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# Directors' report and financial statements

for the year ended 31 December 2005

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## Company information

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<b>Registered Office</b>	Unit 611 Highgate Studios 53-79 Highgate Road London NW5 1TL
<b>Registration Number</b>	3870101
<b>Auditors</b>	<b>Royce Peeling Green Limited</b> The Copper Room Deva Centre Trinity Way Manchester M3 7BG
<b>Nominated Advisor and Broker</b>	<b>John East &amp; Partners Limited</b> Crystal Gate 28-30 Worship Street London EC2A 2AH
<b>Bankers</b>	<b>National Westminster Bank plc</b> 9th Floor 3 Shortlands Hammersmith London W6 8DA  <b>Bank Hapoalim B.M.</b> 25 Savile Row London W1S 2ES
<b>Lawyers</b>	<b>Finers Stephens Innocent</b> 179 Great Portland Street London W1W 5LS
<b>Registrars</b>	<b>Capita Registrars</b> The Registry 34 Beckenham Road Beckenham Kent BR3 4TU

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# Chairman's statement

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I am pleased to report the results for the year ended 31 December 2005. During the period under review the Company's gross turnover grew by 3 per cent. to £2.77 million (2004: £2.7 million) and its operating loss reduced by 10 per cent. to £0.27million (2004: £0.30 million).

In order to drive future growth and profitability, during 2005 the Group undertook a considerable amount of product development across all its media and technology platforms. I am extremely pleased to report that this activity has culminated in:

- the launch of new Internet based services in the high growth sectors of dating and directories;
- the creation of a new proprietary online publishing software suite which is already supporting new joint ventures with third party media owners and a fast growing web design agency; and,
- the re-launch of the Group's primary print and online publications with a focus on reducing operating expenses whilst also improving product quality and advertising revenue.

In particular, during 2005, the Group:

- launched [www.totallyjewishdating.com](http://www.totallyjewishdating.com) into the Jewish online dating market estimated to be worth in excess of \$25 million per annum;
- launched [www.totallyjewishdirectory.com](http://www.totallyjewishdirectory.com), a new white and yellow page directory service, with aspirations for it to become the global standard for online Jewish directories around the globe;
- re-launched [www.totallyjewish.com](http://www.totallyjewish.com), the Group's flagship website, with a primary focus on driving subscription based services and advertising;
- re-launched [www.totallyjewishtravel.com](http://www.totallyjewishtravel.com) in both English and Hebrew, with a new global restaurant directory and other value added services;
- re-launched the [www.thejewishadvocate.com](http://www.thejewishadvocate.com) to support online newspaper subscriptions and classified advertising;
- re-launched both the Jewish News and The Jewish Advocate newspapers with a greater emphasis placed on classified advertising and a sharper editorial focus;
- launched a new 100 page glossy annual called *Totally Jewish Simcha*, which targets the UK's Jewish wedding and celebrations market;
- created a new proprietary online publishing software suite to support the efficient and expedient creation of new websites for third party media partners and clients direct.

## Current Developments

Since the year end, the Group has launched a new joint venture with the UK's leading Greek broadcaster, London Greek Radio ("LGR"). Totally and LGR have launched a new LGR web portal promoting a raft of new online services including dating, directory, property and recruitment targeting the UK's Greek community. The launch of the new LGR portal demonstrates the Group's ability to use its new online publishing software suite and general Internet expertise to successfully target other niche communities, which your directors believe will help build new revenue streams and create long term value.

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# Chairman's statement

(continued)

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## **Trading Prospects**

Having completed this product development activity, the Group is now well positioned to take advantage of the opportunities for increased profits and growth. This is reflected in the Group's unaudited operating performance for the first quarter of 2006 during which the Group made a modest operating profit versus a £130,000 loss for the same period in 2005.

Your Directors believe that this trading improvement should continue throughout 2006 and look forward to a positive outcome for the full year.

## **Dr Michael Sinclair**

Non-Executive Chairman

25 May 2006

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# Directors' report

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The directors present their report and the financial statements for the year to 31 December 2005.

## **Principal activities**

The Group's principal activities have been publishing and the provision of Internet and communications services.

Its portfolio of publications and services have included The Jewish News, a free weekly newspaper distributed in London, The Jewish Advocate, a paid for weekly newspaper distributed in Boston Massachusetts and the community website TotallyJewish.Com, which supported other TotallyJewish websites operating in the high growth sectors of online dating, travel, directories and general classifieds.

The Internet and communications services part of the business has provided website design and development services as well as more general application development, consultancy and marketing services.

Whilst the Group's primary objective is to become the market leading publisher and services provider to world's Jewish communities, it has also started to focus on developing its Internet and communications business within a more mainstream environment.

## **Business review**

The Chairman's statement on pages 3 and 4 gives a review of the business and the likely future developments.

The Group incurred an operating loss for the year under review of £273,000 compared to an operating loss in 2004 of £304,000.

## **Results and dividends**

The results for the year are set out on page 13.

No interim dividend has been paid and the Directors do not recommend a final dividend.

## **Share capital**

Details of the changes in the authorised and the issued share capital are set out in note 14 to the financial statements.

# Directors' report

(continued)

## Directors and their interests

The Directors who held office during the year were as follows:

	Warrants to subscribe for Ordinary shares of 1p each held 31 December 2005	Ordinary shares of 1p each held 31 December 2005	Warrants to subscribe for Ordinary shares of 1p each held 31 December 2004	Ordinary shares of 1p each held 31 December 2004
The Zvhill-Mezbuz Rebbe, Grand Rabbi Y.A. Korff of Boston	8,745,509	25,545,000	6,745,509	20,500,000
Steve Burns (Chief Executive)	2,721,469	9,083,999	2,221,469	9,083,999
Daniel J Assor	638,633	1,576,436	638,633	1,576,436
Daniel M Levitt (resigned 21 June 2005)	871,435	3,080,436	871,435	3,080,436
Andrew Margolis (resigned 21 June 2005)	1,371,905	2,747,102	871,905	2,747,102
Dr Michael J Sinclair (non- executive Chairman)*	5,517,825	13,859,791	3,517,825	13,859,791
Shimon Cohen (non executive) (resigned 16 November 2005)	–	–	–	–
Robin Morgan (non executive) (appointed 17 May 2005)	–	–	–	–

\*Dr MJ Sinclair's interests are held by him personally and by Sinclair Montrose Trust Limited. Sinclair Montrose Trust Limited is a company in which Dr MJ Sinclair and his immediate family have a controlling interest.

