

# TOTALLY PLC

(incorporated in England and Wales with registered number 03870101)

## FORM OF PROXY FOR GENERAL MEETING OF THE COMPANY to be held at Hamilton House, Mabledone Place, London, WC1H 9BB, at 11.15 a.m. on 11 July 2016 (or as soon thereafter as the Company's annual general meeting convened for the same date and place at 11.00 a.m. has concluded)

Please read the notice of the general meeting, the notes as set out in the accompanying Circular and the explanatory notes to this Form of Proxy carefully before completing this Form of Proxy.

I/We (in BLOCK CAPITALS please).....  
of.....  
being a shareholder(s) of Totally PLC (the "**Company**") hereby appoint the Chairman of the Meeting (see note 2) / or  
.....as my/our proxy to exercise all or any of my/our rights to attend the  
general meeting of the Company, speak and on a show of hands or on a poll vote for me/us on my/our behalf at the General  
Meeting of the Company to be held on 11 July 2016 at 11.15 a.m. at Hamilton House, Mabledone Place, London, WC1H 9BB  
and at every adjournment thereof.

Please tick here if this proxy appointment is one of multiple appointments made (see note 3).

Enter the number of shares in relation to which your proxy is authorised or leave box blank to authorise your proxy to act in relation to your full voting entitlement.

I/We desire my/our votes to be cast in respect of the resolutions to be proposed at the meeting as follows (see note 4):  
(Please indicate with an X in the space below how you wish your vote to be cast)

If you sign this form and return it to the Company without any specific directions the proxy will abstain or vote at his discretion.

### Special Resolutions

	For	Against	Vote withheld
1. To approve the cancellation of the Share Premium account	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the terms of the Buy-Back Agreement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Dated .....

Signature .....(see Note 6)

**Notes:**

1. A member entitled to attend and vote at the meeting is also entitled to appoint one or more proxies to attend, speak and vote instead of him. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member.
2. A proxy need not be a member of the Company but must attend the meeting to present you. If you wish to appoint a proxy other than the Chairman of the meeting, cross out the words "the Chairman of the meeting" on the Form of Proxy and write the full name(s) of your proxy(ies) on the dotted line. The change should be initialled. If you sign and return this Form of Proxy with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. 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 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 Form of Proxy has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
3. To appoint more than one proxy you may photocopy this form indicating on each copy 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 on this Form of Proxy where indicated above if the proxy instruction is one of multiple instructions being given. All forms of proxy must be signed and should be returned together in the same envelope.
4. If you wish to direct your proxy how to vote (or not to vote) on any resolution, place a mark ("X") in the "For"; "Against" or "Vote Withheld" box for the relevant resolution. The vote withheld option is provided to enable you to instruct your proxy not to vote on any particular resolution. However, it should be noted that a vote withheld in this way is not a vote in law and will not be counted in the calculation of the proportion of votes "For" and "Against". In the absence of instructions, the person(s) you have appointed as your proxy(ies) may vote or abstain from voting as he/she thinks fit on the specified resolutions and, unless otherwise instructed, may also vote or abstain from voting on any other matter (including amendments to resolutions) which may properly come before the meeting.
5. To be effective, this Form of Proxy must be duly completed and deposited together with any power of attorney or other authority (if any) under which it is executed (or a duly certified copy of such power or authority) and lodged at the Company's registrars, Share Registrars Ltd, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL as soon as possible, but in any event so as to be received by the Company's registrars by 11.15 am on 7 July 2016, being, not less than 48 hours before the time fixed for the meeting (excluding non working days).
6. In the case of joint holders, the signature of any one of them will suffice but the names of all joint holders should be stated. The vote of the senior who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the votes of the other holders. For this purpose, seniority is determined by the order in which the names stand in the register of members in respect of the joint holding.
7. Completion and return of this Form of Proxy will not preclude a shareholder from attending and voting in person at the meeting.
8. This form must be signed and dated by the member of the Company or his/her attorney duly authorised in writing. In the case of a corporation, the form of proxy must be given under its common seal or signed on its behalf by a duly authorised officer or attorney.
9. If you submit more than one valid proxy appointment in respect of the same share(s), the appointment received last before the latest time for receipt of proxies will take precedence.
10. Any alteration to this Form of Proxy must be initialed by the signatory.
11. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended) and section 360B Companies Act 2006, entitlement to attend and vote at the meeting and the number of votes which may be cast there at will be determined by reference to the register of members of the Company at the close of business which is 2 days before 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.