Proposed issue of 111,992,835 New Ordinary Shares at an Issue Price of 0.6 pence per Issue Share, proposed Placing, proposed Share Capital Reorganisation and Notice of General Meeting

and

Interim results for the six months ended 30 June 2013

PART I

Introduction

The Company is pleased to announce that it proposes to raise £600,000 (before expenses) by way of a conditional placing of the Placing Shares at the Issue Price to institutional and other investors. The net proceeds of the Placing will be used to repay indebtedness, to help finance the implementation of the Company's business plan and to fund the Company's general working capital requirements.

The Company is prohibited by the Act from issuing new Ordinary Shares at a price below their nominal value. The price at which the Company has been able to raise additional equity capital in the Placing is 0.6 pence per share, being less than the current nominal value of its Existing Ordinary Shares. Accordingly, to enable the Placing to proceed, it is necessary to reorganise the Company's share capital so that the Placing Shares can be subscribed for at or above their nominal value. The Directors are therefore proposing a sub-division of each Existing Ordinary Share and unissued ordinary share of 1.0 pence each, into one New Ordinary Share and one New Deferred Share. The New Deferred Shares will have rights such that in practical terms they will have no value and will not be quoted. Following the Share Capital Reorganisation, each New Ordinary Share will have a nominal value of 0.1 pence.

A circular which is expected to be sent to Shareholders today also contains the Directors' recommendation that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting, as they intend to do in respect of their entire holdings, which amounts to interests in 21,240,483 Existing Ordinary Shares representing approximately 10.3 per cent. of the Existing Ordinary Shares.

If the Resolutions are not passed by Shareholders at the General Meeting, the Placing will not be able to proceed. In that event the Company would need to secure alternative financing arrangements in order to meet its day to day working capital requirements. In the event that the Company is unable to secure such financing arrangements it is likely that the Company will be forced to seek the appointment of a receiver or an administrator.

Further details of the Placing and of the Share Capital Reorganisation are set out below. The Placing is conditional, *inter alia*, upon the passing of the Resolutions at the General Meeting. In addition, the Company's unaudited interim results for the six months ended 30 June 2013 are set out in Part II of this announcement.

Background to, and reasons for, the Placing and use of funds

The Directors believe that the Company is well positioned to capitalise on the demand for its current core proposition of long term management services through Shared Decision Making and Health coaching provision.

In the announcement released by the Company on 31 May 2013, of the Company's financial results for the year ended 31 December 2012, the Company referred to a number of significant new business opportunities under negotiation, certain of which the Company had been hopeful of being able to announce in the near term. However, the recent transition from Primary Care Trusts (PCTs) to Clinical Commissioning Groups (CCGs) in April this year has resulted in considerable internal reorganisation within the NHS. In particular for the Company this has affected the management of budgets and the contract decision making process with the new NHS bodies. The Company also noted in that announcement that it was confident that, as the new CCGs and other NHS bodies bedded down, the award of contracts would accelerate in the second half of 2013. The short term result of such delays had resulted in a reduction in expected revenues for the Group in the current financial year but, as announced previously, the Board was confident that it had sufficient working capital at present to operate the business going forward should the expected contracts and contracted revenue crystallise in line with internal projections. Additionally, the Board confirmed in that announcement that it was exploring options to strengthen the Company's balance sheet over the next few months, one of which being through the issue of new equity to ensure that the Company had adequate resources to implement its business plan in full and fully capitalise on the exciting opportunities that the Company had ahead of it.

Since the announcement on 31 May 2013, the Company has continued to experience delays as a result of the transition from PCTs to CCGs. This has led to the Company being cash constrained and there being insufficient working capital for the Company to implement its business plan. The Directors have therefore sought additional equity capital from investors and are pleased to announce today the proposed Placing.

The Directors believe that the net proceeds of the Placing will allow the Company the working capital required to leverage the opportunities it has developed to date and will allow the Company to operate as a going concern for the short to medium term. **However, should the NHS delays referred to above continue for a material period, expected contract wins not occur as anticipated or payments not be made by contractual counterparties as and when currently due, the Company may need to raise further equity or debt capital.**

As described in more detail below, the Share Capital Reorganisation is required in order for the Placing to be implemented.

If the Resolutions set out in the General Meeting are not passed by Shareholders and/or the Placing does not become unconditional, the Directors believe it is unlikely that the Company would be able to secure sufficient funding from other sources to continue as a going concern and would therefore be likely to have to seek the appointment of a receiver or an administrator.

