

**Dissemination of a Regulatory Announcement that contains inside information according to REGULATION (EU)
No 596/2014 (MAR).**

29 September 2017

**Totally PLC
("Totally", "the Company" or "the Group")**

Half-year results for the six months ended 30 June 2017

Totally (AIM: TLY), the provider of a range of services to the healthcare sector, announces its interim results for the six months ended 30 June 2017 ("H1 2017").

Highlights

- Significant progress made towards delivering a progressive 'buy and build' strategy, aimed at establishing Totally as a leading provider of 'out of hospital' care in the UK.
- Three acquisitions completed in 2016 and fully integrated in H1 2017: Premier Physical Healthcare Ltd ("Premier"), About Health Ltd ("About Health") and Optimum Sports Performance Centre ("Optimum") – all provide a range of preventative and responsive healthcare services in community settings, GP surgeries and patients' homes, from pre-diagnosis through to discharge.
- The subsidiaries are continuing to secure new businesses and renew existing contracts including:
 - About Health awarded a new £130,000 12 month contract with Harrogate and Rural District CCG – January 2017
 - Premier awarded a new contract worth £140,000p.a. over three years with NHS Care & Custody – March 2017
 - Premier awarded two five year contracts for approximately £340,000 with Care UK – April 2017
 - Premier secured six year £400,000 contract with Care UK and South Yorkshire Prisons – September 2017
 - About Health awarded £331,750 p.a. four year contract to provide dermatology services to Castle Point, Rochford and Southend CCGs, UK – September 2017
- At an advanced stage of due diligence and finalising terms to complete an acquisition as announced 21 July 2017, which will constitute a reverse takeover under the AIM Rules – Totally to update market first half October 2017
- Continuing to evaluate further value accretive acquisition opportunities focused on the UK NHS outsourced healthcare services market, estimated to be worth in the region of £20 billion per year

Financial Overview

- Group turnover: £3,676,000 (H1 2016: £936,000)
- Gross profit: £1,169,000 (H1 2016: £286,000)
- EBITDA loss excluding exceptional costs: £657,924 (H1 2016: EBITDA loss £403,000)
- EBITDA loss including exceptional costs: £740,385 (H1 2016: EBITDA loss £841,000)

Chairman Statement

I am pleased to report on the half year period, a time which has not only seen us successfully integrate our three acquisitions completed in 2016, which are all generating revenues and performing well, but also aggressively progress our buy and build strategy as we continue to act as a consolidator in the fragmented UK healthcare market and build ourselves as the leading out of hospital healthcare services provider.

Our oversubscribed £17.6m placing and open offer completed in March this year was intended to fund potential acquisitions in line with our buy and build strategy. To this end, Totally announced on 21 July 2017 that they had signed heads of terms on a potential acquisition that would constitute a reverse takeover under the AIM Rules. The shares were suspended at this time and remain suspended at the current time. Whilst the acquisition and due diligence process has taken longer than envisaged to complete we are now at a very advanced stage and are confident that the acquisition, which constitutes a reverse takeover, will be completed imminently and we look forward to updating the market in this regard in the first half of October 2017.

We are confident that, when completed, the acquisition will add significant scale to the Group and diversify the services provided by the Group, as well as see us continue to deliver on our stated vision of building Totally as the pre-eminent provider of out of hospital services to help address some of the challenges the UK faces in terms of healthcare and in turn deliver shareholder value through the growth of the Group.

Our existing businesses (Totally Health and My Clinical Coach), which were part of the Company prior to the formation of the new Board in November 2015 and subsequent buy and build growth strategy, performed below management expectations in the first half, but through the services they offer have been supportive of the growth in the acquired businesses ensuring streamlined costs and economies of scales to benefit the plc bottom line.

To this end, in addition to finalising our near-term acquisition, we continue to seek out and have a number of further opportunities in the pipeline as we continue to build a profitable platform for growth for the Group.

The six months' results showed turnover of £3,675,521 (2016: £936,000) and a loss of £961,000 (2016: £844,000).

Whilst the first half of 2017 has seen slower than anticipated growth, we remain cautiously optimistic on the outcome for the financial year ending 31 December 2017 based on recent trading performance and the short term pipeline of new opportunities.

