

Company number 03870101

**ORDINARY AND SPECIAL RESOLUTIONS**

**OF**

**TOTALLY PLC (the "Company")**

WEDNESDAY



Passed on 19 June 2019

At a general meeting of the Company duly convened and held at Cardinal Square, First Floor – West, 10 Nottingham Road, Derby, DE1 3QT on 19 June 2019 at 9.00 a.m., resolutions 1 and 2 below were duly passed as ordinary resolutions and resolution 3 below was duly passed as a special resolution.

Words and expressions used or defined in the admission document circulated to shareholders of the Company dated 31 May 2019 shall have the same meaning in this document.

**ORDINARY RESOLUTIONS**

1. **THAT**, subject to and conditional upon the passing of Resolutions 2 and 3 below, the Acquisition be and is hereby approved.
2. **THAT**, subject to and conditional upon the passing of Resolutions 1 and 3, in accordance with section 551 of the Act ("CA 2006"), the directors of the Company ("**Directors**") be generally and unconditionally authorised to allot shares in the Company or grant any rights to subscribe for or to convert any security into shares in the Company ("**Relevant Securities**"):
  - (a) comprising equity securities (as defined by section 560 of the CA 2006) up to an aggregate nominal amount of £9,996,586.20 (being the Placing Shares and the Offer Shares to be issued in connection with the Placing and the Open Offer);
  - (b) comprising equity securities up to an aggregate nominal amount of £2,500,000 (being the Consideration Shares to be issued in connection with the Acquisition);
  - (c) comprising equity securities up to an aggregate nominal amount of £12,317,402.26 (such amount to be reduced by the nominal amount of any Relevant Securities allotted pursuant to the authority in paragraph (d) below) in connection with an offer by way of a rights issue:
    - (i) to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and

- (ii) to holders of other 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 in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
- (d) in any other case, up to an aggregate nominal amount of £6,158,701.13 (such amount to be reduced by the nominal amount of any equity securities allotted pursuant to the authority in paragraph (c) above in excess of £6,158,701.13),

provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the close of business on the date fifteen months after the date of passing this Resolution or, if earlier, at the conclusion of the Company's next annual general meeting after the passing of this Resolution, save that the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted and the Directors may allot Relevant Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

This Resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot Relevant Securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

### **SPECIAL RESOLUTION**

3. **THAT**, subject to and conditional upon the passing of Resolutions 1 and 2, the Directors be authorised to allot equity securities (as defined in section 560 of the CA 2006) for cash under the authority conferred by Resolution 2 and/or to sell ordinary shares held by the Company as treasury shares as if section 561 of the CA 2006 did not apply to any such allotment or sale, provided that such authority shall be limited to:
- (a) the allotment of equity securities in connection with the Placing and the Open Offer up to an aggregate nominal amount of £9,996,586.20 (being the Placing Shares and the Offer Shares);
  - (b) the allotment of equity securities in connection with the Acquisition up to an aggregate nominal amount of £2,500,000 (being the Consideration Shares);
  - (c) the allotment of equity securities in connection with an offer of equity securities (but, in the case of the authority granted under paragraph (c) of Resolution 2, by way of a rights issue only):

- (i) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
- (ii) to holders of other 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 in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

- (d) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraphs (a), (b) and (c) of this Resolution) to any person up to an aggregate nominal amount of £1,847,610.34.

The authority granted by this Resolution will expire at the close of business on the date fifteen months after the date of passing this Resolution or, if earlier, at the conclusion of the Company's next annual general meeting after the passing of this resolution, save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority 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 CA 2006 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.

Signed 

Director