Share Capital Reorganisation

The Company is prohibited by the Act from issuing new Ordinary Shares at a price below their nominal value. The price at which the Company has been able to raise additional capital in the Placing is 0.6 pence, being less than the current nominal value of its Existing Ordinary Shares, being 1.0 pence. Accordingly, it will be necessary to undertake the Share Capital Reorganisation to enable the Placing to proceed. **Save for the dilution which will result from the issue of the Issue Shares and the new Ordinary Shares under the Warrants, the interests of existing Shareholders (both in terms of their economic interest and voting rights) will not be diluted by the implementation of the Share Capital Reorganisation.**

At the date of this announcement there are 205,624,615 Existing Ordinary Shares in issue. Resolution 2 will be proposed at the General Meeting for the purposes of the Share Capital Reorganisation such that each Existing Ordinary Share on the register of members of the Company at the close of business on 26 September 2013 will be sub-divided into one New Ordinary Share and one New Deferred Share. It is first necessary to sub-divide every Existing Deferred Share into 1.1111111 New Deferred Share (the number received by the holder of the Existing Deferred Shares rounded down to the nearest whole number) to enable the re-designation to take place and for there to be one class of deferred shares.

The New Ordinary Shares will continue to carry the same rights and benefits as those attached to the Existing Ordinary Shares (save for the reduction in nominal value). The number of New Ordinary Shares in issue following the Capital Reorganisation will be unchanged from the number of Existing Ordinary Shares in issue immediately prior to the Share Capital Reorganisation.

The New Deferred Shares, which will rank *pari passu* with the Existing Deferred Shares, will not entitle their holders: (a) to receive notice of or attend and vote at any general meeting of the Company; (b) to receive any dividend or other distribution; or (c) to participate in any return on capital on a winding up other than the nominal amount paid on such shares following a substantial distribution to holders of ordinary shares in the Company.

No application will be made to the London Stock Exchange for admission of the New Deferred Shares to trading on AIM nor will any such applications be made to any other exchange.

The New Deferred Shares will be effectively valueless, non-transferable and have no effect on the economic interest of the Shareholders. Share certificates will not be issued in respect of the New Deferred Shares and the Company will have the right to repurchase all the New Deferred Shares for an aggregate consideration of £0.01.

Application will be made for the New Ordinary Shares to be admitted to trading on AIM. Dealings in the Existing Ordinary Shares will cease at the close of business on the date of the General Meeting and dealings in the New Ordinary Shares are expected to commence on the following Business Day.

The ISIN and SEDOL numbers of the New Ordinary Shares will be the same as the Existing Ordinary Shares and any share certificates for the Existing Ordinary Shares will remain valid for the New Ordinary Shares.

The net effect of the Share Capital Reorganisation is that each holder of one Existing Ordinary Share of 1.0 pence each will hold one New Ordinary Share of 0.1 pence each and one New Deferred Share of 0.9 pence each. Therefore, following the Share Capital Reorganisation, the Company will have in issue, and Shareholders' individual holdings will be for, the same number of New Ordinary Shares as the number of Existing Ordinary Shares held immediately prior to the General Meeting.

Following the Share Capital Reorganisation, the New Ordinary Shares will have a nominal value of 0.1 pence and the Company will therefore be in a position to issue the Issue Shares at the Issue Price without breaching the provisions of the Act.

Details of the Placing

The Company is proposing to raise gross proceeds of approximately £600,000 (approximately £540,000 net of estimated expenses) pursuant to the Placing though the issue to institutional and other investors of the Placing Shares at the Issue Price.

Pursuant to the terms of the Placing Agreement, Allenby and Optiva, as agents for the Company, have conditionally agreed to use their reasonable endeavours to procure subscribers for the Placing Shares at the Issue Price per share. The Placing Agreement is conditional, *inter alia*, upon the Resolutions being duly passed at the General Meeting and Admission becoming effective on or before 8.00 a.m. on 27 September 2013 (or such later date as the Company, Allenby and Optiva may agree, but in any event not later than 18 October 2013). Under the terms of the Placing Agreement, the Company has given certain warranties and representations together with an indemnity to Allenby and Optiva and has also agreed to pay an advisory fee to Allenby, pay commissions to Allenby and Optiva and to issue the Broker Warrants to Allenby and Optiva for their services pursuant to the Placing Agreement. The Placing Agreement contains provisions entitling Allenby and/or Optiva to terminate the Placing at any time prior to Admission in certain circumstances, including where any of the warranties are found to be untrue or inaccurate to any material extent. If this right is exercised, the Placing will not proceed.

The Placing is not being made on a pre-emptive basis and existing Shareholders will not have the right to participate in the Placing. The Directors have decided to effect the fundraising by way of the Placing rather than by offering all Shareholders the opportunity to acquire further shares. The Directors believe that the additional cost and delay incurred in connection with any such offer would not have been in the best interests of the Company. The Placing is not being underwritten.

The Issue Price represents a discount of approximately 11.1 per cent. to the closing middle market price of an Existing Ordinary Share of 0.675 pence on 9 September 2013, being the latest practicable date prior to the publication of this announcement. The Placing Shares will represent approximately 31.5 per cent. of the Enlarged Share Capital.

The Placing Shares will be issued credited as fully paid and will rank *pari passu* in all respects, including the rights to receive all dividends and other distributions on or after the date on which they are issued.