On behalf of the Board, it would be remiss of me not to thank all stakeholders for their patience and we look forward to updating the market in the near-term on the outlined developments in due course.

Bob Holt

Chairman

29 September 2017

Operational Review

I can only echo the comments made above by our Chairman, Bob Holt. The first half of 2016 was a transformational period for Totally, and this progress continues across the Group into 2017. The first two acquisitions are already proving to be very successful and are adding to the Group's range of out of hospital services, along with the expertise of the people within those companies. The integration of the new businesses into the Group has already opened up new business opportunities, and as we continue to grow I am confident that we will deliver our stated aim to become one of the UK's leading providers of 'out of hospital' services.

Both Premier Physical Healthcare and About Health have seen successes since joining the Group, with new contract wins and the securing of contract renewals supported by Optimum. The existing businesses, Totally Health incorporating My Clinical Coach, have struggled to build new business streams in the period but continue to support all Group business.

As well as thanking all of our shareholders for their continued support, I would also like to thank everyone who is part of 'Team Totally' as it is their commitment and approach that enables us to deliver the high quality services to patients and customers across the Group.

Wendy Lawrence

Chief Executive Officer

29 September 2017

Financial Review

During the first half of 2017, the Group continued to invest in IT and staff to build a suitable infrastructure to best position the Group to execute its buy and build strategy. This investment will help to identify and streamline business processes, in terms of the bid process, clinical governance, administration and collaboration across the Group's companies. It is envisaged that this will result in cost savings through economies of scale and a move to a shared service model where appropriate.

In addition to cost savings, the Group companies will also be able to collaborate on larger and more integrated bids. The collaboration and infrastructure investment should allow for increasingly competitive bid offerings. These bids will be underpinned by efficient delivery of services, while maintaining quality and profit margin.

The Loss Before Tax to 30 June 2017 includes an amortisation charge of £220,000 relating to intangible assets (2016: £nil).

Donald Baladasan

Chief Financial Officer

29 September 2017

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Interim Consolidated Income Statement

For the six months ended 30 June 2017

	Six months ended 30 June 2017	Six months ended 30 June 2016*	Year ended 31 December 2016
	(Unaudited)	(Unaudited)	(Audited)
	£000	£000	£000
Revenue	3,676	936	3,977
Cost of sales	(2,507)	(650)	(2,600)
Gross profit	1,169	286	1,377
Administrative expenses	(1,826)	(689)	(2,536)
Exceptional items	(83)	(438)	(494)

Loss before interest, tax and depreciation	(740)	(841)	(1,653)
Depreciation	(11)	(3)	(24)
Amortisation	(220)	-	(645)
Operating loss	(971)	(844)	(2,322)
Finance income	-	-	830
Finance costs	(11)	-	-
Loss before taxation	(982)	(844)	(1,492)
Income tax	21	-	(24)
Loss from continuing operations	(961)	(844)	(1,516)
Loss attributable to the equity shareholders of the parent company	(961)	(844)	(1,516)
<u>Earnings per share (Note 2)</u>			
Basic and diluted: Pence			
Continuing operations	(5)	(5)	(8)
Loss per share	(5)	(5)	(8)

* The Group's 2016 half yearly financial results include the financial performance of Totally plc and Totally Health for the full half year, the three months from April to June 2016 for Premier Physical Healthcare Limited and half of June 2016 for About Health Limited.

The accompanying notes form part of the unaudited interim report.

Interim Consolidated Statement of Changes in Equity

For the six months ended 30 June 2017

	Share capital	Share premium account	Profit and loss account	Equity shareholders' funds
	£000	£000	£000	£000
At 1 January 2016 (Audited)	3,055	4,534	(7,097)	492
Comprehensive loss for the year (Unaudited)	-	-	(844)	(844)
Issue of share capital (Unaudited)	1,000	5,110	-	6,110
Credit on issue of warrants and options (Unaudited)	-	-	14	14

