



Incorporated and registered in England and Wales with Registered No. 03870101

User name:

Access code:

**You can register your vote(s) online
for the Annual General Meeting at
www.shareregistrars.uk.com**

**Click on the "Proxy Vote" button and then
follow the on-screen instructions**

**Please note that you must submit your
vote by 10.00 am on 25 September 2024**

Form of proxy

For use at the Annual General Meeting to be held at the registered office of Totally plc (the "Company") at Cardinal Square First Floor – West, 10 Nottingham Road, Derby, England DE1 3QT, on 27 September 2024 at 10.00 am.

I/We, being a member of the Company and entitled to vote at the Annual General Meeting, hereby appoint the Chairman of the meeting or _____

as my/our proxy to vote for me/us and on my/our behalf in the manner indicated below at the Annual General Meeting of the Company to be held at the registered office of the Company at Cardinal Square First Floor – West, 10 Nottingham Road, Derby, England DE1 3QT, on 27 September 2024 at 10.00 am and at any adjournment thereof.

Please indicate with an "X" in the appropriate space opposite each resolution how you wish your vote to be cast.

Resolutions	For	Against	Vote withheld
Ordinary Resolutions			
1. To receive and adopt the audited annual accounts for the Company for the financial year ended 31 March 2024, together with the report of the Directors and the report of the auditor thereon.			
2. 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.			
3. To re-appoint Simon Stilwell as a Director of the Company, who, having been appointed since the last annual general meeting of the Company, retires in accordance with Article 21 of the Company's Articles of Association.			
4. To re-appoint Bob Forsyth as a Director of the Company, who, having been appointed since the last annual general meeting of the Company, retires in accordance with Article 21 of the Company's Articles of Association.			
5. To re-appoint Laurence Goldberg as a Director of the Company, who, having been appointed since the last annual general meeting of the Company, retires in accordance with Article 21 of the Company's Articles of Association.			
6. To re-appoint RPG Crouch Chapman LLP as auditor of the Company and to authorise the Directors to fix its remuneration.			
7. To authorise the Directors to allot shares in the Company and/or grant rights to subscribe for, or to convert any security into, shares in the Company, in accordance with Section 551 of the Companies Act 2006.			
Special Resolutions			
8. To disapply the statutory pre-emption rights in connection with the allotment of shares in the Company for cash.			
9. To disapply the statutory pre-emption rights in connection with the allotment of shares in the Company for cash for the purposes of financing or refinancing an acquisition.			
10. To authorise the Company to make market purchases of its own shares.			

Enter number of shares in relation to which your proxy is authorised to vote or leave it blank to authorise your proxy to act in relation to your entire holding

Please also tick this box if you are appointing more than one proxy

Signature(s)

Date

Please return this form of proxy to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX, to arrive no later than 10.00 am on 25 September 2024.

There is no need to return this form of proxy if you have voted online.

Notes:

1. If you wish to vote at the Annual General Meeting but are unable to attend in person, you may appoint a proxy to exercise all or any of your rights to attend, speak and vote on your behalf by completing this form of proxy. A proxy need not be a member of the Company but must attend the meeting to represent you. If you wish to appoint a proxy other than the Chairman, you should delete the words "the Chairman of the meeting or" and enter the name of the proxy where indicated on this form of proxy. Your changes should be initialled. If you sign and return this form of proxy with no name of your proxy inserted where indicated, the Chairman of the meeting will be deemed to be your proxy.
2. If your proxy is being appointed in relation to less than your full voting entitlement, please enter in the space provided the number of shares in relation to which they are authorised to vote. If this space is left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this form of proxy has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
3. You may appoint more than one proxy provided that each proxy is appointed in respect of the rights attached to a different share or shares held by you. You may not appoint more than one proxy to exercise rights attached to the same share(s). To appoint more than one proxy you may photocopy this form of proxy. Please mark the box on the form of proxy above with an "X" to indicate that the proxy appointment is one of multiple instructions being given and insert in the box where indicated the number of shares in relation to which they are entitled to act as your proxy (which, in aggregate, should not exceed the total number of shares held by you). All forms of proxy must be signed.
4. Appointment of a proxy using this form of proxy (or submission of a CREST Proxy Instruction or appointment of a proxy electronically, as described in the Notice of Annual General Meeting) does not preclude a member from attending the meeting and voting in person.
5. Any alteration to this form of proxy must be initialled.
6. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, those shareholders registered on the register of members of the Company at 10.00 am on 25 September 2024 or, in the event that the meeting is adjourned, on the register of members 48 hours (ignoring any part of a day that is not a working day) before the start of any adjourned meeting shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at the relevant time. Changes to entries on the register of members after such time(s) and date(s) (as applicable) shall be disregarded in determining the rights of any person to attend and vote at the meeting.
7. To be effective, this form of proxy, duly completed, must be lodged with Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX, by 25 September 2024, being not less than 48 hours (ignoring any part of a day that is not a working day) before the time appointed for the meeting (10.00 am on 27 September 2024) or any adjournment thereof together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney.
8. If you want your proxy to vote in a certain way on the resolutions specified please place a mark ("X") in the "For", "Against" or "Vote withheld" box for the relevant resolution. The "Vote withheld" option is provided to enable you to instruct your proxy to abstain on any particular resolution. However, it should be noted that a vote withheld in this way is not a vote in law and will not be counted in the calculation of the proportion of votes "For" and "Against" any particular resolution. In the absence of instructions, the person(s) you have appointed as your proxy(ies) may vote as they choose or may decide not to vote at all and, unless otherwise instructed, may also vote or abstain from voting on any other matter which may properly come before the Annual General Meeting (including motions to amend resolutions or adjourn the meeting).
9. In the case of a corporation, this form of proxy must be executed under its common seal or under the hand of an officer or agent who is duly authorised in writing to sign on behalf of the corporation. In the case of an individual, this form of proxy must be signed by the individual or by an attorney duly authorised to sign on his/her behalf. In the case of joint shareholders, the signature of the senior shareholder (seniority to be determined by the order in which the names stand on the register of members) shall be accepted to the exclusion of all other joint holders. The names of all joint shareholders should be stated at the top of the form of proxy.
10. 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. For details of how to change your proxy instructions or revoke your proxy appointment, see the Notes to the Notice of Annual General Meeting.
11. CREST members who wish to appoint a proxy or proxies electronically or by using the CREST electronic appointment service should refer to the Notes to the Notice of Annual General Meeting.