The aggregate gross proceeds of the Placing are expected to amount to £600,000. The total expenses of the Placing are expected to amount to £60,000.

Application for Admission to AIM

Application will be made to AIM for the Enlarged Share Capital to be admitted to trading on AIM. It is expected that such Admission will become effective and that dealings will commence in the New Ordinary Shares at 8.00 a.m. on 27 September 2013.

Issue of Warrants

As part of the Placing, the Company has agreed to issue 1 Placing Warrant to subscribe for 1 new Ordinary Share for every 1 Placing Share subscribed for by the Placees (including the Directors who are participating in the Placing but not in respect of the Directors' Issue Shares), exercisable at a price of 1.0 pence per new Ordinary Share and within an exercise period of 18 months from the date of issue. The total number of Placing Warrants issued under the Placing will therefore be 100,000,000.

As part of the arrangements for the Placing and Admission, the Company has also agreed, conditionally upon Admission, to issue Allenby a Broker Warrant to subscribe for a total of 116,667 new Ordinary Shares at the Issue Price per share and issue to Optiva a Broker Warrant to subscribe for a total of 1,795,834 New Ordinary Shares at the Issue Price per share. The Broker Warrants are exercisable at any time during the period ending 3 years from the date of issue.

Following the issue of the Placing Warrants and the Broker Warrants, the total number of warrants (including existing warrants at the date of this announcement) to subscribe for new Ordinary Shares outstanding will be 137,079,167.

No application will be made to the London Stock Exchange for admission of the Placing Warrants or the Broker Warrants to trading on AIM nor will any such application be made to any other exchange. The Broker Warrant Instrument and the Placing Warrant Instrument will be constituted following the passing of the Resolutions at the General Meeting.

Directors' participation in the Placing and issue of New Ordinary Shares in lieu of outstanding fees

As part of the Placing, all the Directors, apart from Donald Baladasan, are participating in the Placing at the Issue Price, as described below. In addition, all the Directors have elected to receive, credited as fully paid, the Directors' Issue Shares at the Issue Price in lieu of Directors' fees owed to them, as set out in the table below:

Director	*Holding of Existing Ordinary Shares prior to the Proposals*		*Placing particip-ation*		*Directors' Issue Shares*	*Following the Proposals*		
	Existing Ordinary Shares	*%*	*Placing Shares*	*Amount of unpaid fees*	*New Ordinary Shares in lieu of unpaid fees*	*Total number of New Ordinary Shares held*	*% of the Company's issued Ordinary Shares*	*Number of Placing Warrants held*
Dr. Michael Sinclair	14,509,791	7.1	833,334	£26,332.00	4,388,667	19,731,792	6.2	833,334
Wendy Lawrence	-	-	833,334	£5,000.00	833,334	1,666,668	0.5	833,334
Donald Baladasan	-	-	-	£30,000.00	5,000,000	5,000,000	1.6	-
Andrew Margolis	2,772,102	1.3	833,334	£5,000.00	833,334	4,438,770	1.4	833,334
George Rolls	3,958,590	1.9	1,875,000	£5,625.00	937,500	6,771,090	2.1	1,875,000
Total	**21,240,483**	**10.3**	**4,375,002**	**£71,957.00**	**11,992,835**	**37,608,320**	**11.8**	**4,375,002**

The participations of Dr. Michael Sinclair, Wendy Lawrence, Andrew Margolis and George Rolls in the Placing are considered to be related party transactions under the AIM Rules. Donald Baladasan, the independent director for the purposes of considering the participations of the other Directors in the Placing, having consulted with the Company's nominated adviser Allenby, considers that the participations of Dr. Michael Sinclair, Wendy Lawrence, Andrew Margolis and George Rolls in the Placing are fair and reasonable insofar as Shareholders are concerned.

The issue to all of the Directors of the Directors' Issue Shares in lieu of unpaid Directors' fees are considered to be related party transactions under the AIM Rules. Allenby, the Company's nominated adviser, considers that the reimbursement of unpaid fees satisfied by the issue of the Directors' Issue Shares, credited as fully paid, to the Directors as described above is fair and reasonable insofar as Shareholders are concerned.

Current trading and prospects

The Company has today announced its results for the six months ended 30 June 2013. During the period the Group made an operating loss of £546,000 (2012 H1: profit of £9,000) and a loss before taxation of £576,000 (2012 H1: loss of £7,000) on turnover of £1.24 million (2012 H1: £0.65 million).

This financial outcome, which was anticipated in light of the NHS restructuring, reflects the cost to the Group of developing a range of products and services designed to both reduce costs and improve outcomes of caring for patients with long term conditions. The Group has commenced introducing these services to additional Clinical Commissioning Groups in the UK and the Board is confident that the financial returns from these efforts to date will be significant.

General Meeting

A circular incorporating a notice convening the General Meeting to be held at the Company's offices at Unit 800, Highgate Studios, 53-79 Highgate Road, London, NW5 1TL at 10.00 a.m. on 26 September 2013 is expected to be posted to Shareholders later today.

