

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Totally plc (registered in England and Wales with registered number 03870101) (the “**Company**”) will be held at the offices of Totally plc, Hamilton House, Mabledon Place, London WC1H 9BB at 1.30 p.m. on 24 April 2017 for the transaction of the following business:

As Ordinary Business to consider and, if thought fit, pass the following resolutions which will be proposed as Ordinary Resolutions:

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.

As Special Business to consider and, if thought fit, pass the following resolutions of which Resolution 4 will be proposed as an Ordinary Resolution and Resolution 5 will be proposed as a Special Resolution:

4. That for the purpose of Section 551 of the Companies Act 2006 (the “**Act**”) the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company and/or to grant rights to subscribe for or to convert any security into shares in the Company (“**Rights**”) during the period expiring at the end of the next annual general meeting of the Company to be held after the date of the passing of this resolution or, if earlier, fifteen months from the date of the passing of this resolution provided that such power be limited to:

- 4.1 the allotment of up to 2,500,000 new ordinary shares of 10 pence each pursuant to the terms of an acquisition agreement dated 15 June 2016 made between the Company and the Vendors (as such term is defined therein) relating to the acquisition of the entire issued share capital of About Health Limited; and
- 4.2 the allotment of shares and/or the grant of Rights with an aggregate nominal value of up to £1,733,577.53 being 33⅓% of the Company's current issued share capital,

provided that the Company be and is hereby authorised, prior to the expiry of the period referred to in this resolution, to make any offer or agreement which would or might require shares to be allotted and/or Rights to be granted after the expiry of the said period and the Directors may allot shares and/or grant Rights in pursuance of any such offer or agreement notwithstanding the expiry of the authority given by this resolution.

5. That subject to the passing of Resolution 4 above, the Directors be and are empowered in accordance with Section 570 of the Act to allot equity securities (as defined in Section 560 of the Act) for cash pursuant to the authority conferred on them by Resolution 4, as if Section 561(1) of the Act did not apply to such allotment provided that the power conferred by this resolution shall be limited to:

- 5.1 the allotment of equity securities in connection with a rights issue or any pre-emptive offer in favour of holders of ordinary shares in the Company where the equity securities attributable to the respective interests of such holders are proportionate (as nearly as maybe) to the respective numbers of ordinary shares held by them on the record date for such allotment subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements or any legal or practical difficulties under the laws of, or the requirements of any regulatory body or stock exchange of, any overseas territory or otherwise; and

- 5.2 the allotment (otherwise than pursuant to sub-paragraph 5.1 above) of equity securities up to an aggregate nominal value of £520,073.26 being 10% of the Company's current issued share capital,

and that this power, unless revoked, varied or renewed, shall expire at the end of the next annual general meeting of the Company to be held after the date of the passing of this resolution or, if earlier, fifteen months from the date of the passing of this resolution, but shall extend to the making, before such expiry, of an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offers or agreements as if the power conferred hereby had not expired.

By order of the Board

Donald Baladasan
Finance Director

Registered Office:

Hamilton House
Mabledon Place
London
WC1H 9BB

Dated: 27 March 2017

Please see the Notes to the Notice of Annual General Meeting and Explanatory Notes to the Notice of Annual General Meeting overleaf.

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

1. A member entitled to attend and vote at the Annual General Meeting (“AGM”) may appoint a proxy (who need not be a member of the Company but who must attend the AGM to represent you) to attend, speak and vote on his or her behalf. In order to be valid, an appointment of proxy must be returned by one of the following methods:

- by completing and signing the hard-copy proxy form which accompanies this Notice of Annual General Meeting, and returning it, together with the power of attorney or other authority, if any, under which it is signed, or a duly certified copy of such power or authority, either: (a) by post, by courier or by hand to Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR Farnham, Surrey GU9 7LL; 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. The hard-copy proxy form must be signed by the shareholder appointing the proxy or by his/her attorney duly authorised in writing. If the shareholder is a corporation, the hard-copy proxy form should be sealed with its common seal or signed on its behalf by an officer or an attorney of the corporation or other person authorised to sign it; or
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in Note 2,

and in each case to be valid must be received by the Company not less than 48 hours (excluding any part of a day that is not a working day) before the time of the AGM or any adjournment of the AGM.

2. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so 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 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 & Ireland’s (“**EUI**”) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to 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 by the latest time(s) for receipt of proxy appointments specified in the Notice of Annual General Meeting. 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 Applications Host) from which the issuer’s agent (ID: 7RA36) is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. 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. 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/her 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.

3. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, 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).
4. 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 Note 1 above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cutoff time will be disregarded. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR, tel. +44 (0) 1252 821390. 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.
5. 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 Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR. The revocation notice must be received by Share Registrars Limited not less than 48 hours (excluding any part of a day that is not a working day) before the time of the AGM or any adjournment of the AGM. In the case of a member which is a corporation, the revocation notice must be executed under its common seal or signed on its behalf by an officer or an attorney of the corporation or other person authorised to sign it. 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.
6. The completion of a proxy does not preclude a member from attending the AGM and voting in person. If you have appointed a proxy and attend the AGM in person, your proxy appointment will automatically be terminated.
7. Copies of the service and consultancy agreements of the Directors with the Company, or with any of its subsidiaries, will be available for inspection at the registered office of the Company during usual business hours from the date of this Notice of Annual General Meeting until the close of the AGM and also at the place of the AGM for at least 15 minutes prior to and during the AGM.
8. As permitted by Regulation 41 of the Uncertificated Securities Regulations 2001, only those shareholders who are registered on the Company’s register of members 48 hours (excluding any part of a day that is not a working day) before the time of the AGM or any adjournment of the AGM shall be entitled to attend the AGM and to vote in respect of the number of ordinary shares registered in their names at that time. Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend and/or vote at the AGM.
9. You may not use any electronic address provided in this Notice of Annual General Meeting to communicate with the Company for any purposes other than those expressly stated.

EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Resolution 1

The Directors are required by law to present to the AGM the Company's audited annual accounts and directors' report for the financial year ended 31 December 2016.

Resolution 2

Under the terms of the Company's articles of association, one third of the Directors of the Company (who are not otherwise required to resign) must resign at the AGM and may offer himself or herself for re-appointment. The longest serving Directors must resign or, where they have been in office for the same period of time, the Directors to resign are chosen by lot. Donald Baladasan has been the longest in office and is resigning and offering himself for re-appointment.

Resolution 3

The auditors are required to be re-appointed at each annual general meeting at which the Company's audited accounts are presented.

Resolution 4

Under the Act, the Directors may only allot shares if authorised to do so. Whilst the current authority has not yet expired, it is customary to grant a new authority at each annual general meeting. Accordingly, this resolution will be proposed as an ordinary resolution to grant a new authority to:

- (a) allot up to 2,500,000 new ordinary shares in connection with the acquisition by the Company of About Health Limited pursuant to the terms of an acquisition agreement dated 15 June 2016 made between the Company and the Vendors (as such term is defined therein); and
- (b) allot shares and/or grant Rights with an aggregate nominal value of up to £1,733,577.53.

If given, this authority will expire at the Company's next annual general meeting following the date of the resolution. Although the Directors currently have no present intention of exercising this authority, passing this resolution will allow the Directors flexibility to act in the best interests of the Company's shareholders when opportunities arise.

Resolution 5

The Directors require additional authority from the Company's shareholders to allot shares where they propose to do so for cash and otherwise than to the Company's shareholders pro rata to their holdings. This resolution will give the Directors power to issue new ordinary shares for cash other than to the Company's shareholders on a pro rata basis (i) by way of a rights or similar issue or (ii) with a nominal value of up to £520,073.26. This resolution will be proposed as a special resolution.