According to the register of Directors' interests, no rights to subscribe for shares in or debentures of the Company or any other group company were granted to any of the Directors or their immediate families, or exercised by them, during the financial year (except as indicated below):

	Number of options during the year			Exercise price pence	Date from which exercisable
	At start of year	Granted	At end of year		
Steve Burns	150,000	–	150,000	1.5	21/11/2004
	900,000	–	900,000	4.375	18/06/2006
	150,000	–	1,050,000		
Daniel J Assor	1,000,000	–	1,000,000	1.5	14/08/2003
	1,250,000	–	1,250,000	3.62	15/10/2006
	700,000	–	700,000	4.375	18/06/2006
	–	1,000,000	1,000,000	2.5	17/11/2008
	2,950,000	1,000,000	3,950,000		
Robin Morgan	–	1,000,000	1,000,000	2.375	16/05/2005

In addition to the above Daniel J Assor was awarded 1,000,000 warrants to subscribe for ordinary shares with an exercise price of 2.25p on 15 February 2006. The warrants are exercisable from 15 February 2006 to 15 February 2013.

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# Directors' report

(continued)

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## Substantial interests

The Company has been notified, as at 17 May 2006, of the following interests in 3% or more of the ordinary shares in issue:

	Ordinary shares	%
The Zvhill-Mezbuz Rebbe, Grand Rabbi Y.A. Korff of Boston	27,014,000	29.99
Mr Steve Burns	9,083,999	10.08
Dr Michael J Sinclair	7,442,519	8.26
Sinclair Montrose Trust Limited	6,914,322	7.68
Mr Leopold Noe	6,666,666	7.40
Mr Daniel M Levitt	2,780,436	3.09
Mr Andrew Margolis	2,747,102	3.05

## Creditor payment policy

It is the Company's policy to abide by terms of payment agreed with suppliers. In many cases the terms of payment are as stated in the supplier's own literature. In other cases the terms of payment are determined by specific written or oral agreement. The number of supplier days represented by trade creditors at 31 December 2005 was 75 days (2004: 73 days).

## Financial instruments

The Group's financial instruments principally comprise bank borrowings. It is, and has been throughout the period under review, the Group's policy that no trading in financial instruments shall be undertaken.

The main risks arising from the Group's financial instruments are interest rate risk and liquidity risk. The Board reviews and agrees policies for managing each of these risks and they are summarised below. These policies have remained unchanged throughout the year.

### Interest rate risk

The Group finances its operations through a mixture of shareholders' funds and borrowings. The Group borrows principally in Sterling at floating rates of interest. At the year end, none of the Group's external borrowings were at fixed rates.

### Liquidity risk

The Group's policy is to maintain a balanced financing structure. Any necessary short term flexibility is achieved by the use of overdraft facilities.

## Political and charitable contributions

The Company made neither political contributions, nor donations to UK charities, during the year.

## Auditors

In accordance with Section 385 of the Companies Act 1985, a resolution for the appointment of Royce Peeling Green Limited as auditors of the Company is to be proposed at the forthcoming Annual General Meeting.

By order of the Board

### Steven Burns

Director

25 May 2006

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# Board report on Corporate Governance

for the year ended 31 December 2005

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As an AIM listed company Totally Plc is not required to comply with the provisions of the Combined Code that apply to companies with a full London Stock Exchange Listing. The Board is accountable to the Company's shareholders for good corporate governance. This statement describes how the principles of corporate governance are applied to the Company and the Company's compliance with the Code provisions set out in Section 1 of the Combined Code prepared by the Committee on Corporate Governance.

## **The workings of the Board and its committees**

During the year the Board comprised the non-executive Chairman, the Chief Executive, four other executive Directors and two other non-executive directors. The Board is responsible to shareholders for the proper management of the Group. A statement of the Directors' responsibilities in respect of the accounts is set out on page 11.

The Board has a formal schedule of matters specifically reserved to it for decision. It meets at least ten times a year, reviewing trading performance, ensuring adequate funding, setting and monitoring strategy, examining acquisition opportunities and reporting to shareholders. The non-executive Chairman has a particular responsibility to ensure that the strategies proposed by the executive Directors are fully considered and also ensures that the Directors take independent professional advice as required.

The Remuneration Committee and the Audit Committee is comprised exclusively of the non-executive Chairman and Company Secretary. During the period they were as follows:

Dr M J Sinclair  
P Stacey

## **Remuneration Committee**

The Remuneration Committee is responsible for making recommendations to the Board, within agreed terms of reference, on the Company's framework of executive remuneration and its cost. The Committee determines the contract terms, remuneration and other benefits for each of the executive Directors, including performance-related bonus schemes, grant of share options, pension rights and compensation payments. The Board itself determines the remuneration of the non-executive Directors and Company Secretary.

Further details of the Company's policies on remuneration and service contracts are set out on page 8.

## **Audit Committee**

The Audit Committee provides a forum for reporting by the Group's external auditors. The Committee is responsible for reviewing a wide range of matters, including half year and annual results before their submission to the Board, and for monitoring the internal controls that are in force to safeguard shareholders' investment and the Company's assets. The Committee advises the Board on the appointment of external auditors and on their remuneration for both audit and non-audit work, and discusses the nature, scope and results of the audit with the external auditors. The Committee keeps under review the cost effectiveness and the independence and objectivity of the external auditors.

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# Board report on Corporate Governance

(continued)

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## **Internal control and risk management**

The Board is responsible for establishing and maintaining the Group's financial and non-financial controls. Internal control systems are designed to meet the particular needs of the Group and the risks to which it is exposed, and by their nature can provide reasonable but not absolute assurance against material misstatement or loss.

The Board has overall responsibility for the Group and there is a formal schedule of matters specifically reserved for decision by the Board. Each executive Director has responsibility for specific aspects of the Group's affairs. The executive Directors constitute the management committee which meets regularly to discuss day-to-day operational matters.

The key procedures which the Directors have established with a view to providing effective internal control are set out below.

## **Corporate accounting and procedures**

Responsibility levels are communicated throughout the Group, setting out the ethos of the Group, delegation of authority and authorisation levels, segregation of duties and other control procedures together with accounting policies and procedures.

## **Quality and integrity of personnel**

The competence and integrity of personnel are ensured through high recruitment standards and subsequent training. High quality of personnel is seen as an essential part of the control environment.

## **Identification of business risks**

The Board is responsible for identifying the major business risks faced by the Group and for determining the appropriate course of action to manage those risks.