The Resolutions to be proposed at the General Meeting are as follows:

1. and 2. ordinary resolutions to give effect to the Share Capital Reorganisation;

3. an ordinary resolution to give the Directors' general authority, pursuant to section 551 of the Act, to allot equity securities of an aggregate nominal amount of £349,072.00 (being the Placing Shares, the Directors' Issue Shares, the Existing Warrants and the aggregate number of the Broker Warrants and the Placing Warrants, together with up to a further 100 million new Ordinary Shares) prior to the earlier of the Company's next annual general meeting in 2014 and 30 June 2014, in addition to and not in substitution for all previous powers granted to them; and

4. a special resolution, pursuant to section 570 of the Act, to empower the Directors to disapply statutory pre-emption rights over equity securities of an aggregate nominal of £349,072.00 (being the Placing Shares, the Directors' Issue Shares, the Existing Warrants and the aggregate number of the Broker Warrants and the Placing Warrants, together with up to a further 100 million new Ordinary Shares) prior to the earlier of the Company's next annual general meeting in 2014 and 30 June 2014, in addition to and not in substitution for all previous powers granted to them.

Irrevocable undertakings

The Directors have irrevocably undertaken to vote in favour of the Resolutions in respect of their aggregate beneficial holdings of 21,240,483 Existing Ordinary Shares representing approximately 10.3 per cent. of the Existing Ordinary Shares.

Recommendation

The Directors consider the Proposals to be fair and reasonable and in the best interests of Shareholders and the Company as a whole.

Accordingly, the Directors recommend all Shareholders vote in favour of the Resolutions at the General Meeting as they intend to do in respect of their own beneficial holdings of 21,240,483 Existing Ordinary Shares, representing approximately 10.3 per cent. of the Existing Ordinary Shares.

If the Resolutions set out in the General Meeting are not passed by Shareholders and/or the Placing does not become unconditional, the Directors believe it is unlikely that the Company would be able to secure sufficient funding from other sources to continue as a going concern and would therefore be likely to have to seek the appointment of a receiver or an administrator.

For further information please contact:

Totally Plc Tel: 020 7284 9730
Wendy Lawrence / Don Baladasan

Allenby Capital Limited (Nominated Adviser & Joint Broker) Tel: 020 3328 5656
Nick Naylor/Mark Connelly

Optiva Securities Limited (Joint Broker) Tel: 020 3137 1902
Christian Dennis / Jeremy King

PART II

INTERIM RESULTS FOR THE SIX MONTHS ENDED 30 JUNE 2013

Half-yearly results for the six month period ended 30 June 2013

Totally Plc, the AIM quoted (ticker: TLY), digital marketing services provider and digital solutions to the healthcare sector provider, announces its half yearly results for the six month period ended 30 June 2013.

Summary

Continuing operations:

- Group turnover increased by 90 per cent. to £1.24 million (2012 H1: £0.65 million).
- EBITDA – loss of £534,000 (2012 H1: profit £29,000).
- Operating loss of £546,000 (2012 H1: profit £9,000).
- Loss of £576,000 (2012 H1: Loss £7,000).

Loss for the period (Including discontinued operations) of £576,000 (2012 H1: Profit £52,000).

Chairman's statement

I am pleased to present the results for the six months ended 30 June 2013. During the period the Group made an operating loss of £546,000 (2012 H1: profit £9,000) and a loss before taxation of £576,000 (2012 H1: Loss £7,000) on turnover of £1.24 million (2012 H1: £0.65 million).

This financial outcome, which was anticipated in light of the NHS restructuring, reflects the cost to our Company of developing a range of products and services designed to both reduce costs and improve outcomes of caring for patients with Long Term Conditions. We have commenced introducing these services to additional Clinical Commissioning Groups in the UK and we are confident that the financial returns from our efforts to date will be significant going forward.

Dr. Michael Sinclair
Non-Executive Chairman
10 September 2013

Operational Review

The first half of 2013 has been a period of focused change for Totally, a theme that will continue during the rest of the year. During the six months ended 30 June 2013, Totally continued its development and growth in the healthcare sector and in the digital marketing sector. The group's turnover increased to £1.24 million (2012 H1: £0.65 million) mainly as a result of Totally Health's completion of delivering the Shared Decision Making contract, which resulted in the creation of 36 Patient Decision Aids (PDAs), available online via an interactive website, as well as via mobile apps.

In January 2013, the Company raised approximately £0.5 million (net of expenses) of capital for the company through the placing and exercise of warrants.

Digital solutions to the healthcare sector (Totally Health)

The company started business activities in February 2012. Revenues of £737,000 were achieved during the period under review (2012 H1: £241,000).

