

# TOTALLY PLC

Incorporated in England and Wales under the Companies Act 1985 with registered number 03870101

## General Meeting Form of proxy

**Before completing this form of proxy, please read the explanatory notes**

I/We ..... [full name[s] in block capitals]  
being a member of Totally plc ("**Company**") appoint the chairman of the meeting/or  
..... (see note 3) as my/our proxy to attend, speak  
and vote on my/our behalf at the general meeting of the Company to be held on 8 May 2018 at 10.00  
a.m. ("**General Meeting**") and at any adjournment of the General Meeting.

If you wish to appoint multiple proxies, please see note 4 below. Please tick here if you are appointing more than one proxy: ☐

Enter the number of shares in relation to which your proxy is authorised or leave the box blank to authorise your proxy to act in relation to your full voting entitlement (see notes 1 and 4).

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X' (see note 6).

RESOLUTION	For	Against	Vote Withheld
<b>SPECIAL RESOLUTION</b>			
To authorise the Company to make market purchases of its own shares			

Signature	Date

### Notes to the form of proxy

1. As a member of the Company you are entitled to appoint a proxy or proxies to exercise all or any of your rights to attend, speak and vote at the General Meeting. You can only appoint a proxy using the procedures set out in these notes. If the proxy is being appointed in relation to part of your holding only, please enter in the relevant box the number of shares in relation to which they are authorised to act as your proxy. If this box is left blank they will be authorised in respect of your full voting entitlement.
2. Appointment of a proxy does not preclude you from attending the General Meeting and voting in person. If you have appointed a proxy and attend the General Meeting in person and vote, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company but must attend the General Meeting to represent you. If you wish to appoint a proxy other than the chairman of the meeting, insert their full name on the dotted line. If you leave

this space blank, the chairman of the meeting will be appointed your proxy. Where you appoint as your proxy someone other than the chairman, you are responsible for ensuring that they attend the General Meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the chairman and give them the relevant instructions directly.

4. 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 can obtain additional forms of proxy from the Company's registrars, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR, tel: +44 (0) 1252 821390. Alternatively, this form of proxy may be photocopied prior to completion. If you are appointing more than one proxy, please indicate in the relevant box the number of shares in relation to which they are authorised to act as your proxy and indicate by ticking the relevant box that the proxy appointment is one of multiple appointments being made. Multiple proxy appointments should be returned together in the same envelope.
5. 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).
6. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote Withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the General Meeting, including a motion to adjourn.
7. To appoint a proxy using this form of proxy, the form of proxy must be:
  - completed and signed;
  - sent or delivered to Share Registrars Limited at The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR; and
  - received by Share Registrars Limited no later than 10.00 a.m. on 3 May 2018.
8. In the case of a member which is a company, this form of proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which this form of proxy is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
9. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent Share Registrars Limited (ID 7RA36) no later than 10.00 a.m. on 3 May 2018. See the notes to the Notice of General Meeting for further information on proxy appointment through CREST.
10. 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. For details of how to change your proxy instructions or revoke your proxy appointment, see the notes to the Notice of General Meeting.
11. You may not use any electronic address provided in this form of proxy to communicate with the Company for any purposes other than those expressly stated.