## **Budgetary process**

Each year the Board approves the annual budget and key risk areas identified. Performance is monitored and relevant action taken throughout the year through the monthly reporting to the Board of variances from budget, updated forecasts for the year and information on the key risk areas.

## **Investment appraisal**

Capital expenditure is regulated by the budgetary process and authorisation levels.

## **Going concern**

The Directors have prepared the financial statements on a going concern basis, as explained in Note 1.

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# Board report on Corporate Governance

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## **Directors' remuneration**

The Board is responsible for an overall remuneration package for executive Directors and other senior executives capable of achieving the Group's objectives and approved by the remuneration committee. The remuneration package is designed to attract, retain and motivate executive Directors of the right calibre.

## **Fees**

The fees for non-executive Directors are determined by the Board within the limits stipulated in the Articles of Association. The non-executive Directors are not involved in any discussions or decisions about their own remuneration.

Details of amounts received by the Directors during the year ended 31 December 2005 are set out in note 4 to the financial statements.

## **Contracts of service**

The current executive Directors, S Burns, and DJ Assor, each have a service contract with the Company which can be terminated with a notice period of one year by either party. The Company considers that this is appropriate for the executive Directors.

## **Share options**

Details regarding share options are set out in note 14 to the financial statements.

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# Statement of Directors' Responsibilities

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Company law requires the Directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company and the Group and of the profit or loss for that period. In preparing those financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company and the Group will continue in business.

The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

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# Independent auditors' report to the members of Totally Plc

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We have audited the Group and parent company financial statements on pages 13 to 28.

This report is made solely to the Company's members, as a body, in accordance with section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

## **Respective responsibilities of directors and auditors**

The Directors are responsible for preparing the Directors' report and, as described on page 11, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Directors' report is not consistent with the financial statements, if the Company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding Directors' remuneration and transactions with the Group is not disclosed.

We read the other information accompanying the financial statements and consider whether it is consistent with those statements. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements.

## **Basis of audit opinion**

We conducted our audit in accordance with International Auditing Standards (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the Directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Group's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

## **Opinion**

In our opinion the financial statements give a true and fair view of the state of affairs of the Company and the Group as at 31 December 2005 and of the loss of the Group for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

## **Emphasis of matter**

### **Going concern**

In forming our opinion, we have considered the adequacy of the disclosures made in note 1 to the financial statements concerning the uncertainty as to the adequacy of the future funding of the Company and Group. In view of the significance of this uncertainty we consider that it should be drawn to your attention but our opinion is not qualified in this respect.

## **Royce Peeling Green Ltd**

Chartered Accountants

Registered Auditor

Manchester

25 May 2006

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## Consolidated profit and loss account

for the year ended 31 December 2005

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	Note	Total 2005 £000	Total 2004 £000
<b>Gross Turnover</b>		2,771	2,698
Less: share of joint ventures		31	–
<b>Group Turnover</b>	2	2,740	2,698
<b>Cost of Sales</b>		(654)	(733)
<b>Gross profit</b>		2,086	1,965
<b>Administrative expenses</b>		(2,359)	(2,269)
<b>Operating Loss</b>	3	(273)	(304)
Share of operating loss of joint ventures		(13)	–
Interest payable	7	(40)	(28)
<b>Loss on ordinary activities before taxation</b>		(326)	(332)
Taxation	6	31	68
<b>Loss after tax for the year</b>	15	(295)	(264)
<b>Loss per share – basic</b>	14	(0.34)p	(0.34)p
<b>Loss per share – diluted</b>	14	(0.34)p	(0.34)p

The profit and loss account has been prepared on the basis that all operations are continuing operations.

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## Consolidated statement of total recognised gains and losses

for the year ended 31 December 2005

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	Year to 31 December 2005 £000	Year to 31 December 2004 £000
<b>Loss for the financial year</b>	(295)	(264)
Currency translation differences on foreign currency net investments	2	–
<b>Total gains and losses recognised since last annual report</b>	(293)	(263)

# Consolidated balance sheet

at 31 December 2005

	Note	2005	2004
		£000	£000
<b>Fixed assets</b>			
Intangible assets	8	941	941
Tangible assets	9	297	184
		1,238	1,125
<b>Investments in Joint Ventures</b>			
Share of gross assets	10	18	-
Share of gross liabilities	10	(29)	-
		(11)	-
<b>Total fixed assets</b>		1,227	1,125
<b>Current assets</b>			
Stock		4	3
Debtors	11	408	391
Cash at bank and in hand		43	48
		455	442
<b>Creditors:</b>			
amounts falling due within one year	12	(1,282)	(1,142)
<b>Net current liabilities</b>		(827)	(700)
<b>Total assets less current liabilities</b>		400	425
<b>Net assets</b>		400	425
<b>Capital and reserves</b>			
Called up share capital	14, 15	898	788
Share premium account	15	3,106	2,947
Revaluation reserve	15	2	1
Profit and loss account	15	(3,606)	(3,311)
<b>Shareholders' funds</b>			
<b>- equity interests</b>	15	400	425

These financial statements were approved by the Board of Directors on 24 May 2006 and were signed on its behalf by:

**Steven Burns**  
Director

# Company balance sheet

at 31 December 2005

	Note	2005	2004
		£000	£000
<b>Fixed assets</b>			
Investments	10	929	929
Tangible assets	9	<u>8</u>	<u>15</u>
		937	944
<b>Current assets</b>			
Debtors	11	41	56
Cash at bank and in hand		<u>-</u>	<u>-</u>
		41	56
<b>Creditors:</b>			
amounts falling due within one year	12	<u>(883)</u>	<u>(759)</u>
<b>Net current liabilities</b>		<u>(842)</u>	<u>(703)</u>
<b>Net assets</b>		<u>95</u>	<u>241</u>
<b>Capital and reserves</b>			
Called up share capital	14, 15	898	788
Share premium account	15	3,106	2,947
Profit and loss account	15	<u>(3,909)</u>	<u>(3,494)</u>
<b>Shareholders' funds</b>			
<b>- equity interests</b>	15	<u>95</u>	<u>241</u>

These financial statements were approved by the Board of Directors on 24 May 2006 and were signed on its behalf by:

**Steven Burns**  
Director

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# Consolidated cash flow statement

for the year ended 31 December 2005

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	Note	2005 £000	2004 £000
<b>Net cash outflow from operating activities</b>	17	(238)	(215)
<b>Returns on investments and servicing of finance</b>			
Bank interest paid		(40)	(28)
		<u>(278)</u>	<u>(243)</u>
<b>Taxation</b>			
R&D tax credit		33	70
Foreign tax on subsidiary profit		(2)	(2)
<b>Capital expenditure</b>			
Payments to acquire tangible fixed assets		(184)	(164)
<b>Acquisitions</b>			
Purchase of investments in subsidiary undertakings		–	(31)
Cash acquired with subsidiary		–	27
		<u>(431)</u>	<u>(343)</u>
<b>Cash outflow before financing</b>			
<b>Financing</b>			
Issue of ordinary share capital for cash		269	–
<b>(Decrease) in cash in the period</b>	18	<u>(162)</u>	<u>(343)</u>

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# Notes to the financial statements

for the year ended 31 December 2005

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## 1. Accounting policies

The financial statements have been prepared under the historical cost convention and in accordance with accounting standards applicable in the United Kingdom. Accounting policies have been consistently applied.