Totally Health has continued to deliver innovative digital solutions to the Healthcare Sector and during the first 3 months of 2013 delivered on its full commitments (both in terms of timescales and budget) to the NHS Shared Decision Making (SDM) Programme, with delivery of 36 disease specific Personal Decision Aids (PDAs), 36 Mobile Apps on both iPhone and Android (72 in total), plus the interactive website for the Programme supported by our Decision Support Coaching. The complete SDM contract was worth £1.6 million (Including VAT).

We continue to support the SDM Programme with the hosting and maintenance of the website and the provision of Decision Support Coaching as the NHS consider the next phase of this national project.

Our Long Term Condition (LTC) management solutions continue to deliver excellent results both for the NHS and for the patients involved. Our first contract signed back in December 2012 has delivered excellent results which exceeded all expectations in terms of resources saved and positive impacts on health outcomes for the patients involved.

Unplanned admissions to hospital have significantly reduced for the group of patients that we have been working with and as a direct result of these result our contract was extended for a further 12 months and expanded to include an additional patients. The total value of this contract for the initial one year period is £0.15 million (including VAT).

As a result Totally Health are working with many Healthcare Providers, not exclusively NHS organisations, to assess how our LTC Programmes can be used to support people and transform current service provision across the healthcare sector.

Digital Marketing (Totally Communications)

Revenues of £501,000 (2012 H1: £410,000) were achieved during the period under review.

The first quarter of 2013 saw Totally Communications focus on the final delivery of 72 mobile apps across Android and iOS as part of the Totally Health NHS project, whilst engaging in a hiring strategy focussed on business development roles and bolstering existing support services.

During the period under review and under difficult market conditions, revenues for Totally Communications have remained steady.

There were notable projects delivered for new clients including bespoke applications for: one of Europe's largest broadcasters and Lepidus, as well as web and mobile solutions for Family Lives, FRP Advisory, Edward Fail Bradshaw Waterson Solicitors and The Pilgrim Trust.

Totally Communications also formally released Pelorous, its custom CMS, into the open-source community.

Due to a changing market Totally Communications search marketing activities shifted focus from providing traditional SEO service to a more sophisticated Content Marketing approach. This has resulted in higher value contracts from clients and the expiry of some of the lower paying clients.

Wendy Lawrence
Chief Executive Officer
10 September 2013

Interim Consolidated Income Statement

For the six months ended 30 June 2013

	Six months ended 30 June 2013 (Unaudited) £000	*Six months ended 30 June 2012 (Unaudited) £000*	*Year ended 31 December 2012 (Audited) £000*
Revenue	1,238	651	1,619
Cost of sales	(996)	(288)	(986)
Gross profit	242	363	633
Administrative expenses	(776)	(334)	(1,150)
Profit (loss) before interest, tax, depreciation and amortization	(534)	29	(517)
Depreciation & Amortization	(12)	(20)	(38)
Operating Profit/(loss)	(546)	9	(555)
Share issue costs	(29)	–	(54)
Finance costs	(1)	(16)	(38)
Loss before taxation	(576)	(7)	(647)
Income tax	–	–	–
Loss from continuing operations	(576)	(7)	(647)
Profit from discontinued operations (Note 4)	–	59	59
Profit/(loss) attributable to the equity shareholders of the parent company	(576)	52	(588)
Earnings per share (Note 3) **Basic and diluted:** (pence)			
Continuing operations	(0.29)p	(0.01)p	(0.69)p
Discontinued operations	–	0.07p	0.07p
Total	(0.29)p	0.06p	(0.62)p

The accompanying notes form part of the unaudited interim consolidated income statement.

Interim Consolidated Statement of Changes in Equity

For the six months ended 30 June 2013

	Share capital £000	*Share premium account £000*	*Profit and loss account £000*	*Equity shareholders' deficit £000*
At 1 January 2013 (Audited)	1,693	3,353	(5,508)	(462)
Comprehensive loss for the period	–	–	(547)	(547)
Issue of share capital (Note 2) (Unaudited)	568	–	(29)	539
At 30 June 2013 (Unaudited)	2,261	3,353	(6,084)	(470)
At 1 January 2012 (Audited)	1,124	3,353	(4,933)	(456)
Comprehensive profit for the period (Unaudited)	–	–	52	52
At 30 June 2012 (Unaudited)	1,124	3,353	(4,881)	(404)
At 1 January 2012 (Audited)	1,124	3,353	(4,933)	(456)
Comprehensive loss for the period (Audited)	–	–	(534)	(534)
Issue of share capital (Audited)	569	–	(54)	515
Credit on issue of warrants (Audited)	–		13	13
At 31 December 2012 (Audited)	1,693	3,353	(5,508)	(462)

The accompanying notes form part of the unaudited interim consolidated statement of changes in equity.

