

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “AGM”) of Totally plc (registered in England and Wales with registered number 03870101) (the “Company”) will be held at the offices of Totally plc, Cardinal Square First Floor – West, 10 Nottingham Road, Derby, England, DE1 3QT at 3.00 p.m. on 9 September 2019 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 audited annual accounts for the Company for the financial year ended on 31 March 2019, together with the report of the directors of the Company (the “Directors”) and the report of the auditor thereon.
2. To re-appoint Michael Steel as a director of the Company, who was appointed by the board since the last annual general meeting of the Company and who retires in accordance with Article 21 of the Company’s articles of association.
3. To re-appoint Robert Holt as a director of the Company, who retires in accordance with Article 24 of the Company’s articles of association.
4. To re-appoint Wendy Lawrence as a director of the Company, who retires in accordance with Article 24 of the Company’s articles of association.
5. To re-appoint RPG Crouch Chapman LLP as auditor of the Company to hold office from the conclusion of the AGM until the conclusion of the next annual general meeting at which accounts are laid before 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 6 will be proposed as an Ordinary Resolution and Resolutions 7 and 8 will be proposed as Special Resolutions:

6. That for the purpose of Section 551 of the Companies Act 2006 (the “Act”) the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company and/or to grant rights to subscribe for or to convert any security into shares in the Company (“Rights”) 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:
 - 6.1. such power be limited to the allotment of shares and/or the grant of Rights with an aggregate nominal value of up to £60,728,703.70 being 33¹/₃ per cent. of the Company’s current issued ordinary share capital; and
 - 6.2. the Company be and is hereby authorised, prior to the expiry of the period referred to in this resolution, to make any offer or agreement which would or might require shares to be allotted and/or Rights to be granted after the expiry of the said period and the Directors may allot shares and/or grant Rights in pursuance of any such offer or agreement notwithstanding the expiry of the authority given by this resolution.

This resolution revokes and replaces all unexercised authorities previously granted to the Directors in accordance with Section 551 of the Act but without prejudice to any allotment of shares or grant of Rights already made, offered or agreed to be made pursuant to such authorities.

7. That, subject to the passing of Resolution 6 above, the Directors be and are empowered in accordance with Section 570 of the Act to allot equity securities (as defined in Section 560 of the Act) for cash pursuant to the

authority conferred on them by Resolution 6 and/or to sell ordinary shares held by the Company as treasury shares as if Section 561(1) of the Act did not apply to such allotment or sale provided that the power conferred by this resolution shall be limited to:

- 7.1. the allotment of equity securities in connection with a rights issue or any pre-emptive offer in favour of holders of ordinary shares in the Company where the equity securities attributable to the respective interests of such holders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them on the record date for such allotment (and in favour of holders of any other class of equity securities as required by the rights of those securities or as the Directors otherwise consider necessary) but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements, record dates, any legal or practical difficulties under the laws of any overseas territory, or the requirements of any regulatory body or stock exchange, or otherwise; and
- 7.2. the allotment of equity securities or sale of treasury shares (otherwise than pursuant to sub-paragraph 7.1 above) to any person up to an aggregate nominal value of £18,218,611.10, being 10 per cent. of the Company’s current issued ordinary share capital,

and that this power, unless revoked, varied or 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 (or treasury shares to be sold) after such expiry and the Directors shall be entitled to allot equity securities (or sell treasury shares) pursuant to any such offers or agreements as if the power conferred hereby had not expired.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities or sell treasury shares as if Section 561 of the Act did not apply but without prejudice to any allotment of equity securities or sale of treasury shares already made or agreed to be made pursuant to such authorities.

