

**NOTICE OF AVAILABILITY**

Annual Report and Accounts 2016 and Notice of Annual General Meeting 2017

**IMPORTANT – please read carefully.** You can now access the Annual Report and Accounts 2016 and Notice of Annual General Meeting 2017 via the internet at: <http://www.totallyplc.com>

**This document is important and requires your immediate attention.** If you are in any doubt as to what action to take, you should consult your stockbroker, solicitor, accountant or other appropriate independent professional adviser authorised under the Financial Services and Markets Act 2000 (as amended). If you have sold or otherwise transferred all your shares in Totally plc, please forward this document and the proxy form to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

The Board of Totally plc, considers all of the proposed resolutions to be in the best interests of shareholders and accordingly recommends that shareholders vote in favour of all of the resolutions proposed.

## PROXY FORM

**For use at the Annual General Meeting of Totally plc (the "Company") convened for 24 April 2017 at 1.30 p.m. (the "AGM")**

I/We, the undersigned, being (a) member/member(s) of the Company, hereby appoint the Chairman of the AGM or,

Name of Proxy (See note 1 below)

Number of shares (See notes 1 and 2 below)

as my/our proxy to vote for me/us on my/our behalf at the AGM to be held at the offices of Totally plc Hamilton House, Mabledon Place, London WC1H 9BB on 24 April 2017 at 1.30 p.m. 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 Annual General 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 note 2 below.

	For	Against	Vote withheld (see note 4)
<b>Ordinary Resolutions</b>			
1. To receive and adopt the report of the directors of the Company (the "Directors") and the audited annual accounts for the Company for the financial year ended 31 December 2016, together with the report of the auditors.			
2. To re-appoint Donald Baladasan as a director of the Company, who retires in accordance with Article 24 of the Company's articles of association.			
3. To re-appoint RPG Crouch Chapman LLP as auditors of the Company and to authorise the Directors to fix their remuneration.			
4. To authorise the Directors of Totally plc to make allotments of shares in accordance with section 551 of the Companies Act 2006.			
<b>Special Resolution</b>			
5. To authorise the disapplication of statutory pre-emption rights pursuant to section 570 of the Companies Act 2006.			

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 AGM.

Signature \_\_\_\_\_ Dated \_\_\_\_\_ day of \_\_\_\_\_ 2017

Name (BLOCK CAPITALS) \_\_\_\_\_

Address \_\_\_\_\_

**Notes:**

- Every holder has the right to appoint some other person(s) of their choice (who need not be a member but who must attend the AGM to represent you) as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the AGM. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided. If you leave this space blank, the chairman of the AGM will be appointed your proxy. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the space next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If this space is 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).
- You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy you may photocopy this proxy form. If you are appointing more than one proxy, please insert the name of your chosen proxy holder in the space provided and enter in the space next to the proxy holder's name 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.
- 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).
- 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 and the shareholder will not be taken to have given his/her/their discretion to the proxy on how to vote.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the AGM and the number of votes which may be cast thereat will be determined by reference to the register of members of the Company 48 hours before the time of the AGM or adjourned meeting (excluding any part of a day that is not a working day). 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 AGM.
- To be effective, all proxy forms must be completed, signed and dated and lodged not less than 48 hours before the time of the AGM or adjourned meeting (excluding any part of a day that is not a working day) either: (a) by post, by courier or by hand to Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR; or (b) by fax to Share Registrars Limited on +44 (0) 1252 719232; or (c) by scan and email to Share Registrars Limited at [proxies@shareregistrars.uk.com](mailto:proxies@shareregistrars.uk.com).
- 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 7RA36) not later than 48 hours before the time appointed for holding the AGM or adjourned meeting (excluding any part of a day that is not a working day). For this purpose, the time 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 appointed sent by CREST in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001. See the Notes to Notice of Annual General Meeting for further information on proxy appointment through CREST.
- The completion and return of this proxy form will not preclude a member from attending the AGM and voting in person. If you attend the AGM in person, your proxy appointment will automatically be terminated.
- 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.