The directors have departed from FRS 10 " Goodwill and intangible assets" by the non-amortisation of Goodwill in the financial statements in order to give a true and fair view of the Group's financial position and performance. The directors believe that the purchased goodwill relating to the acquisition of The Jewish Advocate Publishing Corporation largely relates to the brand name of the The Jewish Advocate newspaper, which they regard as a trophy asset likely to retain its value for a useful economic life greater than 20 years. To comply with FRS 10 the Group would have to amortise the purchased goodwill over a useful economic life of 20 years, leading to an amortisation charge in the year to 31 December 2005 of £43,000 (2004: £43,000) increasing the Group's loss for the year to £338,000 (2004: £307,000). This the directors believe would not illustrate a true and fair view of the Group's financial performance and position for the year.

### Basis of preparation

The financial statements are prepared on a going concern basis which the Directors believe to be appropriate for the following reasons. The Group currently meets its day to day working capital requirements through two overdraft facilities which are repayable on demand.

The Group has confirmed the availability of a facility of £650,000 with Bank Hapoalim which was renewed on 29 April 2006 until 28 April 2007. As security for the facility, the bank has obtained the unlimited Joint and Several Guarantees of Dr. Michael J. Sinclair (non-executive Chairman), Mr Leo Noe and Grand Rabbi Y.A. Korff of Boston (non-executive Director).

In addition, a working capital facility of £150,000 has been agreed with Natwest which is secured on the Group's debtor book. This facility is due for renewal on 31 October 2006.

The Directors have prepared projected cash flow information for the period ending twelve months from the date of their approval of these financial statements.

On the basis of cash flow forecasts and discussions with the Group's bankers, the Directors consider that the Group will be able to operate within the facilities currently agreed.

Inherently, there can be no certainty in relation to these matters, but the directors believe that the going concern basis of preparation continues to be appropriate.

### Basis of consolidation

The Group accounts comprise a consolidation of the accounts of the parent company and its subsidiaries and joint ventures all of which are prepared up to the same date as the parent company. Uniform accounting policies are adopted by all companies in the Group.

As permitted by Section 230 of the Companies Act 1985 a separate profit and loss account is not presented in respect of the Company. The Company's loss for the year to 31 December 2005 was £415,000 (2004: £392,000).

### Turnover

Turnover represents the amounts (excluding valued added tax) derived from advertising, marketing and technical services.

Revenue is recognised in the profit and loss account on the accruals basis.

### Fixed assets and depreciation

Depreciation has been provided to write off the cost less estimated residual value of tangible fixed assets by equal instalments over the estimated useful economic lives as follows:

Computer equipment	–	2 and 5 years
Fixtures and fittings	–	2 and 3 years
Short leasehold property	–	lease term

The Group capitalises website development costs, where application and infrastructure development costs, design costs and content costs, have created an asset, which the directors anticipate, will give rise to future economic benefits for the Group. The policy is applied in accordance with UITF Abstract 29.

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# Notes to the financial statements

(continued)

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## 1. Accounting policies (continued)

### Goodwill

Goodwill, arising from the purchase of subsidiary undertakings and joint ventures, represents the excess of the fair value of the purchase consideration over the fair value of the net assets acquired.

All goodwill arising is capitalised as an intangible asset. The Group does not amortise goodwill over its useful economic life, but performs an annual impairment review in accordance with FRS 10. Details of the impairment procedure are described below.

### Fixed asset impairment

Goodwill and other intangible assets are reviewed for impairment: (1) at the end of the first financial year following acquisition; and together with tangible fixed assets, (2) in other periods if events or changes in circumstances indicate that the carrying values may not be recoverable. Such events may include continuing operating losses, technological obsolescence or significant adverse changes in the business or the market in which the fixed asset is used.

The impairment review is performed by comparing the carrying value of the asset, or group of assets, with their recoverable amount. The recoverable amount is the assets' value in use which is determined by estimating discounted future cash flows. Discount rates used are based on the current cost of borrowing. Any charge arising is included within the depreciation charge for the year.

### Taxation

The charge for taxation is based on the result for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19.

### Research and development expenditure

The Group does not capitalise development expenditure. All development expenditure is written off to the profit and loss account as it is incurred.

### Foreign currency

Transactions in foreign currency are recorded at the rate of exchange at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing at that date. The results of overseas operations are translated at the average rates of exchange during the period, and their balance sheets at the rates ruling at the balance sheet date. Exchange differences arising on translation of the opening net assets and results of overseas operations, where significant, are reported in a statement of total recognised gains and losses. All other exchange differences are included in the profit and loss account.

### Leases

The Company has a short lease on its premises. This is accounted for as an 'operating lease' and the rental charges are charged to the profit and loss account on a straight line basis over the life of the lease. Other operating leases are treated in the same manner.

### Joint Ventures

In accordance with FRS 9 joint ventures are included under the gross equity method. As a result the Group's balance sheet recognises the Group's share of the gross assets and gross liabilities of the joint ventures. The Group's share of the joint ventures turnover and operating profit are included at the relevant point in the Group profit and loss account.

# Notes to the financial statements

(continued)

## 2. Segmental analysis

The table below sets out information for the Group's business segments. In the directors' opinion disclosure of profit before tax and net assets by business segment would be seriously prejudicial to the Group. All turnover disclosed below relates to customers external to the Group.

	Print and digital media		Technical and marketing consulting		Total	
	2005 £000	2004 £000	2005 £000	2004 £000	2005 £000	2004 £000
Turnover	<u>2,029</u>	<u>2,102</u>	<u>711</u>	<u>596</u>	<u>2,740</u>	<u>2,698</u>

The table below sets out a geographical analysis of the Group's operations in terms of country of origin and destination. In the directors' opinion disclosure of profit before tax and net assets by geographical segment would be seriously prejudicial to the Group. All turnover disclosed below relates to customers external to the Group.

