

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to what action you should take, you are recommended to seek your own financial advice from your stockbroker, bank manager, solicitor, accountant or other independent adviser authorised under the Financial Services and Markets Act 2000 if you are in the UK or, if not, another appropriately authorised and independent financial adviser.**

If you have recently sold or transferred all of your shares in Totally plc, please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the stockbroker, bank or other agent who arranged the sale or transfer so they can pass these documents to the person who now holds the shares. If you have sold or transferred only part of your holding of shares in Totally plc, please contact the stockbroker, bank or other agent who arranged the sale or transfer as soon as possible.

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## **TOTALLY PLC**

*Incorporated in England and Wales under the Companies Act 1985 with registered number 03870101*

### **Notice of General Meeting**

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The Directors (whose names appear on page 5 of this document) and the Company (whose registered office appears on page 5 of this document) accept responsibility, both collectively and individually, for the information contained in this document. To the best of the knowledge and belief of the Directors and the Company (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

**This document should be read in its entirety. Your attention is drawn to the letter from the Chairman of Totally plc set out on pages 5 to 7 of this document, which confirms that the Directors unanimously recommend that you vote in favour of the Resolution to be proposed at the General Meeting referred to below.**

**Notice convening a General Meeting of the Company to be held at 10.00 a.m. on 8 May 2018 at the Company's registered office at Hamilton House, Mabledon Place, London WC1H 9BB is set out at the end of this document. All Shareholders are urged to complete, sign and return the enclosed Form of Proxy, whether or not they intend to be present at the General Meeting, in accordance with the instructions printed thereon so as to arrive as soon as possible and in any event, in order to be valid, so as to be received by the Company not later than 10.00 a.m. on 3 May 2018, or, in the event of an adjournment of the meeting, 48 hours before the adjourned meeting (excluding non-working days). The completion and return of a Form of Proxy will not preclude a Shareholder from attending and voting in person at the General Meeting should they wish to do so.**

Shareholders who hold their shares in uncertificated form in CREST may appoint a proxy or proxies by utilising the CREST electronic proxy appointment service in accordance with the procedures described in the CREST Manual as set out in the Notice of General Meeting at the end of this document. Proxies submitted via CREST must be received by Share Registrars Limited (ID 7RA36) no later than 10.00 a.m. on 3 May 2018, or, in the event of an adjournment of the meeting, 48 hours before the adjourned meeting (excluding non-working days). The appointment of a proxy using the CREST electronic proxy appointment service will not preclude a Shareholder from attending and voting in person at the General Meeting should they wish to do so.

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## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

**2018**

Latest time and date for receipt of Forms of Proxy for the General Meeting	10.00 a.m. on 3 May
Time and date of General Meeting	10.00 a.m. on 8 May

**Notes:**

- (1) All references in this document to time are to London time.
- (2) If any of the above times or dates should change, the revised times and/or dates will be notified to Shareholders by announcement through a regulatory information service.

## DEFINITIONS

The following definitions apply throughout this document (including the Notice of General Meeting) and in the accompanying Form of Proxy, unless the context requires otherwise:

<b>"Board" or "Directors"</b>	the directors of the Company, as at the date of this document, whose names are set out on page 5 of this document;
<b>"Company"</b>	Totally plc, a company incorporated in England and Wales with registered number 03870101 whose registered office is at Hamilton House, Mabledon Place, London WC1H 9BB;
<b>"CREST"</b>	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the operator (as defined in those regulations);
<b>"CREST Manual"</b>	the CREST Manual referred to in agreements entered into by Euroclear and available at <a href="http://www.euroclear.com/CREST">www.euroclear.com/CREST</a> ;
<b>"CREST Regulations"</b>	the Uncertificated Securities Regulations 2001 (S.I. 2001 No. 3755);
<b>"Euroclear"</b>	Euroclear UK & Ireland Limited;
<b>"Issued Share Capital"</b>	the 59,795,172 Ordinary Shares of 10 pence each in issue as at 19 April 2018 which is the latest practicable date before publication of this document (excluding treasury shares);
<b>"Form of Proxy"</b>	the form of proxy which accompanies this document for use by Shareholders in connection with the General Meeting;
<b>"General Meeting"</b>	the general meeting of the Company convened to be held at 10.00 a.m. on 8 May 2018 and any adjournment thereof, to consider and, if thought fit, pass the Resolution, notice of which is set out at the end of this document;
<b>"Notice of General Meeting"</b>	the notice of General Meeting set out at the end of this document;
<b>"Ordinary Shares"</b>	ordinary shares of 10 pence each in the capital of the Company;
<b>"Resolution"</b>	the special resolution set out in the Notice of General Meeting;
<b>"Shareholders"</b>	holders of Ordinary Shares in the Company from time to time;
<b>"uncertificated form" or "in uncertificated form"</b>	recorded on the relevant register of the share or security concerned as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST; and
<b>"UK"</b>	the United Kingdom of Great Britain and Northern Ireland.