8. To authorise the Company generally and unconditionally to make market purchases (within the meaning of Section 693(4) of the Act) of ordinary shares of 10 pence each provided that:
 - 8.1. The maximum aggregate number of ordinary shares that may be purchased is 18,218,611.
 - 8.2. The minimum price (excluding expenses) which may be paid for each ordinary share is 10 pence.
 - 8.3. The maximum price (excluding expenses) which may be paid for each ordinary share is the higher of:
 - (i) 105 per cent. of the average market value of an ordinary share in the Company for the five business days prior to the day the purchase is made; and
 - (ii) the value of an ordinary share calculated on the basis of the higher of the price quoted for:
 - (a) the last independent trade of; and
 - (b) the highest current independent bid for,
 any number of the Company’s ordinary shares on the trading venue where the purchase is carried out.

8.4. The authority conferred by this resolution shall expire on the date fifteen months from the date of the passing of this resolution or, if earlier, at the end of the next annual general meeting of the Company to be held after the date of the passing of this resolution save that the Company may, before the expiry of the authority granted by this resolution, enter into a contract to purchase ordinary shares which will or may be executed wholly or partly after the expiry of such authority.

By order of the Board

John Charlton
Company Secretary

Registered Office:

Cardinal Square First Floor – West
10 Nottingham Road
Derby
DE1 3QT

Dated: 14 August 2019

Please see the Notes to the Notice of Annual General Meeting and Explanatory Notes to the Notice of Annual General Meeting overleaf.

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

1. A member entitled to attend and vote at the AGM may appoint one or more proxies (who need not be a member of the Company but who must attend the AGM to represent you) to attend, speak and vote on their behalf. In order to be valid, an appointment of proxy must be returned by one of the following methods:
 - by completing and signing the hard-copy proxy form which accompanies this Notice of Annual General Meeting, and returning it, together with the power of attorney or other authority, if any, under which it is signed, or a duly certified copy of such power or authority, either: (a) by post, by courier or by hand to Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR; or (b) by fax to Share Registrars Limited on +44 (0) 1252 719232; or (c) by scan and email to Share Registrars Limited at voting@shareregistrars.uk.com. The hard-copy proxy form must be completed and signed by the shareholder appointing the proxy or by their attorney duly authorised in writing. If the shareholder is a company, the hard-copy proxy form should be sealed with its common seal or signed on its behalf by an officer or an attorney of the company or other person authorised to sign it; or
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in Note 2,

and in each case to be valid must be received by the Company not less than 48 hours before the time of the AGM or adjourned meeting (excluding any part of a day that is not a working day).

2. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) of it by utilising the procedures described in the CREST Manual (available via www.euroclear.com). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) must be properly authenticated in accordance with Euroclear UK & Ireland Limited’s (“**EUI**”) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Share Registrars Limited (ID: 7RA36) not less than 48 hours before the time of the AGM or adjourned meeting (excluding any part of a day that is not a working day). For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular message. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that their CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
3. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company’s register of members in respect of the joint holding (the first-named being the most senior).
4. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see Note 1 above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR, tel. +44 (0) 1252 821390. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
5. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR. The revocation notice must be received by Share Registrars Limited not less than 48 hours before the time of the AGM or adjourned meeting (excluding any part of a day that is not a working day). In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer or attorney of the company or other person authorised to sign it. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
6. A corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that no more than one corporate representative exercises powers over the same share.
7. The completion of a proxy does not preclude a member from attending the AGM and voting in person. If you have appointed a proxy and attend the AGM in person, your proxy appointment will automatically be terminated.
8. Copies of the service and consultancy agreements of the Directors with the Company, or with any of its subsidiaries, will be available for inspection at the registered office of the Company during usual business hours from the date of this Notice of Annual General Meeting until the close of the AGM and also at the place of the AGM for at least 15 minutes prior to and during the AGM.
9. As permitted by Regulation 41 of the Uncertificated Securities Regulations 2001, only those shareholders who are registered on the Company’s register of members at 6.00 p.m. on the day two days prior to the AGM or adjourned meeting shall be entitled to attend and speak at the AGM and to vote in respect of the number of ordinary shares registered in their names at that time. Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend and/or vote at the AGM.
10. You may not use any electronic address provided in this Notice of Annual General Meeting or any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated.

EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Resolution 1

The Directors are required by law to lay the Company's audited annual accounts and directors' report and auditor's report for the financial year ended on 31 March 2019 before a general meeting of the Company.

Resolutions 2 to 4

Michael Steel has been appointed as a Director of the Company since the Company's last annual general meeting and will accordingly retire in accordance with the terms of the Company's Articles of Association and offer himself for re-election at the AGM.

Under the terms of the Company's articles of association, the nearest number to, but not greater than, one third of the Directors of the Company (who are not otherwise required to resign) must resign at the AGM and may offer themselves for re-appointment. The longest serving Directors must resign or, where they have been in office for the same period of time, the Directors to resign are chosen by lot.

Currently the Board of Directors has seven Directors. Robert Holt and Wendy Lawrence have been the longest in office since their appointment or last re-election and accordingly they will retire by rotation and offer themselves for re-election at the AGM.

Resolution 5

The auditor is required to be re-appointed at each annual general meeting at which the Company's audited accounts are laid. The Directors, on the recommendation of the Audit Committee (which has evaluated the effectiveness and independence of the external auditor), are proposing the re-appointment of RPG Crouch Chapman LLP as auditor. This resolution also authorises the Directors to fix the auditor's remuneration.

Resolution 6

Under the Act, the Directors may only allot shares if authorised to do so. It is customary to grant a new authority at each annual general meeting. Accordingly, this resolution will be proposed as an ordinary resolution to grant a new authority to allot shares and/or grant Rights with an aggregate nominal value of up to £60,728,703.70 which represents 33 $\frac{1}{3}$ per cent. of the Company's issued ordinary share capital as at 14 August 2019. If given, this authority will expire at the end of the next annual general meeting of the Company to be held after the date of the passing of the resolution or, if earlier, fifteen months from the date of the passing of the resolution. Although the Directors currently have no present intention of exercising this authority, passing this resolution will allow the Directors flexibility to act in the best interests of the Company's shareholders when opportunities arise.

Resolution 7

The Directors require additional authority from the Company's shareholders to allot shares or sell treasury shares where they propose to do so for cash and otherwise than to the Company's shareholders pro rata to their holdings. This resolution will give the Directors power to issue new ordinary shares or sell treasury shares for cash other than to the Company's shareholders on a pro rata basis (i) by way of a rights or similar issue or (ii) with a nominal value of up to £18,218,611.10 which represents 10 per cent. of the Company's issued ordinary share capital as at 14 August 2019. If given, this authority will expire at the end of the next annual general meeting of the Company to be held after the date of the passing of the resolution or, if earlier, fifteen months from the date of the passing of the resolution. This resolution will be proposed as a special resolution. Although the Directors currently have no present intention of exercising this authority, passing this resolution will allow the Directors flexibility to act in the best interests of the Company's shareholders when opportunities arise.

Resolution 8

This resolution seeks authority for the Company to make market purchases of its own ordinary shares and is proposed as a special resolution. If passed, the resolution gives authority for the Company to purchase up to 18,218,611 of its ordinary shares, representing just under 10 per cent of the Company's issued ordinary share capital (excluding treasury shares) as at 14 August 2019.

The resolution specifies the minimum and maximum prices which may be paid for any ordinary shares purchased under this authority. The authority will expire on the earlier of the date fifteen months from the date of the passing of the resolution and the end of the Company's next annual general meeting.

The Directors currently intend to use the authority granted by this resolution to make market purchases of the Company's ordinary shares as a method of returning surplus cash to shareholders. The Directors will only exercise the authority to purchase ordinary shares where they consider that such purchases will be in the best interests of shareholders generally and will result in an increase in earnings per ordinary share.

The Company may either cancel any shares it purchases under this authority or transfer them into treasury (and subsequently sell or transfer them out of treasury or cancel them). The Directors currently intend to cancel all shares purchased under this authority.