

Company number 03870101

ORDINARY AND SPECIAL RESOLUTIONS

OF

TOTALLY PLC (the "Company")

Passed on 16 March 2017

SATURDAY



At a general meeting of the Company duly convened and held at Hamilton House, Mabledon Place, London WC1H 9BB on 16 March 2017 at 10 00 a m , resolution 1 below was duly passed as an ordinary resolution and resolution 2 below was duly passed as a special resolution

Words and expressions used or defined in the circular to shareholders of the Company dated 27 February 2017 shall have the same meaning in this document

ORDINARY RESOLUTION

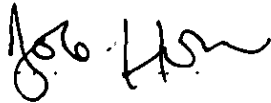
- 1 **THAT**, in addition and without prejudice to all equivalent authorities and other powers granted to the Directors at the Company's Annual General Meeting on 11 July 2016, and in accordance with section 551 of the Companies Act 2006 (the "**Act**"), the Directors be generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to a maximum aggregate nominal amount of £3,136,491 70 (being equal to 31,364,917 Ordinary Shares) pursuant to the Conditional Placing and Open Offer, provided that, unless previously revoked, varied or extended, this authority will expire at whichever is the earlier of the conclusion of the annual general meeting of the Company to be held in 2017, or the date falling six months from the date of the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on that date)

SPECIAL RESOLUTION

- 2 **THAT**, in addition and without prejudice to all equivalent authorities and other powers granted to the Directors at the Company's Annual General Meeting on 11 July 2016, and subject to and conditional upon the passing of Resolution 1, in accordance with section 571(1) of the Act, the Directors be empowered to allot equity securities for cash (within the meaning of section 560 of the Act) pursuant to the authority conferred by Resolution 1 above, as if section 561 of the Act did not apply to any such allotment, provided that this power shall

- (a) be limited to the allotment of up to 31,364,917 new Ordinary Shares (being the Conditional Placing Shares and the Offer Shares), and
- (b) expire at whichever is the earlier of the conclusion of the annual general meeting of the Company to be held in 2017 or the date falling six months from the date of passing this resolution but may be previously revoked, varied or extended by special resolution

Signed ..

A handwritten signature in black ink, appearing to be 'J. H. H.', written over the 'Signed ..' text.

Director