

# Ordinary and Special Resolutions Of Totally plc

( the “ Company “ )

WEDNESDAY



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A38 22/12/2021 #54  
COMPANIES HOUSE

At the Annual General Meeting of the Company duly convened and held on 6 September 2021 at the offices of Totally plc, Cardinal Square First Floor – West, 10 Nottingham Road, Derby, England, DE1 2QT at 10.00 am, the following Resolutions were duly passed :

## ORDINARY RESOLUTIONS

As Ordinary Business to consider and, if thought fit, pass the following resolutions which will be proposed as Ordinary Resolutions:

1. To receive and adopt the audited annual accounts for the Company for the financial year ended 31 March 2021, together with the report of the directors of the Company (the “Directors”) and the report of the auditor thereon.
2. To declare a final dividend of 0.25 pence per ordinary share for the financial year ended 31 March 2021 to be paid on 13 October 2021 to the holders of ordinary shares on the register of members at the close of business on 10 September 2021.
3. To re-appoint Anthony Bourne as a director of the Company, who retires in accordance with Article 24 of the Company's articles of association.
4. To re-appoint Michael Rogers as a director of the Company, who retires in accordance with Article 24 of the Company's articles of association.
5. To re-appoint RPG Crouch Chapman LLP as auditor of the Company to hold office from the conclusion of the AGM until the conclusion of the next annual general meeting at which accounts are laid before the Company and to authorise the Directors to fix their remuneration.

## SPECIAL BUSINESS ORDINARY RESOLUTION

6. That for the purpose of Section 551 of the Companies Act 2006 (the “Act”) the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company and/or to grant rights to subscribe for or to convert any security into shares in the Company (“Rights”) during the period expiring at the end of the next annual general meeting of the Company to be held after the date of the passing of this resolution or, if earlier, 15 months from the date of the passing of this resolution provided that:
  - 6.1. such power be limited to the allotment of shares and/or the grant of Rights with an aggregate nominal value of up to £6,074,559.20 representing one third of the Company's current issued ordinary share capital; and
  - 6.2. the Company be and is hereby authorised, prior to the expiry of the period referred to in this resolution, to make any offer or agreement which would or might require shares to be allotted and/or Rights to be granted after the expiry of the said period and the Directors may allot shares and/or grant Rights in pursuance of any such offer or agreement notwithstanding the expiry of the authority given by this resolution.

This resolution revokes and replaces all unexercised authorities previously granted to the Directors in accordance with Section 551 of the Act 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 BUSINESS SPECIAL RESOLUTION

7. That, subject to the passing of Resolution 6 above, the Directors be and are empowered in accordance with Section 570 of the Act to allot equity securities (as defined in Section 560 of the Act) for cash pursuant to the authority conferred on them by Resolution 6 and/or to sell ordinary shares held by the Company as treasury shares as if Section 561(1) of the Act did not apply to such allotment or sale provided that the power conferred by this resolution shall be limited to:

- 7.1. the allotment of equity securities in connection with a rights issue or any pre-emptive offer in favour of holders of ordinary shares in the Company where the equity securities attributable to the respective interests of such holders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them on the record date for such allotment (and in favour of holders of any other class of 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 to deal with treasury shares, fractional entitlements, record dates, any legal or practical difficulties under the laws of any overseas territory, or the requirements of any regulatory body or stock exchange, or otherwise; and
- 7.2. the allotment of equity securities or sale of treasury shares (otherwise than pursuant to sub-paragraph 7.1 above) to any person up to an aggregate nominal value of £1,822,367.70, being approximately 10 per cent. of the Company's current issued ordinary share capital,

and that this power, unless revoked, varied or renewed, shall expire at the end of the next annual general meeting of the Company to be held after the date of the passing of this resolution or, if earlier, 15 months from the date of the passing of this resolution, but shall extend to the making, before such expiry, of an offer or agreement which would or might require equity securities to be allotted (or treasury shares to be sold) after such expiry and the Directors shall be entitled to allot equity securities (or sell treasury shares) pursuant to any such offers or agreements as if the power conferred hereby 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 Act 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.



Chairperson