	UK operations		US operations		Total	
	2005 £000	2004 £000	2005 £000	2004 £000	2005 £000	2004 £000
Turnover	<u>1,894</u>	<u>2,014</u>	<u>846</u>	<u>684</u>	<u>2,740</u>	<u>2,698</u>

## 3. Loss on operating activities before taxation

	Year to 31 December 2005 £000	Year to 31 December 2004 £000
<b>Loss on ordinary activities before and after taxation is stated after charging:</b>		
Auditors' remuneration for audit services	20	20
Auditors' remuneration for non-audit services	3	–
Operating lease charges	56	56
Depreciation and other amounts written off fixed assets – tangible (note 9)	71	33
	<u>150</u>	<u>119</u>

Auditors' remuneration includes £6,000 (2004: £10,000) for the Company.

## 4. Remuneration of Directors

	Year to 31 December 2005 £000	Year to 31 December 2004 £000
Directors' emoluments	<u>262</u>	<u>323</u>
	<u>262</u>	<u>323</u>

Not included in directors emoluments above is a service contract with The Jewish Advocate Publishing Corporation which entitles The Zvhil-Mezbuz Rebbe, Grand Rabbi Y.A. Korff of Boston to consultancy fees of 250,000 US dollars (2004:42,500 US dollars).

The aggregate of emoluments and amounts receivable under long term incentive schemes of the highest paid Director was £90,000 (2004: £75,000).

	Number of directors	
	2005	2004
Retirement benefits are accruing to the following number of Directors under:		
Money purchase schemes	–	–
The number of directors who exercised share options was	–	–
The number of directors in respect of whose services were received or receivable under long term incentive schemes was	–	–
	<u>–</u>	<u>–</u>

# Notes to the financial statements

(continued)

## 5. Staff numbers and costs

The average number of persons employed by the Company (including Directors) during the year, analysed by category, was as follows:

	Number of employees	
	Year to 31 December 2005	Year to 31 December 2004
Management	4	4
Technical and production	10	10
Editorial	23	23
Sales and marketing	12	12
Administrative	2	2
	<u>51</u>	<u>51</u>

The aggregate payroll costs of these persons were as follows:

	Year to 31 December 2005 £000	Year to 31 December 2004 £000
Wages and salaries	1,498	1,506
Social security costs	161	165
	<u>1,659</u>	<u>1,671</u>

## 6. Taxation

	Year to 31 December 2005 £000	Year to 31 December 2004 £000
UK corporation tax	–	–
Foreign tax on subsidiary profits	2	2
Research and development tax credit	(33)	(70)
Total current tax credit	<u>(31)</u>	<u>(68)</u>

The current tax credit for the year is explained below:

	Year to 31 December 2005 £000	Year to 31 December 2004 £000
<i>Current tax reconciliation</i>		
Loss on ordinary activities before tax	(326)	(332)
Current tax at 30% (2004: 30%)	(98)	(100)
<i>Effects of:</i>		
Depreciation	21	10
Tax losses not recognised as deferred tax assets	77	90
Research and development tax credit	(33)	(70)
Foreign tax adjustment	2	2
Total current tax credits (see above)	<u>(31)</u>	<u>(68)</u>

Tax losses of £3,495,000 (2004: £3,418,000) are available to relieve future profits of the Group. A deferred tax asset of £1,048,000 (2004: £1,025,000) has not been recognised in respect of these losses on the grounds that it is unlikely that all tax losses will be recovered in the foreseeable future.

# Notes to the financial statements

(continued)

## 7. Interest payable and similar charges

	Year to 31 December 2005 £000	Year to 31 December 2004 £000
On bank loans and overdrafts	40	28

## 8. Intangible fixed assets

<b>Group</b>	<b>Goodwill £000</b>
<b>Cost and net book value</b>	
At 1 January 2005	941
Additions	–
At end of year	941

On 29 January 2004 the Group acquired 100% of the issued share capital of The Jewish Advocate Publishing Corporation for a share consideration of £929,000. The amount of goodwill arising as a result of the acquisition was £941,000. This has been capitalised on the Group balance sheet and is not to be amortised. As a result the Group performs an annual impairment review as described in note 1 “Accounting policies – Fixed Asset Impairment”.

The directors believe that the purchased goodwill relating to the acquisition of The Jewish Advocate Publishing Corporation largely relates to the brand name of The Jewish Advocate newspaper, which they regard as a trophy asset likely to retain its value for a useful economic life greater than 20 years.

## 9. Tangible fixed assets

<b>Group</b>	<b>Short leasehold property £000</b>	<b>Computer equipment £000</b>	<b>Fixtures and fittings £000</b>	<b>Total £000</b>
<b>Cost</b>				
At beginning of year	54	260	73	387
Additions	–	178	6	184
Disposals	–	–	–	–
At end of year	54	438	79	571
<b>Depreciation</b>				
At beginning of year	39	103	61	203
Charge for year	10	50	11	71
Disposals	–	–	–	–
At end of year	49	153	72	274
<b>Net book value</b>				
<b>At 31 December 2005</b>	<b>5</b>	<b>285</b>	<b>7</b>	<b>297</b>
At 31 December 2004	15	157	12	184

# Notes to the financial statements

(continued)

## 9. Tangible fixed assets (continued)

<b>Company</b>	<b>Short leasehold property £000</b>	<b>Computer equipment £000</b>	<b>Fixtures and fittings £000</b>	<b>Total £000</b>
<b>Cost</b>				
At beginning of year	54	7	11	72
Additions	–	5	–	5
At end of year	54	12	11	77
<b>Depreciation</b>				
At beginning of year	39	7	11	57
Charge for period	10	2	–	12
At end of year	49	9	11	69
<b>Net book value</b>				
<b>At 31 December 2005</b>	<b>5</b>	<b>3</b>	<b>–</b>	<b>8</b>
At 31 December 2004	15	–	–	15

## 10. Investments

<b>Company</b>	<b>Total £000</b>
<b>Investments in share capital of joint ventures</b>	
<b>Cost – share of net assets</b>	
At beginning of year	–
Loss for the year	(13)
Exchange gain taken to reserves	2
At end of year	(11)

The Group's share of the results and net assets of its joint ventures is as follows:

<b>Year ended 31 December 2005</b>	<b>Total £000</b>
Turnover	31
Operating loss	(13)
Loss before tax	(13)
Tax	–
Loss after tax	(13)
<b>Year ended 31 December 2005</b>	<b>Total £000</b>
Fixed assets	7
Current assets	11
Corporation tax	–
Other liabilities due within 1 year	(29)
Net liabilities	(11)

The joint ventures companies, all of which have been accounted for on the gross equity basis at 31 December 2005 are as follows:

<b>Joint ventures held through a subsidiary company</b>	<b>Country of incorporation</b>	<b>Proportion of equity capital held</b>	<b>Nature of business</b>
Totally Jewish Travel Inc.	USA	50%	Online media

# Notes to the financial statements

(continued)

## 10. Investments (continued)

<b>Company</b>	<b>Total £000</b>
<b>Investments in share capital of wholly owned subsidiaries</b>	
<b>Cost</b>	
At beginning of year	929
Additions	–
At end of year	<u>929</u>

The subsidiary companies, all of which have been consolidated at 31 December 2005 are as follows:

	<b>Country of incorporation</b>	<b>Proportion of equity capital held</b>	<b>Nature of business</b>
<b>Subsidiary undertakings held directly</b>			
Totally Jewish.com Limited	England	100%	Online media
The Jewish News Limited	England	100%	Print media
Totally Communications Limited	England	100%	Technical and marketing services
London Jewish News Limited	England	100%	Dormant
The Jewish Advocate Publishing Corporation	USA	100%	Print media
<b>Subsidiary undertakings held through a subsidiary company</b>			
The Jewish Advocate Inc.	USA	100%	Print media

## 11. Debtors

	<b>Group 31 December 2005 £000</b>	<b>Group 31 December 2004 £000</b>	<b>Company 31 December 2005 £000</b>	<b>Company 31 December 2004 £000</b>
Trade debtors	305	247	–	–
Amount due from Group undertakings	–	–	–	–
Other debtors	27	26	26	26
Other taxation and social security	–	5	–	5
Prepayments and accrued income	76	113	15	25
	<u>408</u>	<u>391</u>	<u>41</u>	<u>56</u>

# Notes to the financial statements

(continued)

## 12. Creditors: amounts falling due within one year

	Group 31 December 2005 £000	Group 31 December 2004 £000	Company 31 December 2005 £000	Company 31 December 2004 £000
Bank loans and overdrafts	754	596	654	629
Trade creditors	312	295	44	41
Amounts owed to Group undertakings	–	–	142	81
Other taxes and social security	74	77	33	–
Accruals and deferred income	142	174	10	8
	<u>1,282</u>	<u>1,142</u>	<u>883</u>	<u>759</u>

## 13. Financial instruments

An outline of the Group's policies and objectives relating to financial instruments is set out in the directors' report on page 5.

### Interest rate profile of financial liabilities

	Floating rate financial liabilities at 31 December 2005 £000	Floating rate financial liabilities at 31 December 2004 £000
Sterling	<u>754</u>	<u>596</u>

The Group's financial liabilities during the year ended 31 December 2005 were represented by two overdraft facilities, repayable in less than one year.

One overdraft is secured by a debenture over the Group's trade debtors aged under 90 days, with a limit of £150,000 charging interest at 2.75% above bank base rate per annum. As security for the second facility, the bank has obtained the unlimited Joint and Several Guarantees of Dr. Michael J. Sinclair (non-executive Chairman), Mr Leo Noe and Grand Rabbi Y.A. Korff of Boston (non-executive Director). The second facility has a limit of £650,000 charging interest at 2% above bank base rate per annum. At 31 December 2005 there was no difference between the book and fair value of the Group's financial liabilities.

There were no fixed rate liabilities during the year.

All monetary assets and liabilities at the balance sheet date are held in Sterling, the Group's functional currency apart from £43,000 in US dollars which is the working capital balance of the US subsidiary.

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# Notes to the financial statements

(continued)

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<b>14. Share capital</b>	<b>31 December</b>	<b>31 December</b>
	<b>2005</b>	<b>2004</b>
	<b>£000</b>	<b>£000</b>
<b>Authorised</b>		
125,000,000 ordinary shares of 1p each (2004: 125,000,000)	1,250	1,250
	<hr/>	<hr/>
<b>Allotted, called up and fully paid</b>		
89,864,709 ordinary shares of 1p each (2004: 78,839,709)	898	788
	<hr/>	<hr/>

## Allotted share capital

On 9 March 2005 the Company issued 11,000,000 new ordinary shares at 2.5p per share. The consideration received by the Company was £275,000 net of £6,000 issue costs.

On 23 February 2005 the Company issued 25,000 shares to an employee under the Enterprise Management Incentive (EMI) Share Option Scheme at the exercise price of 1.5p per share. The consideration received by the Company was £375.

## Loss per share

The calculation of the basic loss per share is based on the loss of £295,000 (2004: £264,000) and on 87,841,901 (2004: 77,133,270) ordinary shares being the weighted average number of shares in issue during the period. The diluted loss per share is the same as the basic loss per share, in accordance with FRS 14 which prescribes that potential ordinary shares should only be used as dilutive when, and only when, their conversion to ordinary shares would decrease net profit or increase net loss per share from continuing operations.

## Share options

During the year 2,600,000 share options to subscribe for new shares were granted to the Directors and employees of the Company, 25,000 share options were exercised and 1,150,000 share options were surrendered by employees leaving. At 31 December 2005 the number of share options granted to the Directors and eligible employees of the Company amounted to 12,630,000. These are exercisable at a price between 1.50p and 4.88p each, with varying vesting periods of between one week and three years from the date of the grant.

## Warrants

On 21 May 2002, in conjunction with a share placing, subscribers to the placing shares were issued 4,583,329 warrants (one warrant for every four shares subscribed). The warrants are exercisable at 5 pence per ordinary share. The warrants are exercisable in the 45 day periods following either publication of the Company's half year results or adoption of the Company's annual accounts. The last exercise period is the earliest of either the 45 day period following the adoption of the Company's accounts for the year ended 31 December 2008 or, subject to certain exceptions, on a winding up of the Company where there is a surplus payable to the ordinary share holders.

On 18 June 2004 10,000,000 warrants were issued at an exercise price of 5 pence per ordinary share and 4,394,350 warrants were issued at an exercise price of 4.375 pence per ordinary share. The warrants are exercisable from the date of issue up to 18 June 2011.