Interim Consolidated Statement of Financial Position

As at 30 June 2013

	30 June 2013 (Unaudited) £000	*30 June 2012 (Unaudited) £000*	*31 December 2012 (Audited) £000*
Non-Current Assets			
Intangible fixed assets	11	29	11
Property, plant and equipment	24	21	24
	35	50	35
Current Assets			
Amounts recoverable on contracts	–	83	154
Trade and other receivables	249	269	363
Cash and cash equivalent	87	17	50
	336	369	567
Total Assets	371	419	602
Current Liabilities			
Trade and other payables	(841)	(563)	(1,064)
Financial liabilities	–	(260)	–
	(841)	(823)	(1,064)
Net Current Liabilities	(505)	(454)	(497)
Net Liabilities	(470)	(404)	(462)
Shareholders' Equity			
Share capital	2,261	1,124	1,693
Share premium account	3,353	3,353	3,353
Retained earnings	(6,084)	(4,881)	(5,508)
Equity shareholders' deficit	(470)	(404)	(462)

The accompanying notes form part of the unaudited interim consolidated statement of financial position.

Interim Consolidated Cash Flow Statement

For the six months ended 30 June 2013

	Six months ended 30 June 2013 (Unaudited) £000	*Six months ended 30 June 2012 (Unaudited) £000*	*Year ended 31 December 2012 (Audited) £000*
Cash flow from operating activities:			
Operating profit/(loss)	(546)	9	(555)
Options and warrants charge	–	–	13
Amortization and depreciation	12	23	35
Movement in amounts recoverable on contracts	154	(83)	(154)
Movement in trade and other receivables	114	98	(211)
Movement in trade and other payables	(166)	(66)	798
Cash utilised by operating activities	(432)	(19)	(74)
Cash utilised by discontinuing operations	–	(70)	(70)
Net cash flow from operating activities	(432)	(89)	(144)
Cash flow from investing activities:			
Purchases of fixed assets	(12)	(21)	(37)
Cash received (paid) from disposal of subsidiary, net of	(57)	339	210
Net cash flow from investing activities	(69)	318	173
Cash inflow/(outflow) before financing	(501)	229	29
Cash flow from financing activities:			
Interest paid	(1)	(16)	(38)
Issue of share capital, net	539	–	515
Net cash flow from financing activities	538	(16)	477
Net increase in cash and cash equivalents	37	213	506
Cash and cash equivalents at beginning of the period	50	(456)	(456)
Cash and cash equivalents at end of the period	87	(243)	50
Cash and cash equivalents comprise:			
Cash at bank	87	17	50
Bank overdraft	–	(260)	–
Cash and cash equivalents at end of the period	87	(243)	50

The accompanying notes form part of the unaudited interim consolidated cash flow statement.

Notes to the Interim Results

1. Basis of the preparation

The interim report and accounts for the six months ended 30 June 2013 have been prepared using the recognition and measurement principles of International accounting Standards. International Financial Reporting Standards and Interpretations as adopted for use in the European Union (collectively “Adopted IFRS”).

The interim report and accounts should be read in conjunction with Group’s 2012 Annual Report and Accounts which have been prepared in accordance with IFRSs as adopted by the European Union.

The interim report and accounts have been prepared on the basis of the accounting policies set out in the Group’s 2012 Annual Report and Accounts. The interim report and accounts do not comprise statutory accounts within the meaning of section 434 of the Companies Act 2006. The interim accounts were approved by the Board of Directors on 10 September 2013. The results for the six months to 30 June 2013 and the comparative results for six months to 30 June 2012 are unaudited.

The comparative figures for the year ended 31 December 2012 do not constitute the statutory financial statements for that year.

As at 30 June 2013 cash balances amount to approximately £0.1 million (Cash balances as at 9 September 2013: approximately £0.03 million), with current creditors (As at 30 June 2013) of approximately £0.84 million. The Company is in regular contact with its principal creditors, who remain supportive, and the Directors believe that a combination of its current cash, projected revenues from existing contracts and the net proceeds of the proposed fundraising referred to below will enable it to meet its obligations and to implement its business plan in full.

As has been previously announced, the directors are in discussion with current and potential new investors to raise new equity to provide the necessary funding.

The Directors believe that the trading forecasts are realistic and that a fundraising will be able to be completed, and accordingly, the financial statements have been prepared on a going concern basis.

2. Share capital

On 14 January 2013, holders of 56,838,340 of the warrants subscribed for 56,838,340 Ordinary Shares of 1 pence each at an exercise price of 1 pence per share. The net consideration received by the Company from this issue of shares was £539,000.

3. 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 in 2013 and 2012.

	Six months ended 30 June 2013 (Unaudited)	*Six months ended 30 June 2012 (Unaudited)*	*Year ended 31 December 2012 (Audited)*
Loss for the period (£000)	(576)	52	(588)
Weighted average number of shares used In basic and diluted earnings (000)	201,497	91,948	94,122
Basic and diluted earnings per share (pence)	(0.29)	0.06	(0.62)

4. Profit from discontinued operations

	Six months ended 30 June 2013 (Unaudited)	*Six months ended 30 June 2012 (Unaudited)*	*Year ended 31 December 2012 (Audited)*
Profit on disposal of subsidiary	–	74	74
Loss for the period from discontinued operations	–	(15)	(15)
	–	59	59

5. Dividends

No dividend is proposed for the six months ended 30 June 2013.