## LETTER FROM THE CHAIRMAN OF TOTALLY PLC

### TOTALLY PLC

*Incorporated in England and Wales under the Companies Act 1985 with registered number 03870101*

*Directors:*

Robert (Bob) Holt (*Chairman*)  
Wendy Jayne Lawrence (*Chief Executive Officer*)  
Lisa Barter-Ng (*Finance Director*)  
Gloria Ann Cooke (*Clinical Quality Director*)  
Donald (Don) Ahelan Baladasan (*Non-executive Director*)  
Anthony (Tony) Rhys Bourne (*Non-executive Director*)  
Michael (Mike) Greig Rogers (*Non-executive Director*)

*Registered office:*

Hamilton House  
Mabledon Place  
London  
WC1H 9BB

20 April 2018

Dear Shareholder

#### **Notice of General Meeting**

##### **1. Introduction**

I am writing to you to set out details of your Board's proposal to seek authority from Shareholders for the Company to make market purchases of its own Ordinary Shares.

The purpose of this document is to provide you with details of the Resolution to be proposed to Shareholders at the forthcoming General Meeting. The formal Notice of General Meeting is set out at the end of this document and a Form of Proxy is also enclosed for you to complete, sign and return.

##### **2. Background to, and reasons for, the Resolution**

The Company has a stated buy and build expansion strategy in the out-of-hospital healthcare sector, the implementation of which depends upon strong, ongoing support from Shareholders.

The Company holds surplus cash resources which are not required in the normal day-to-day management of its business so the Directors intend to use the authority granted by the Resolution to make market purchases of Ordinary Shares as a method of returning that surplus cash to Shareholders.

The Directors will only exercise the authority to purchase Ordinary Shares where they consider that such purchases will be in the best interests of Shareholders generally. Any market purchase of Ordinary Shares by the Company will therefore be considered, and undertaken, on a case by case basis.

Further details of the Resolution are set out in paragraph 3 below.

### **3. The Resolution**

The Resolution seeks authority for the Company to make market purchases of its own Ordinary Shares and is proposed as a special resolution. As a special resolution, the Resolution requires votes in favour representing 75 per cent. or more of the votes cast (in person or by proxy) at the General Meeting in order to be passed.

If passed, the Resolution gives authority for the Company to purchase up to 5,979,517 of its Ordinary Shares, representing just under 10 per cent. of the Issued Share Capital.

The Resolution specifies the minimum and maximum prices which may be paid for any Ordinary Shares purchased under the authority. The authority will expire on the earlier of the date 15 months from the date of the passing of the Resolution and the conclusion of the Company's 2018 annual general meeting.

The Company may either cancel any Ordinary Shares it purchases under the authority granted by the Resolution or transfer them into treasury (and subsequently sell or transfer them out of treasury or cancel them). The Directors currently intend to cancel all shares purchased under the authority granted by the Resolution.

### **4. The General Meeting**

Set out at the end of this document is a notice convening the General Meeting to be held on 8 May 2018 at the Company's registered office at Hamilton House, Mabledon Place, London WC1H 9BB at 10.00 a.m., at which the Resolution will be proposed.

### **5. Action to be taken**

**A Form of Proxy for use in connection with the General Meeting accompanies this document. Whether or not you intend to be present at the General Meeting, you are requested to complete, sign and return the Form of Proxy in accordance with the instructions thereon to Share Registrars Limited at The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR, as soon as possible, but in any event so as to be received by no later than 10.00 a.m. on 3 May 2018, or, in the event of an adjournment of the meeting, 48 hours before the adjourned meeting (excluding non-working days).**

**If you hold your shares in uncertificated form in CREST, you may appoint a proxy or proxies by utilising the CREST electronic proxy appointment service in accordance with the procedures described in the CREST Manual as set out in the Notice of General Meeting at the end of this document. Proxies submitted via CREST must be received by Share Registrars Limited (ID 7RA36) no later than 10.00 a.m. on 3 May 2018, or, in the event of an adjournment of the meeting, 48 hours before the adjourned meeting (excluding non-working days). The appointment of a proxy using the CREST electronic proxy appointment service will not preclude a Shareholder from attending and voting in person at the General Meeting should they wish to do so.**

## **6. Recommendation**

The Directors consider that the proposals to be considered at the General Meeting are in the best interests of the Company and its Shareholders as a whole and are most likely to promote the success of the Company. Accordingly, the Directors unanimously recommend that you vote in favour of the Resolution to be proposed at the General Meeting as they intend to do in respect of their own beneficial holdings currently amounting to 2.28 per cent. of the Issued Share Capital.

