

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 (the “Company”)

appoint the chair 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 15 October 2019 at 9.30 a.m. (the “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:

Number of shares: 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 resolution as I/we have indicated by marking the appropriate box with an 'X' (see note 6).

Resolution	For	Against	Vote withheld
Special Resolution			
THAT , subject to the confirmation of the Court, the share premium account of the Company be and is cancelled.			

Signature _____

Date _____

Notes to the form of proxy

- 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 a general meeting of the Company. 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. This form of proxy confers authority to demand or join in demanding a poll.
- 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.
- 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 chair of the General Meeting, insert their full name on the dotted line. If you leave this space blank, the chair of the General Meeting will be appointed your proxy. Where you appoint as your proxy someone other than the chair, 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 chair and give them the relevant instructions directly.
- 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, additional forms of proxy may be obtained by contacting the Company's registrar, Share Registrars Limited, or you may copy this form of proxy. 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.
- 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).
- To direct your proxy how to vote on the resolution mark the appropriate box with an 'X'. To abstain from voting on the 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.
- To appoint a proxy using this form of proxy, the form 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 9.30 a.m. on 11 October 2019.
- 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 form of proxy.
- 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) by 9.30 a.m. on 11 October 2019. See the notes to the Notice of General Meeting for further information on proxy appointment through CREST.
- 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.
- 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.