At 30 June 2016 (Unaudited)	4,055	9,644	(7,927)	5,772
At 1 January 2016 (Audited)	3,055	4,534	(7,097)	492
Comprehensive loss for the year (Audited)	-	-	(1,516)	(1,516)
Issue of share capital (Audited)	1,002	5,120	-	6,122
Credit on issue of warrants and options (Audited)	-	-	25	25
Deferred shares buy-back(Audited)	(2,055)	-	2,055	-
Share premium cancellation (Audited)	-	(9,645)	9,645	-
At 31 December 2016 (Audited)	2,002	9	3,112	5,123
At 1 January 2017 (Audited)	2,002	9	3,112	5,123
Comprehensive loss for the year (Unaudited)	-	-	(961)	(961)
Issue of share capital (Unaudited)	3,200	13,447	-	16,647
Credit on issue of options (Unaudited)	-	-	16	16
At 30 June 2017 (Unaudited)	5,202	13,456	2,167	20,825

The accompanying notes form part of the unaudited interim report

Interim Consolidated Statement of Financial Position

As at 30 June 2017

	30 June 2017	30 June 2016	31 December 2016
	(Unaudited)	(Unaudited)	(Audited)
	£000	£000	£000
Non-Current Assets			
Intangible fixed assets	12,482	12,898	12,669
Fixed assets	101	25	95
	12,583	12,923	12,764
Current Assets			
Inventory	6	-	6
Trade and other receivables	1,934	1,115	2,047
Cash and cash equivalent	16,787	2,947	998
	18,727	4,062	3,051
Total Assets	31,310	16,985	15,815
Current Liabilities			
Trade and other payables	(771)	(827)	(879)
Corporation tax	(27)	-	(43)
Borrowings / Invoice discounting	(76)	(80)	(62)
Deferred acquisition consideration	(1,641)	(2,804)	(1,641)
	(2,515)	(3,711)	(2,625)
Long Term Liabilities			
Deferred acquisition consideration	(7,941)	(7,477)	(8,018)
Borrowings	(15)	-	(15)
Deferred tax	(14)	-	(9)
	(7,970)	(7,502)	(8,067)
Total Liabilities	10,485	11,213	(10,692)
Net Current Assets	16,212	351	426
Net Assets	20,825	5,772	5,123

Shareholders' Equity

Share capital	5,202	4,055	2,002
Share premium account	13,456	9,644	9
Retained earnings	2,167	(7,927)	3,112
Equity shareholders' funds/ (deficit)	20,825	5,772	5,123

The accompanying notes form part of the unaudited interim report

Interim Consolidated Cash Flow Statement

For the six months ended 30 June 2017

	Six months ended 30 June 2017	Six months ended 30 June 2016	Year ended 31 December 2016
	(Unaudited)	(Unaudited)	(Audited)
	£000	£000	£000
Cash flow from operating activities:			
Loss for the period	(961)	(844)	(1,516)
<i>Adjustments for:</i>			
Amortization and depreciation	231	3	669
Options and warrants charge	16	14	25
Tax expense/(income) recognised in profit and loss	(21)	-	24
Finance income	-	-	(830)
Finance costs	11	-	-
<i>Movements in working capital:</i>			
Movement in trade and other receivables	113	(179)	(503)
Movement in trade and other payables	(91)	158	(25)
Cash generated from operations	(702)	(848)	(2,156)
Income tax received/ (paid)	9	-	(51)
Net cash flows from operating activities	(693)	(848)	(2,207)

Cash flow from investing activities:			
Purchases of property, plant and equipment	(17)	(10)	(34)
Development of intangible assets	(58)	(322)	(495)
Deferred consideration payment	(86)	-	-
Accrued preference shares interest paid	(18)	(2,342)	(2,756)
Net cash flows from investing activities	(179)	(2,674)	(3,285)
Cash outflow before financing	(872)	(3,522)	(5,492)
Cash flow from financing activities:			
Issue of share capital, net	16,647	-	(6,122)
Borrowings/invoice discounting increase	16	-	19
Finance lease payments	(2)	-	(10)
Net cash flow from financing activities	16,661	6,110	6,131
Net increase in cash and cash equivalents	15,789	2,588	639
Cash and cash equivalents at beginning of the period	998	359	359
Cash and cash equivalents at end of the period	16,787	2,947	998

The accompanying notes form part of the unaudited interim report

Notes to the Interim Results

1. Basis of preparation

Totally plc is a public limited company incorporated in the United Kingdom under the Companies Act 2006 (registration number: 3870101). The Company's ordinary shares are admitted to trading on the AIM Market of the London Stock Exchange ("AIM").

