

## NOTICE OF AVAILABILITY

Annual Report and Accounts 2019 and Notice of Annual General Meeting 2019

**IMPORTANT – please read carefully.** You can now access the Annual Report and Accounts 2019 and Notice of Annual General Meeting 2019 via the internet at: <http://www.totallyplc.com>



**This document is important and requires your immediate attention.** If you are in any doubt as to what action to take, you should consult your stockbroker, solicitor, accountant or other appropriate independent professional adviser authorised under the Financial Services and Markets Act 2000 (as amended). If you have sold or otherwise transferred all your shares in Totally plc, please forward this document and the proxy form to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

The Board of Totally plc, considers all of the proposed resolutions to be in the best interests of shareholders and accordingly recommends that shareholders vote in favour of all of the resolutions proposed.

# PROXY FORM

**For use at the Annual General Meeting of Totally plc (the “Company”) convened for 9 September 2019 at 3.00 p.m. (the “AGM”)**

I/We, the undersigned, being (a) member/member(s) of the Company, hereby appoint the Chairman of the AGM or,

Name of Proxy (See note 1 below)

Number of shares (See notes 1 and 2 below)

as my/our proxy to vote for me/us on my/our behalf at the AGM to be held at the offices of Totally plc, Cardinal Square First Floor – West, 10 Nottingham Road, Derby, England, DE1 3QT on 9 September 2019 at 3.00 p.m. and at any adjournment thereof.

I/We wish my/our proxy to vote as shown below in respect of the resolutions set out in the Notice of Annual General Meeting.

Please indicate by ticking the box if this proxy appointment is one of multiple appointments being made. For the appointment of one or more proxy, please refer to note 2 below.

|  | For | Against | Vote withheld (see note 4 below) |
|--|-----|---------|----------------------------------|
| <b>Ordinary Resolutions</b>  |     |         |                                  |
| 1. To receive and adopt the audited annual accounts for the Company for the financial year ended on 31 March 2019, together with the reports of the directors and the report of the auditor thereon. |     |         |                                  |
| 2. To re-appoint Michael Steel as a director of the Company.   |     |         |                                  |
| 3. To re-appoint Robert Holt as a director of the Company.   |     |         |                                  |
| 4. To re-appoint Wendy Lawrence as a director of the Company.  |     |         |                                  |
| 5. To re-appoint RPG Crouch Chapman LLP as auditor of the Company and to authorise the Directors to fix their remuneration.  |     |         |                                  |
| 6. To authorise the directors of Totally plc to make allotments of relevant securities in accordance with Section 551 of the Companies Act 2006.   |     |         |                                  |
| <b>Special Resolutions</b>   |     |         |                                  |
| 7. To authorise the disapplication of statutory pre-emption rights pursuant to Section 570 of the Companies Act 2006.  |     |         |                                  |
| 8. To authorise the Company to make market purchases of its own shares.  |     |         |                                  |

If you want your proxy to vote in a certain way on the resolutions specified, please place an "X" in the appropriate box. If you fail to select any of the given options your proxy can vote as he/she chooses or can decide not to vote at all. The proxy can also do this on any other resolution that is put to the AGM.

Signature

Date

2019

Name (BLOCK CAPITALS)

Address

### Notes:

- Every shareholder has the right to appoint some other person(s) of their choice (who need not be a member but who must attend the AGM to represent you) as their proxy or proxies to exercise all or any of their rights to attend, speak and vote on their behalf at the AGM. If you wish to appoint a person other than the chairman of the AGM, please insert the name of your chosen proxy holder in the space provided. If you leave this space blank, the chairman of the AGM will be appointed your proxy. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the space provided the number of shares in relation to which they are authorised to act as your proxy. If this space is left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
- You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy you may photocopy this proxy form. If you are appointing more than one proxy, please insert the name of your chosen proxy holder in the space provided and enter in the space provided the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate by ticking the relevant box that the proxy instruction is one of multiple instructions being given. Multiple proxies should be returned together in the same envelope.
- In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
- The "Vote Withheld" option is provided to enable you to abstain on any particular resolution. However, it should be noted that a "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" a resolution.
- If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM, including a motion to adjourn.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the AGM and the number of votes which may be cast thereat will be determined by reference to the register of members of the Company at 6.00 p.m. on the day two days prior to the AGM or adjourned meeting. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the AGM.
- To be effective, all proxy forms must be completed, signed and dated and lodged 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) 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](mailto:voting@shareregistrars.uk.com).
- In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 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. 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. See the Notes to the Notice of Annual General Meeting for further information on proxy appointment through CREST.
- If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence. For details of how to change your proxy instructions or revoke your proxy appointment, see the Notes to the Notice of Annual General Meeting.
- The completion and return of this proxy form will not preclude a member from attending the AGM and voting in person. If you attend the AGM in person and vote, your proxy appointment will automatically be terminated.
- You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.