6. Events after the reporting period

The Company announced today that it has raised £600,000 (before expenses) from institutional and other investors. The net proceeds of this Placing will be applied to help finance the implementation of the Company's business plan and to fund the Company's general working capital requirements.

For further information please contact:

Totally Plc Tel: 020 7284 9730
Wendy Lawrence / Don Baladasan

Allenby Capital Limited (Nominated Adviser & Joint Broker) Tel: 020 3328 5656
Nick Naylor/Mark Connelly

Optiva Securities Limited (Joint Broker) Tel: 020 3137 1902
Christian Dennis / Jeremy King

DEFINITIONS

"Act"	the Companies Act 2006
"Admission"	the admission of the Enlarged Share Capital to trading on AIM and such admission becoming effective in accordance with the AIM Rules
"AIM"	the AIM market operated by the London Stock Exchange
"AIM Rules"	the AIM Rules for Companies (including the guidance notes) published by the London Stock Exchange in February 2010 (as amended) governing the admission to and the operation of AIM
"Allenby"	Allenby Capital Limited, the Company's nominated adviser and joint broker (incorporated in England and Wales with company number 06706681), whose registered office address is at 3 St. Helen's Place, London, EC3A 6AB
"Articles"	the articles of association of the Company (as amended from time to time)
"Broker Warrant Instrument"	the instrument of the Company, in the agreed form, to be constituted by the Company following the passing of the Resolutions at the General Meeting relating to the issue to Allenby of a warrant to subscribe for 116,667 New Ordinary Shares at the Issue Price and the issue to Optiva of a warrant to subscribe for 1,795,834 New Ordinary Shares at the Issue Price
"Broker Warrants"	the total of 1,912,501 warrants to subscribe for New Ordinary Shares to be issued to Optiva and Allenby pursuant to the Broker Warrant Instrument
"Business Day"	a day (other than a Saturday or Sunday) on which commercial banks are open for general business in London, England
"certificated" or "certificated form"	not in an uncertificated form
"Company"	Totally Plc (incorporated and registered in England and Wales with company number 03780101), whose registered office address is at Unit 800, Highgate Studios, 53-79 Highgate Road, London NW5 1TL
"CREST"	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the Operator (as defined in the CREST Regulations)
"CREST member"	a person who has been admitted by Euroclear as a system-participant (as defined in the CREST Regulations)
"CREST Participant"	a person who is, in relation to CREST, a system-participant (as defined in the CREST Regulations)
"CREST Regulations"	the Uncertificated Securities Regulations 2001 (SI 2001/3755) (as amended)
"Directors" or "Board"	the directors of the Company

"Directors' Issue Shares"	the 11,992,835 New Ordinary Shares to be issued to the Directors, credited as fully paid, at the Issue Price in lieu of fees owed to the Directors at the date of this announcement
"Enlarged Share Capital"	the issued ordinary share capital of the Company immediately following Admission, comprising the New Ordinary Shares to be issued under the Share Capital Reorganisation, the Placing Shares and the Directors' Issue Shares
"EU"	the European Union
"Euroclear"	Euroclear UK & Ireland Limited, the operator of CREST
"Existing Deferred Shares"	the deferred shares of 1.0 pence each, of which 20,500,000 are in issue as at the date of this announcement
"Existing Ordinary Shares"	the ordinary shares of 1.0 pence each, of which 205,624,615 are in issue as at the date of this announcement, being (along with the Existing Deferred Shares) the entire issued share capital of the Company prior to the Share Capital Reorganisation and the Placing
"Existing Warrants"	the warrants to subscribe for 35,166,666 new ordinary shares of 1p each in the Company at an exercise price of 1p per new ordinary share, in issue at the date of this announcement
"Final Subscription Date"	the earlier of 3 years (in the case of the Broker Warrant Instrument) or 18 months (in the case of the Placing Warrant Instrument) from the date of the Instruments and the date on which the warrants lapse pursuant to the terms of the Instruments
" Form of Proxy" the	the form of proxy for use by Shareholders in connection with General Meeting which accompanies this announcement
"FCA"	the United Kingdom Financial Conduct Authority, a successor to the Financial Services Authority under FSMA and the statutory regulator under FSMA responsible for the regulation of the United Kingdom financial services industry
"FSMA"	the Financial Services and Markets Act 2000 (as amended)
"General Meeting"	the general meeting of the Company to be held at 10.00 a.m. on 26 September 2013, or any adjournment thereof, notice of which is set out at the end of this announcement
"Group" undertakings	the Company and its subsidiaries and its subsidiary
"Instruments" or "Warrant Warrant Instruments"	together, the Placing Warrant Instrument and the Broker Instrument
"ISIN"	International Securities Identification Number
"Issue" or "Reorganisation"	any capitalisation issue of shares or other securities (other than New Ordinary Shares paid out of distributable reserves and allotted and issued to shareholders who elect to receive them in lieu of a cash dividend which has been declared and will be payable to those shareholders who do not so elect), or rights issue or any consolidation, sub-division, conversion or reduction of capital of the Company affecting the New Ordinary Shares or a reconstruction, amalgamation, merger, takeover or liquidation of the Company

