

Company Number : 03870101

**Special Resolution**  
of  
**TOTALLY PLC**  
(" the "Company")  
**Passed on 8 May 2018**

FRIDAY



At the General Meeting of the Company duly convened and held on 8 May 2018 at Hamilton House, Mabledon Place, London. WC1H 9BB the following Special Resolution was duly passed :

**SPECIAL RESOLUTION**

**TO** authorise the Company generally and unconditionally to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of 10 pence each provided that:

1. The maximum aggregate number of ordinary shares that may be purchased is 5,979,517.
2. The minimum price (excluding expenses) which may be paid for each ordinary share is 10 pence.
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.
4. The authority conferred by this resolution shall expire on the date 15 months from the date of the passing of this resolution or, if earlier, at the conclusion of the Company's next annual general meeting 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.

*W. G. D. W. H. H. H.*

Chairman