On 4 November 2005 7,000,000 warrants were issued at an exercise price of 2 pence per ordinary share. The warrants are exercisable from the date of issue up to 4 November 2012.

# Notes to the financial statements

(continued)

## 15. Reserves

	Share capital	Share premium account	Revaluation reserve	Profit and loss account	Equity shareholders' funds
<b>Group</b>					
<b>Year to 31 December 2005</b>	<b>£000</b>	<b>£000</b>	<b>£000</b>	<b>£000</b>	<b>£000</b>
At beginning of year	788	2,947	1	(3,311)	425
Loss for the year	–	–	–	(295)	(295)
Share capital issued	110	159	–	–	269
Currency translation differences on foreign currency net investments	–	–	1	–	1
	<u>898</u>	<u>3,106</u>	<u>2</u>	<u>(3,606)</u>	<u>400</u>
<b>Company</b>					
<b>Year to 31 December 2005</b>	<b>£000</b>	<b>£000</b>	<b>£000</b>	<b>£000</b>	<b>£000</b>
At beginning of year	788	2,947	–	(3,494)	241
Loss for the year	–	–	–	(415)	(415)
Share capital issued	110	159	–	–	269
	<u>898</u>	<u>3,106</u>	<u>–</u>	<u>(3,909)</u>	<u>95</u>

The loss for the year dealt with in the accounts of the Company amounted to £415,000 (2004: £392,000).

## 16. Reconciliation of movements in shareholders' deficit

	Group 31 December 2005 £000	Group 31 December 2004 £000	Company 31 December 2005 £000	Company 31 December 2004 £000
<b>Loss for the financial year</b>	<u>(295)</u>	<u>(264)</u>	<u>(415)</u>	<u>(392)</u>
Other recognised gains and losses relating to the year (net)	2	1	–	–
New share capital subscribed (net of issue costs)	<u>268</u>	<u>898</u>	<u>269</u>	<u>898</u>
<b>Net (decrease)/increase in shareholders' funds</b>	<u>(25)</u>	<u>635</u>	<u>(146)</u>	<u>506</u>
Opening shareholders' funds/(deficit)	<u>425</u>	<u>(210)</u>	<u>241</u>	<u>(265)</u>
<b>Closing shareholders' deficit</b>	<u>400</u>	<u>425</u>	<u>95</u>	<u>241</u>

## 17. Reconciliation of operating loss to net cash outflow from operating activities

	Year to 31 December 2005 £000	Year to 31 December 2004 £000
Operating loss	(273)	(304)
Depreciation	71	33
(Increase) in stock	(1)	(3)
(Increase)/decrease in debtors	(17)	67
(Decrease) in creditors	(18)	(8)
	<u>(238)</u>	<u>(215)</u>

# Notes to the financial statements

(continued)

## 18. Reconciliation of net cash flow to movements in net debt

	Year to 31 December 2005 £000	Period to 31 December 2004 £000
Decrease in cash in the year	(162)	(343)
Changes in net funds resulting from cash flows	(162)	(343)
Net debt at beginning of the year	(548)	(205)
Net debt at end of the year	<u>(710)</u>	<u>(548)</u>

## 19. Analysis of changes in net debt

	At 31 December 2004 £000	Cash flows £000	At 31 December 2005 £000
Cash at bank and in hand	48	(5)	43
Overdrafts	(596)	(157)	(753)
	<u>(548)</u>	<u>(162)</u>	<u>(710)</u>

## 20. Commitments

At 31 December 2005 the Group had no capital commitments.

## 21. Obligations under operating leases

At 31 December 2005 the Group had the following annual commitments under non-cancellable operating leases:

	Land and buildings Year to 31 December 2005 £000	Total Year to 31 December 2005 £000	Total Year to 31 December 2004 £000
<b>Commitments which expire:</b>			
Between 1 and 2 years	48	48	59
Between 2 and 5 years	50	50	50
	<u>98</u>	<u>98</u>	<u>109</u>

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# Notes to the financial statements

(continued)

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## **22. Related party transactions**

The following related party transactions have been carried out at arms length and are required to be disclosed in accordance with FRS8:

As set out in note 1, Dr Michael Sinclair, Mr Leo Noe and Grand Rabbi Y.A. Korff of Boston have provided Guarantees in respect of the Group's current overdraft facility.

In 2005, sales of £1,500 (2004: £4,000), on an arm's length basis were made to Six13 Restaurant, owned by Dr M Sinclair who is a board member of this Company.

Included in trade debtors is amounts due from Totally Jewish Travel Inc., a company in which the Group has a joint venture interest, of £43,000 (2004: £nil). Sales of £56,000 relating to the recharge of services (2004: £nil) have been made in the year to Totally Jewish Travel Inc.

## **23. Contingent liabilities**

The Company is party to a group banking arrangement which includes a debenture, unlimited corporate guarantee and letters of offset between Totally PLC, Totally Communications Limited, The Jewish News Limited and TotallyJewish.com Limited. Totally PLC has a contingent liability in respect of these borrowings which at 31 December 2005 amounted to £106,541.

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# Notice of Annual General Meeting

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NOTICE IS HEREBY GIVEN that the Annual General Meeting of Totally plc will be held at the offices of Totally Plc, Unit 611 Highgate Studios, 53-79 Highgate Road, Kentish Town, London NW5 1TL on 3 July 2006 at 4.30 p.m. for the transaction of the following business:

**As Ordinary Business** to consider and, if thought fit, pass the following resolutions which will be proposed as Ordinary Resolutions:

1. To receive and adopt the report of the directors of the Company and the audited accounts for the Company for the year ended 31 December 2005;
2. To re-appoint Grand Rabbi Korff as a Director of the Company, who retires in accordance with Article 14 of the Company's Articles of Association;
3. To re-appoint Dan Assor as a Director of the Company, who retires in accordance with Article 14 of the Company's Articles of Association;
4. To re-appoint Royce Peeling Green Limited as auditors of the Company and to authorise the Directors to fix their remuneration.