The Group's principal activities in the period under review have been the provision of innovative solutions to the healthcare sector, which are provided by the Group's wholly owned subsidiaries, Totally Health Limited (incorporating MyClinicalCoach), Premier Physical Healthcare Limited, About Health Limited and Optimum Sports Performance Centre Limited.

The interim report and accounts for the six months ended 30 June 2017 have been prepared using the recognition and measurement principles of International Financial Reporting Standards and Interpretations as endorsed by the European Union (collectively "Adopted IFRS").

These condensed consolidated interim financial statements for the half-year ended 30 June 2017 have been prepared in accordance with the AIM Rules for Companies and should be read in conjunction with the annual financial statements for the year ended 31 December 2016, which have been prepared in accordance with IFRS as adopted by the European Union. The interim report and accounts do not include all the information and disclosures required in the annual financial statements.

The interim report and accounts have been prepared on the basis of the accounting policies set out in the Group's 2016 Annual Report and Accounts and on the basis of the principal accounting policies that the Group expects to apply in its financial statements for the year ending 31 December 2017.

The interim report and accounts do not comprise statutory accounts within the meaning of section 434 of the Companies Act 2006. These condensed consolidated interim financial statements were approved by the Board of Directors on 29 September 2017. The results for the six months to 30 June 2017 and the comparative results for six months to 30 June 2016 are unaudited. The comparative figures for the year ended 31 December 2016 do not constitute the statutory financial statements for that year.

As at 30 June 2017 net current assets totalled £16.2m (30 June 2015: £0.4m) comprised of cash balances of £16.8m, trade and other receivables of £1.9m less current liabilities of £2.5m. The current liabilities include deferred contingent consideration of £1.6m for acquisitions made in 2016.

Cash generation by the Group over the next year is expected to contribute to covering future liabilities. The Directors believe that a combination of the Group's current cash, projected revenues from existing and future contracts and continued shareholder support will enable the Group to meet its obligations and to implement its business plan in full. Inherently, there can be no certainty in these matters, but the Directors believe that the Group's internal trading forecasts are realistic and that the going concern basis of preparation continues to be appropriate.

2. Earnings per share

Basic loss per share is calculated by dividing the loss attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the period.

None of the share options or warrants in issue had a dilutive effect on earnings per share.

	Six months ended 30 June 2017 (Unaudited)	Six months ended 30 June 2016 (Unaudited)	Year ended 31 December 2016 (Audited)
Loss (continuing operations) (£000)	(961)	(844)	(1,516)
Weighted average number of shares used in basic and diluted earnings ('000)	19,109	15,860	17,973
Basic and diluted earnings per share (continuing operations) (Pence)	(5)	(5)	(8)

4. Dividends

No dividend is proposed for the six months ended 30 June 2017.

5. Events after the reporting period

(a) On 18 July 2017, the Company announced that the second deferred payment for Premier Physical Healthcare Limited of £1,156,712 being settled through the payment of £863,681 in cash, the issue of loan notes with an aggregate nominal value of £61,691 and the issue of 480,957 new ordinary shares of 10 pence each at a price of 48.1 pence per share pursuant to the terms of the acquisition.

(b) On 21 July 2017, the Company confirmed that the Company has signed heads of terms on a potential acquisition which would constitute a reverse takeover under rule 14 of the AIM Rules for Companies.

The potential acquisition would be consistent with the Company's strategy, as outlined at the time of its fundraising in February 2017, to create shareholder value through identifying attractive acquisition opportunities and acting as a consolidator in the current fragmented UK healthcare industry.

(c) On 1 September 2017, Premier Physical Healthcare Limited, a wholly owned subsidiary of Totally plc, won a £403,848 six-year contract with Care UK and South Yorkshire Prisons.

(d) On 6 September 2017, About Health Limited, a wholly owned subsidiary of Totally plc, secured a four-year contract to provide dermatology services to Castle Point, Rochford and Southend CCGs. The contract revenue is £331,750 per annum.

6. Distribution of Interim Report

A copy of the interim report will be available shortly on the Company's website (www.totallyplc.com) in accordance with Rule 26 of the AIM Rules for Companies and copies will also be available from the Company's registered office located at Hamilton House, Mabledon Place, London WC1H 9BB.