Dated 2022

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| SHAREHOLDERS’ DEED OF RELEASEDEED POLL |



BPE Solicitors LLP

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**THIS DEED** **OF POLL** is dated .................... September 2022

**BY**

**TOTALLY PLC** incorporated and registered in England and Wales with company number 03870101 whose registered office is at Cardinal Square First Floor - West, 10 Nottingham Road, Derby, England, DE1 3QT (“**Company**”) in favour of the Recipient Shareholders (as defined below).

**BACKGROUND**

(A) As explained in the Notice of Annual General Meeting addressed to the shareholders of the Company dated 10 August 2022 that is set out in Schedule 1 to this deed poll (the “**Notice of Annual General Meeting**”), the board of directors of the Company has become aware of that the interim dividend of 0.5 pence per ordinary share paid by the Company on 4 February 2022 for the six months ended 30 September 2021 (the “**Interim Dividend**”) was not made in accordance with the Companies Act 2006 (the “**Act**”) because the Company did not have sufficient distributable profits available prior to payment.

(B) The Company has been advised that, as a consequence of the Interim Dividend having been made otherwise than in accordance with the Act, it may have claims against past and present shareholders who were recipients of the Interim Dividend (or their personal representatives (and their successors in title) (as appropriate) if they are deceased) (the “**Recipient Shareholders**”).

(C) Pursuant to Resolution 10 set out in the Notice of Annual General Meeting and duly passed by the Company’s shareholders at the Company’s annual general meeting on 5 September 2022, the Company proposes to waive and release any and all claims which it has or may have against the Recipient Shareholders in respect of the Interim Dividend and wishes to enter into this deed poll in favour of the Recipient Shareholders in order to effect the same.

OPERATIVE TERMS

**THIS DEED POLL WITNESSES** as follows:

# Release

The Company unconditionally and irrevocably waives and releases each of the Recipient Shareholders from any and all liability that any such Recipient Shareholder has or may have to the Company and all claims and demands the Company has or may have against each of them (whether such liability, claims or demands are present, future, actual or contingent, known or unknown) in connection with receipt by them of all or part of the Interim Dividend.

# Governing law and jurisdiction

## This deed poll and any dispute or claim (including non-contractual disputes or claims) arising out of or in connection with it or its subject matter or formation shall be governed by and construed in accordance with the law of England and Wales.

## The courts of England and Wales shall have exclusive jurisdiction to settle any dispute or claim (including non-contractual disputes or claims) arising out of or in connection with this deed poll or its subject matter or formation.

This document has been executed as a deed and is delivered and takes effect on the date stated at the beginning of it.

Schedule 1

Notice of Annual General Meeting

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| Executed as a deed by **Totally plc** acting by ................................., a director, in the presence of:Signature: .................................Name: .................................Address: ................................. ................................. ................................. .................................Occupation: ................................. | .................................Director |