**As Special Business** to consider and, if thought fit, pass the following resolutions of which Resolution 5 will be proposed as an Ordinary Resolution and Resolution 6 will be proposed as a Special Resolution:

5. That for the purposes of section 80 of the Companies Act 1985 (the "Act") (and so that expressions used in this resolution shall bear the same meanings as in the said section 80) the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities of the Company during the period expiring at the end of the next annual general meeting of the Company to be held after the date of the passing of this resolution or, if earlier, fifteen months from the date of the passing of this resolution provided that such power be limited to:
  - (a) the allotment of up to 27,977,679 Ordinary Shares pursuant to or in connection with warrant instruments entered into on or prior to the date of this resolution;
  - (b) the allotment of up to 11,185,000 Ordinary Shares pursuant to or in connection with share options granted on or prior to the date of this resolution; and
  - (c) the allotment of relevant securities (other than pursuant to paragraphs (a) and (b) above) up to an aggregate nominal amount of £750,000 to such person or persons and on such terms as they think fit; and

the Company be and is hereby authorised to make prior to the expiry of such period referred to in this resolution 5 any offer or agreement which would or might require relevant securities to be allotted after the expiry of the said period and the Directors may allot relevant securities in pursuance of any such offer or agreement notwithstanding the expiry of the authority given by this resolution, provided that this resolution shall not affect the right of the Directors to allot relevant securities in pursuance of any offer or agreement entered into prior to the date hereof; and

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# Notice of Annual General Meeting

(continued)

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6. That subject to the passing of Resolution 5 set out above the Directors be and are empowered in accordance with Section 95 of the Act to allot equity securities (as defined in Section 94 of the Act) for cash pursuant to the authority conferred on them to allot relevant securities (as defined in section 80 of the Act) by that resolution, as if Section 89 (1) of the Act did not apply to such allotment provided that the power conferred by this resolution shall be limited to:
- (a) the allotment of up to 27,977,679 Ordinary Shares pursuant or in connection with warrant instruments entered into on or prior to the date of this resolution;
  - (b) the allotment of up to 11,185,000 Ordinary Shares pursuant or in connection with share options granted on or prior to the date of this resolution; and
  - (c) the allotment of relevant securities (other than pursuant to paragraphs (a) and (b) above) up to an aggregate nominal amount of £750,000 to such person or persons and on such terms as they think fit;

and this power, unless renewed, shall expire at the end of the next annual general meeting of the Company to be held after the date of the passing of this resolution or, if earlier, fifteen months from the date of the passing of this resolution but shall extend to the making, before such expiry, of an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

By order of the Board

Registered Office:  
Unit 611, Highgate Studios  
53-79 Highgate Road  
London NW5 1TL

**Paul Stacey**  
Company Secretary

Dated: 25 May 2006

## Notes:

- (1) A member entitled to attend and vote at the above meeting is entitled to appoint a proxy or proxies to attend and vote, on a poll, instead of him. A proxy need not be a member of the Company.
- (2) A Form of Proxy is enclosed for your use if desired. The instrument appointing a proxy must reach the Company's Registrars, Capita Registrars, The Registry 34 Beckenham Road, Kent BR3 4TH not less than 48 hours before the time of holding of the meeting.
- (3) Pursuant to Regulation 41 of The Uncertificated Securities Regulations 2001, the Company specifies that only those Shareholders of the Company on the register 48 hours before the time set of the Meeting shall be entitled to attend or vote at the Annual General Meeting in respect of the number of shares registered in their name at the time. Changes to the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.
- (4) A copy of the register of Directors' interests in shares in the Company and copies of the Directors' service contracts of more than one year's duration will be available for inspection at the registered office of the Company during office hours only on any weekday (excluding Saturdays, Sundays and public holidays) from the date of this Notice until the date of the Annual General Meeting and at the place of the Annual General Meeting for at least 15 minutes prior to and during the Annual General Meeting.

# Form of Proxy

For use at the Annual General Meeting of the Company convened for 3 July 2006 at 4.30 p.m.

I/We \_\_\_\_\_  
(BLOCK LETTERS PLEASE)

of \_\_\_\_\_  
being a member of Totally Plc ("the Company"), hereby appoint the Chairman of the meeting, or\*

as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at Unit 611, Highgate Studios, 53-79 Highgate Road, London NW5 1TL on 3 July 2006 at 4.30 p.m. on the following resolutions, to be submitted to the meeting and at any adjournment thereof, and any other business which may properly come before the meeting and any adjournment thereof.

Please indicate with an 'X' in the appropriate space how you wish your vote to be cast. Unless otherwise instructed, the proxy will vote as he thinks fit or abstain.

Ordinary Resolutions	Vote		
	For	Against	Withheld**
1. To receive and adopt the report of the directors of the Company and the audited accounts for the Company for the year ended 31 December 2005.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-appoint Grand Rabbi Korff as a Director of the Company, who retires in accordance with Article 14 of the Company's Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-appoint Dan Assor as a Director of the Company, who retires in accordance with Article 14 of the Company's Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-appoint Royce Peeling Green Limited as auditors of the Company and to authorise the Directors to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Special Resolution</b>			
5. To authorise the Directors of Totally Plc to make allotments of shares in accordance with section 80 of the Companies Act 1985.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To authorise the disapplication of the statutory rights of pre-emption in relation to the allotment of ordinary shares, subject to certain limitations.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature \_\_\_\_\_

Dated \_\_\_\_\_ day of \_\_\_\_\_ 2006

\*You may, if you wish, in the space provided insert the name(s) of the person(s) of your choice to attend and vote at the meeting on your behalf.

\*\*Please note that if the "Vote Withheld" box is marked with a "X", the Shareholder will not be counted in the calculation of votes "For" and "Against" and the Shareholder will not be taken to have given his/her/their discretion to the Proxy, on how to vote.

#### Notes:

1. A member entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote on a poll instead of him. A proxy may demand, or join in demanding, a poll. A proxy need not be a member of the Company. A Form of Proxy is enclosed for your use if desired.
2. Completion and return of the form of proxy will not preclude ordinary shareholders from attending or voting at the meeting, if they so wish.
3. To be effective, this proxy form must be lodged with the Company's Registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU not later than 48 hours before the time of the Meeting, or any adjournment thereof, together, if appropriate, with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or, where the proxy form has been signed by an officer on behalf of a corporation, a notarially certified copy of the authority under which it is signed.
4. In the case of a joint holding, a proxy need only be signed by one joint holder. If more than one such joint holder lodges a proxy only that of the holder first on the register of members will be counted. Any alterations made in this proxy should be initialled.
5. In the case of a corporation this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised.
6. As provided by Regulation 41 of the Uncertificated Securities Regulations 2001, only those members registered in the register of members of the Company 48 hours before the time set for the Meeting shall be entitled to attend and vote at the Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of members after that time shall be disregarded in determining the rights of any person to attend or vote at the Meeting.



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**Capita Registrars (Proxies)**  
**P.O. Box 25**  
**Beckenham**  
**Kent**  
**BR3 4BR**

SECOND FOLD