocably authorised to appoint by board resolution at any time hereafter any person to execute on behalf of the holders of the deferred shares a transfer thereof for no consideration to such person as the directors may determine as custodian thereof with full beneficial entitlement thereto and/or to agree on behalf of the holder or holders thereof, including such custodian to the purchase thereof by the Company (in accordance with the Companies Act 2006 (as amended)) for £0.01 for all the deferred shares, without obtaining the sanction of the holder or holders of the relevant deferred shares or without prejudice to article 2.3 of these Articles of the holders of the ordinary shares of £0.01 each or any other class of shares in issue now or at any time hereafter and to do all things necessary or desirable to give effect to such purchase.
3. Subject to the passing of resolutions 1 and 2 above that, the 20,500,000 ordinary shares of £0.01 each in the capital of the Company and held by The Zvhil-Mezbuz Rebbe, Grand Rabbi Y.A. Korff of Boston be redesignated as deferred

shares, such shares to have the rights and obligations set out in the articles of association of the Company amended pursuant to resolution 2.

By order of the Board

Paul Stacey
Company Secretary

Registered office
Unit 611 Highgate Studios
53-79 Highgate Road
Kentish Town
London NW5 1TL

1 September 2008

Notes

1. A member entitled to attend and vote at this meeting may appoint one or more proxies to attend, speak and vote instead of him or her. A proxy need not be a member of the Company, but must attend the meeting to represent you.
2. A form of proxy is provided with this notice. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form, which explain how to direct your proxy to vote on each resolution or withhold their vote. To be effective, the form of proxy and any power of attorney or other authority under which it is completed and signed (or a notarially certified copy of such authority) must be deposited at the office of the Company's registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 4.00pm on 23 September 2008 or 48 hours before the time fixed for any adjournment of the meeting.
3. Appointment of a proxy will not preclude a member from attending and voting in person at the meeting.
4. Details of how to appoint the Chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
5. In the case of a member which is a company, the proxy form 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 proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
6. 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).
7. 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 6.00pm on 24 September 2008 or, in the event that the meeting is adjourned, on the register of members 48 hours before the time of any adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares registered in their name at that time. Changes to the register of members after 6.00pm on 24 September 2008 or, in

the event that the meeting is adjourned, 48 hours before the time of any adjourned meeting, shall be disregarded in determining the rights of any person to attend and vote at the meeting.

8. There will be available for inspection at the registered office of the Company during normal business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this notice to the date of the annual general meeting and at the place of the meeting for 15 minutes prior to and during the meeting the Register of Directors' Interests required to be kept by the Act and copies of the Directors' service contracts and letters of appointment

Form of Proxy for use at the General Meeting of Totally plc to be held at 4.00 p.m. on 25 September 2008

I/We, the undersigned, being (a) member/member(s) of Totally plc, hereby appoint the Chairman of the Meeting or,

Name of Proxy..... Number of shares.....

as my/our proxy to vote for me/us and on my/our behalf at the General Meeting of the Company to be held at 4.00 p.m. on 25 September 2008 at the Company's offices at Unit 611 Highgate Studios 53-79 Highgate Road London, NW5 1TL and at any adjournment thereof. I/We wish my/our proxy to vote as shown below in respect of the resolutions set out in the Notice of the Meeting.

Please indicate by ticking the box if this proxy appointment is one of multiple appointments being made*
For the appointment of one or more proxy, please refer to explanatory note 2 (below).

Ordinary Resolutions	<i>For</i>	<i>Against</i>	<i>Vote Withheld*</i>
1. To approve a transfer of shares held by the Company to The Zvhil-Mezbuz Rebbe, Grand Rabbi Y.A. Korff.			
Special Resolutions			
2. To approve the amendment of articles of association.			
3. To authorise the redesignation of certain shares as deferred shares.			

If you want your proxy to vote in a certain way on the resolutions specified, please place an "X" in the appropriate box. If you fail to select any of the given options your proxy can vote as he/she chooses or can decide not to vote at all. The proxy can also do this on any other resolution that is put to the meeting.

* The "Vote Withheld" option is to enable you to abstain on any particular resolution. However, it should be noted that a "vote withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" a resolution.

Signed..... Dated this day of2008

Name.....

Address.....

Notes:

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see above). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see above) the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).

2. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given.

3. The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.

4. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 6pm on the day which is two days before the day of the meeting or adjourned meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

5. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number RA10) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

6. The completion and return of this form will not preclude a member from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.

7. To be effective, all votes must be lodged not less than 48 hours before the time of the meeting at the office of the Company's registrars at: Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU.