Yours faithfully

**Bob Holt**

Chairman

## NOTICE OF GENERAL MEETING

# TOTALLY PLC

*Incorporated in England and Wales under the Companies Act 1985 with registered number 03870101*

Notice is hereby given that a general meeting ("**General Meeting**") of Totally plc ("**Company**") will be held at the Company's registered office at Hamilton House, Mabledon Place, London WC1H 9BB on 8 May 2018 at 10.00 a.m.

You will be asked to consider and vote on the resolution below which will be proposed as a special resolution.

### 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.



*Dated: 20 April 2018*

*Registered office:*

Hamilton House  
Mabledon Place  
London  
WC1H 9BB

By order of the Board:

**John Charlton**

Company secretary

*Registered number: 03870101*

## **Notes to the Notice of General Meeting**

1. Only those shareholders registered in the Company's register of members at:
  - 6.00 p.m. on 3 May 2018; or,
  - if the General Meeting is adjourned, at 6.00 p.m. on the day two days prior to the adjourned meeting (excluding non-working days),

shall be entitled to attend, speak and vote at the General Meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the General Meeting.

2. If you are a shareholder who is entitled to attend and vote at the General Meeting, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the General Meeting and you should have received a Form of Proxy with this Notice of General Meeting. A proxy does not need to be a shareholder of the Company but must attend the General Meeting to represent you. You can only appoint a proxy using the procedures set out in these notes and the notes to the Form of Proxy.
3. You may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy, you can obtain additional Forms of Proxy from the Company's registrars, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR, tel: +44 (0) 1252 821390. Alternatively, the Form of Proxy may be photocopied prior to completion. You will need to state clearly on each Form of Proxy the number of shares in relation to which the proxy is appointed. If you wish your proxy to speak on your behalf at the General Meeting you will need to appoint your own choice of proxy (not the chairman) and give your instructions directly to them.
4. Shareholders can:
  - Appoint a proxy or proxies and give proxy instructions by returning the enclosed Form of Proxy by post (see note 6).
  - If a CREST member, register their proxy appointment by utilising the CREST electronic proxy appointment service (see note 7).
5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the General Meeting.
6. The notes to the Form of Proxy explain how to direct your proxy how to vote on each resolution or withhold their vote.  
To appoint a proxy using the Form of Proxy, the form must be:
  - completed and signed;
  - sent or delivered to Share Registrars Limited at The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR; and
  - received by Share Registrars Limited no later than 10.00 a.m. on **3 May 2018**.

In the case of a shareholder which is a company, the Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.

If you have not received a Form of Proxy and believe that you should have one, or if you require additional Forms of Proxy, please contact Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR, tel: +44 (0) 1252 821390.

7. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

For a proxy appointment or instructions made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("**EUI**") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Share Registrars Limited (ID 7RA36) no later than 10.00 a.m. on 3 May 2018, or, in the event of an adjournment of the General Meeting, 48 hours before the adjourned meeting (excluding non-working days). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular message. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member, or has appointed a voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

8. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
9. Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy Form of Proxy and would like to change the instructions using another hard-copy Form of Proxy, please contact Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR, tel: +44 (0) 1252 821390.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

10. A shareholder may change a proxy instruction but to do so you will need to inform the Company in writing by sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR. In the case of a shareholder which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by Share Registrars Limited no later than 10.00 a.m. on 3 May 2018.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the General Meeting and vote in person.

Appointment of a proxy does not preclude you from attending the General Meeting and voting in person. If you have appointed a proxy and attend the General Meeting in person, your proxy appointment will automatically be terminated.

11. A corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that no more than one corporate representative exercises powers over the same share.
12. As at 6.00 p.m. on 19 April 2018, which is the latest practicable date before publication of this notice, the Company's issued share capital comprised 59,795,172 ordinary shares of 10 pence each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 6.00 p.m. on 19 April 2018 is 59,795,172.

13. Except as provided above, shareholders who wish to communicate with the Company in relation to the General Meeting should do so by writing to the Company's registrars, Share Registrars Limited at The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR.

No other methods of communication will be accepted.