

**Company No: 03870101**

**THE COMPANIES ACTS 1985 AND 2006**  
**PUBLIC COMPANY LIMITED BY SHARES**  
**TOTALLY PLC**  
**(THE "COMPANY")**

**TUESDAY**



**SHAREHOLDERS' (ORDINARY AND SPECIAL) RESOLUTIONS**

At a general meeting of the Company on 25 September 2008, the following resolutions were passed

**ORDINARY RESOLUTIONS**

1. Subject to the passing of resolutions 2 and 3 below that, in accordance with sections 190 to 196 of the Companies Act 2006, the transfer by the Company of 50 preferred stock of \$100 each and 75 common stock of no par value, both in the capital of Jewish Advocate Publishing Corporation to The Zvhil-Mezbuz Rebbe, Grand Rabbi Y A Korff of Boston, a director and shareholder of the Company, be approved

**SPECIAL RESOLUTIONS**

- 2 Subject to the passing of resolutions 1 above and 3 below that, the articles of association of the Company be and are hereby amended by the insertion of the following new regulations as Article 2 9

2 9 the deferred shares shall not entitle the holders to any entitlement in respect of dividends and shall only entitle the holders to a return of capital (whether in a winding-up or otherwise) to the extent of 0 01 pence per deferred share but only after each ordinary share has received in aggregate capital repayments totalling £1,000,000 per ordinary share. The deferred shares shall not entitle the holders thereof to receive notice of or attend or vote at any general meetings of the Company, shall not be redeemable and shall not be capable of transfer at any time hereafter other than as provided in this paragraph or otherwise with the consent of the directors of the Company The

directors of the Company be and are hereby irrevocably authorised to appoint by board resolution at any time hereafter any person to execute on behalf of the holders of the deferred shares a transfer thereof for no consideration to such person as the directors may determine as custodian thereof with full beneficial entitlement thereto and/or to agree on behalf of the holder or holders thereof, including such custodian to the purchase thereof by the Company (in accordance with the Companies Act 2006 (as amended)) for £0.01 for all the deferred shares, without obtaining the sanction of the holder or holders of the relevant deferred shares or without prejudice to article 2.3 of the Articles of Association of the Company of the holders of the ordinary shares of £0.01 each or any other class of shares in issue now or at any time hereafter and to do all things necessary or desirable to give effect to such purchase

- 3 Subject to the passing of resolutions 1 and 2 above that, the 20,500,000 ordinary shares of £0.01 each in the capital of the Company and held by The Zvhil-Mezbuz Rebbe, Grand Rabbi Y. A. Korff of Boston be redesignated as deferred shares, such shares to have the rights and obligations set out in the articles of association of the Company amended pursuant to resolution 2



Director/Secretary