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3 September 2024

Dear Shareholder,

### **2024 Annual General Meeting**

This year's Annual General Meeting (the "**AGM**") of Totally plc (the "**Company**") will be held at the registered office of the Company at Cardinal Square First Floor – West, 10 Nottingham Road, Derby, England DE1 3QT at 10.00 am on Friday 27 September 2024.

The notice convening the AGM is set out on pages 2 to 5. An explanation of the business to be considered at the meeting is contained on pages 6 and 7.

This year (as for last year's AGM), shareholders are being encouraged to vote online by visiting [www.shareregistrars.uk.com](http://www.shareregistrars.uk.com). Details of how to appoint a proxy electronically are set out in note 2 of the Notes to the Notice of Annual General Meeting on page 4.

Alternatively, shareholders can complete the hard-copy form of proxy which accompanies the Notice of Annual General Meeting or, in the case of CREST members, utilise the CREST proxy appointment service.

**Please submit your proxy appointment, in accordance with the relevant instructions, so as to be received as soon as possible and by no later than 10.00 am on Wednesday 25 September 2024. Further information on the various ways you can appoint a proxy is given in notes 1 to 4 of the Notes to the Notice of Annual General Meeting on page 4.**

We recommend that all shareholders appoint the Chairman of the meeting as their proxy. This will ensure that your vote is counted even if attendance at the meeting is restricted or you or any other proxy you might appoint are unable to attend in person.

### **Recommendation**

The Board recommends that shareholders vote in favour of Resolutions 1 to 10 being proposed at the AGM, each of which they consider to be in the best interests of shareholders as a whole.

Yours sincerely

**Simon Stilwell**

Chair

# Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (the **"AGM"**) of Totally plc (registered in England and Wales with registered number 03870101) (the **"Company"**) will be held at the registered office of the Company at Cardinal Square First Floor – West, 10 Nottingham Road, Derby, England DE1 3QT at 10.00 am on Friday 27 September 2024 for the transaction of the following business:

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 2024, together with the report of the Directors of the Company (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 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.

As Special Business to consider and, if thought fit, pass the following resolutions of which Resolution 7 will be proposed as an Ordinary Resolution and Resolutions 8 to 10 will be proposed as Special Resolutions:

7. 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:
  - 7.1. such power be limited to the allotment of shares and/or the grant of Rights with an aggregate nominal value of up to £6,551,560.00 being one-third of the Company's current issued ordinary share capital; and
  - 7.2. 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.

8. That, subject to the passing of Resolution 7 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 7 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:
  - 8.1. 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
  - 8.2. the allotment of equity securities or sale of treasury shares (otherwise than pursuant to sub-paragraph 8.1 above) to any person up to an aggregate nominal value of £982,734.00, being 5% 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.

9. That, subject to the passing of Resolution 7 above, the Directors be and are empowered, in addition to any authority granted under Resolution 8 above, 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 7 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:

9.1. limited to the allotment of equity securities or sale of treasury shares to any person up to an aggregate nominal value of £982,734.00, being 5% of the Company's current issued ordinary share capital; and

9.2. used only for the purpose of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice of Annual General Meeting,

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.

10. To authorise the Company generally and unconditionally to make market purchases (within the meaning of Section 693(4) of the Act) of ordinary shares of 10p each provided that:

10.1. the maximum aggregate number of ordinary shares that may be purchased is 19,654,680;

10.2. the minimum price (excluding expenses) which may be paid for each ordinary share is 10 pence; and

10.3. the maximum price (excluding expenses) which may be paid for each ordinary share is the higher of:

(i) 105% 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.

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 end of the next annual general meeting of the Company to be held after the date of the passing of this resolution 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.

By order of the Board

**John Charlton**  
Company Secretary

Registered office:  
Cardinal Square First Floor – West  
10 Nottingham Road  
Derby  
DE1 3QT

Dated: 3 September 2024

Please see the Notes to the Notice of Annual General Meeting and Explanatory Notes to the Notice of Annual General Meeting overleaf.

# Notes to the Notice of Annual General Meeting

1. A member entitled to attend and vote at the AGM is entitled to appoint one or more proxies (who need not be a member of the Company but who must attend the AGM to represent you) to attend, speak and vote on their behalf. In order to be valid, an appointment of proxy must be returned by one of the following methods:

- by appointing a proxy electronically in accordance with the procedures set out in note 2;
- by completing a hard-copy form of proxy in accordance with the procedures set out in note 3; or
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 4,

and in each case to be valid must be received by Share Registrars Limited not less than 48 hours before the time of the AGM or adjourned meeting (excluding any part of a day that is not a working day).

2. To appoint a proxy electronically, visit [www.shareregistrars.uk.com](http://www.shareregistrars.uk.com), click on the "Proxy Vote" button and then follow the on-screen instructions. Electronic facilities are available to all members and those who use them will not be disadvantaged. If you need help with appointing a proxy electronically, contact our Registrars, Share Registrars Limited, on +44 (0) 1252 821390. For an electronic proxy appointment to be valid, your appointment must be received by Share Registrars Limited not less than 48 hours before the time of the AGM or adjourned meeting (excluding any part of a day that is not a working day).
3. To appoint a proxy using the hard-copy form of proxy, the form of proxy must be completed, signed and returned, together with the power of attorney or other authority, if any, under which it is signed, or a duly certified copy of such power or authority, by post, by courier or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX. The hard-copy form of proxy must be completed and signed by the shareholder appointing the proxy or by their attorney duly authorised in writing. If the shareholder is a company, the hard-copy form of proxy should be sealed with its common seal or signed on its behalf by an officer or an attorney of the company or other person authorised to sign it. In order for a hardcopy form of proxy to be valid, it must be received by Share Registrars Limited not less than 48 hours before the time of the AGM.
4. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) of it by utilising 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. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & International 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 relates to the appointment of a proxy or to 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) not less than 48 hours before the time of the AGM or adjourned meeting (excluding any part of a day that is not a working day). For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp 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.