“Issue Price”	0.6 pence per Issue Share
“Issue Shares”	the Directors’ Issue Shares and the Placing Shares
“London Stock Exchange”	London Stock Exchange Group plc
“New Deferred Shares”	deferred shares of 0.9 pence each in the capital of the Company arising on the Share Capital Reorganisation
“New Ordinary Shares”	any of, the ordinary shares of 0.1 pence each in the capital of the Company arising on the Share Capital Reorganisation, the Directors’ Issue Shares and the Placing Shares
“Notice of General Meeting”	the notice convening the General Meeting contained in this Document
“Optiva”	Optiva Securities Limited, the Company’s joint broker (incorporated in England and Wales with company number 3068464), whose registered office address is at 2 Mill Street, Mayfair, London, W1S 2AT
“Ordinary Shares”	ordinary shares of 0.1p each in the Company, arising following completion of the Share Capital Reorganisation
“Placee”	a subscriber in the Placing
“Placing”	the subscription for the Placing Shares on the terms and conditions set out in the Placing Letters
“Placing Agreement”	the placing agreement dated 10 September 2013 between Allenby (1) Optiva (2) and the Company (3)
“Placing Letters”	the letters in the agreed form issued by Optiva to prospective Placees confirming their acceptance of the offer to subscribe for the Placing Shares and the accompanying letter of confirmation to be completed by Placees
“Placing Shares”	100,000,000 New Ordinary Shares to be issued pursuant to the Placing
“Placing Warrant Instrument”	the instrument of the Company, in the agreed form, to be constituted by the Company following the passing of the Resolutions at the General Meeting relating to the issue to the Placees of the Placing Warrants
“Placing Warrants”	the 100,000,000 warrants to subscribe for new Ordinary Shares to be issued to the Placees pursuant to the Proposals exercisable at 1.0 pence per new Ordinary Share at any time up until 18 months following the date of Admission
“Proposals”	the Share Capital Reorganisation, the issue of 111,992,835 New Ordinary Shares, the Placing and the other matters as set out in this announcement
“Prospectus Rules”	the Prospectus Rules made in accordance with EU Prospectus Directive 2003/7l/EC
“Resolutions”	the resolutions set out in the Notice of General Meeting
“RIS”	a regulatory information service by which companies can disseminate information to AIM in accordance with the AIM Rules
“SEDOL”	the Stock Exchange Daily Official List

"Share Capital Reorganisation"	the proposed sub-division of every Existing Ordinary Share and every unissued ordinary share of 1.0 pence each into one New Ordinary Share and one New Deferred Share
"Shareholders"	the holders of Existing Ordinary Shares in the Company
"Subscription Period"	the period starting from the date of the Placing Warrant Instrument and the Broker Warrant Instrument and ending on the Final Subscription Date
"Subscription Price"	1.0 pence per new Ordinary Share subscribed pursuant to the exercise of the Placing Warrants and 0.6 pence per new Ordinary Share subscribed pursuant to the exercise of the Broker Warrants, subject to any adjustment made from time to time in accordance with the terms of the Instruments
"Subscription Rights"	the right of a Warrant Holder to subscribe for new Ordinary Shares at the Subscription Price and in accordance with the terms and conditions of the Instruments
"Takeover Offer"	an offer to acquire new Ordinary Shares which (taken together with new Ordinary Shares held or acquired by the offeror or persons acting in concert with the offeror or the offeror's associates (as defined in the City Code on Takeover and Mergers)) carry the rights to cast more than 50 per cent. of the votes which may ordinarily be cast at a general meeting of the Company and the proposal of a compromise agreement under Part 26 and/or 27 (as may be applicable) of the Act providing for the acquisition by any person of the whole or a majority of the issued share capital of the Company shall be deemed to be the making of a Takeover Offer
"UK" or "United Kingdom"	the United Kingdom of Great Britain and Northern Ireland
"UK Listing Authority"	the UK Listing Authority, being the FCA acting as competent authority for the purposes of Part V of FSMA
"uncertificated" or "in other uncertificated form"	recorded on the relevant register or other record of the share or security confirmed as being held in uncertificated form in CREST and title to which, by virtue of the Regulations, may be transferred by way of CREST
"United States" or "US"	the United States of America, its territories and possessions, any state of the United States and the District of Columbia
"Warrants"	the Broker Warrants and the Placing Warrants, as the case may be
"Warrant Holders"	holders of the Broker Warrants or the Placing Warrants, as the case may be
"Warrant Register"	the register of Warrant Holders to be maintained by the Company