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.

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 their 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.

5. 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).
6. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see note 1 above) also applies 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, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX, 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.

7. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX. The revocation notice must be received by Share Registrars Limited not less than 48 hours before the time of the AGM or adjourned meeting (excluding any part of a day that is not a working day). In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer or attorney of the company or other person authorised to sign it. 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.
8. 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.
9. The completion of a form of proxy does not preclude a member from attending the AGM and voting in person. If you have appointed a proxy and attend the AGM in person, your proxy appointment will automatically be terminated.
10. As permitted by Regulation 41 of the Uncertificated Securities Regulations 2001, only those shareholders who are registered on the Company's register of members at 10.00 am on the day two working days prior to the AGM or adjourned meeting shall be entitled to attend and speak at the AGM and to vote in respect of the number of ordinary shares registered in their names at that time. Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend and/or vote at the AGM.
11. You may not use any electronic address provided in this Notice of Annual General Meeting or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

# Explanatory notes to the Notice of Annual General Meeting

## Resolution 1

The Directors are required by law to lay the Company's audited annual accounts and Directors' Report and Auditor's Report for the financial year ended 31 March 2024 before a general meeting of the Company.

## Resolutions 2, 3, 4 and 5

Under the terms of the Company's Articles of Association, the nearest number to, but not greater than, one-third of the Directors of the Company (who are not otherwise required to resign) must resign at the AGM and may offer themselves for re-appointment. The longest serving Directors must resign or, where they have been in office for the same period of time, the Directors to resign are chosen by lot (unless they otherwise agree among themselves).

Currently the Board of Directors has six Directors. Simon Stilwell, Bob Forsyth and Laurence Goldberg were appointed as Directors since the last annual general meeting of the Company and so are required to retire by Article 21 of the Company's Articles of Association. Simon Stilwell, Bob Forsyth and Laurence Goldberg offer themselves for re-election.

Of the three remaining Directors, one has to retire pursuant to Article 24 of the Company's Articles of Association. Anthony Bourne has been the longest in office since his appointment or last re-election and accordingly Anthony Bourne will retire by rotation and offers himself for re-election at the AGM.

## Resolution 6

The auditor is required to be re-appointed at each annual general meeting at which the Company's audited accounts are laid. The Directors, on the recommendation of the Audit Committee (which has evaluated the effectiveness and independence of the external auditor), are proposing the re-appointment of RPG Crouch Chapman LLP as auditor. This resolution also authorises the Directors to fix the auditor's remuneration.

## Resolution 7

Under the Act, the Directors may only allot shares if authorised to do so. It is customary to grant a new authority at each annual general meeting. Accordingly, this resolution will be proposed as an ordinary resolution to grant a new authority to allot shares and/or grant Rights with an aggregate nominal value of up to £6,551,560.00 which represents one-third of the Company's issued ordinary share capital as at 2 September 2024, being the last business day before the date of this document. If given, this authority will expire at the end of the next annual general meeting of the Company to be held after the date of the passing of the resolution or, if earlier, 15 months from the date of the passing of the resolution. Although the Directors currently have no present intention of exercising this authority, passing this resolution will allow the Directors flexibility to act in the best interests of the Company's shareholders when opportunities arise.

## Resolution 8

The Directors require additional authority from the Company's shareholders to allot shares or sell treasury shares where they propose to do so for cash and otherwise than to the Company's shareholders pro rata to their holdings. This resolution will give the Directors power to issue new ordinary shares or sell treasury shares for cash other than to the Company's shareholders on a pro rata basis: (i) by way of a rights or similar issue; or (ii) with a nominal value of up to £982,734.00 which represents 5% of the Company's issued ordinary share capital as at 2 September 2024, being the last business day before the date of this document. If given, this authority will expire at the end of the next annual general meeting of the Company to be held after the date of the passing of the resolution or, if earlier, 15 months from the date of the passing of the resolution. This resolution will be proposed as a special resolution. Although the Directors currently have no present intention of exercising this authority, passing this resolution will allow the Directors flexibility to act in the best interests of the Company's shareholders when opportunities arise.

## Resolution 9

In addition to the power conferred by Resolution 8, the Directors are seeking additional authority from the Company's shareholders to allot shares or sell treasury shares where they propose to do so for cash and otherwise than to the Company's shareholders pro rata to their holdings in relation to an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice of Annual General Meeting (the "Statement of Principles").

This resolution is in line with Statement of Principles (as updated in November 2022), and the template resolutions published by the Pre-Emption Group in November 2022.

The Directors confirm that they will not allot shares for cash on a non-pre-emptive basis pursuant to the authority in Resolution 9 other than in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

The Directors currently intend that any exercise of the authority conferred by this resolution would be made in connection with an acquisition consistent with the Company's stated buy and build strategy.

**Resolution 10**

This resolution seeks authority for the Company to make market purchases of its own ordinary shares and is proposed as a special resolution. If passed, the resolution gives authority for the Company to purchase up to 19,654,680 of its ordinary shares, representing 10% of the Company's issued ordinary share capital (excluding treasury shares) as at 2 September 2024, being the last business day before the date of this document.

The resolution specifies the minimum and maximum prices which may be paid for any ordinary shares purchased under this authority. The authority will expire on the earlier of the date 15 months from the date of the passing of the resolution and the end of the Company's next annual general meeting.

The Directors do not currently have any intention of exercising the authority granted by this resolution. 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 and will result in an increase in earnings per ordinary share.

The Company may either cancel any shares it purchases under this authority 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 this authority.



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