

23 October 2017

**Totally plc**  
**("Totally", "the Company" or the "Group")**

**Acquisition of Vocare Limited**

**Result of General Meeting, Issue of Equity, Directorate Change and Change of Accounting Reference Date**

The Board of Totally plc (AIM: TLY), the provider of a range of out-of-hospital services to the UK healthcare sector, is pleased to announce that further to its announcement on 6 October 2017, all Resolutions regarding the proposed acquisition of Vocare Limited ("Vocare"), one of the leading providers of urgent care services in the UK (the "Acquisition"), were passed with the requisite majority at the General Meeting of the Company held earlier today.

The Acquisition was dependent on Shareholder approval at a General Meeting, where it was agreed to acquire the entire issued and to be issued share capital of Vocare, for a total consideration of up to £11.0 million on a cash free and debt free basis, with a normalised level of working capital.

The Acquisition has now been approved by shareholders of the Company and is expected to complete with effect from Admission on 24 October 2017.

**Wendy Lawrence, CEO of Totally, said:** *"We are extremely pleased that our Shareholders have recognised the strategic and financial benefits that the Acquisition of Vocare will bring to the Enlarged Group. The services offered by Vocare fit perfectly with our existing business model and will complement the services already offered across our other subsidiary businesses. The transaction is another important milestone for Totally as we continue to execute our buy and build strategy, working towards becoming the leading out-of-hospital care provider in the UK.*

*"We are excited about the future of our business and look forward to working closely with the team at Vocare to provide a best in class healthcare service whilst seamlessly integrating it into the wider Group. We will update shareholders on our progress and developments in due course."*

**Director Appointment**

As set out in the Admission Document, the appointment of Lisa Barter-Ng to the board of the Company as Finance Director will take effect from 24 October 2017. Don Baladasan, the Company's existing Finance Director, will become a Non-Executive Director with effect from 24 October 2017.

Lisa Barter has been a chartered accountant for over 20 years and has extensive finance experience having spent the last 13 years working in finance in the independent healthcare sector. Prior to joining Totally in August 2017, Lisa was the Head of Divisional Finance for the healthcare division of Care UK and was employed by Care UK for over 10 years in a senior finance capacity. Care UK is England's largest independent provider of NHS services and has a diverse portfolio of healthcare services which include elective surgery treatment centres, provision of healthcare in UK prisons, urgent care centres as well as OOH and NHS 111 services. Lisa also played a key role as Financial

Controller at Mercury Health Ltd during which time she established a team and implemented finance processes and systems prior to the company's acquisition by Care UK in 2007. The healthcare division of Care UK continued to grow to become a £380 million revenue business. Lisa started her finance career at Ernst & Young in 1990 where she qualified as a chartered accountant and she has also held roles as finance manager in both Hewlett Packard and Oracle.

Lisa does not currently hold any directorships or partnerships, nor has she held any in the previous five years.

Lisa Barter-Ng (known as Lisa Barter), aged 46, was formerly known as Lisa Barter (maiden name) and Cresswell (former married name).

### **Change of Accounting Reference Date**

The Company confirms that, further to the announcement made on 6 October 2017, its accounting reference date will change to 31 March conditional on statutory notification to Companies House and is expected to be in effect by end of November.

### **Issue of Equity, Admission and Total Voting Rights**

7,306,889 have been issued and allotted pursuant to the Proposals comprising the Consideration Shares issued to the Vendors as part of the consideration for the Acquisition. The Consideration Shares have been credited as fully paid and will be identical to and rank *pari passu* in all respects with the Existing Ordinary Shares.

Application has been made to the London Stock Exchange for the enlarged issued share capital of 59,795,172 ordinary shares of 10 pence each in the Company to be admitted to trading on AIM. Admission is expected to take place at 8.00 a.m. on 24 October 2017.

Following Admission, the issued share capital of the Company will consist of 59,795,172 Ordinary Shares, with one voting right each. The Company does not hold any shares in treasury.

The above figure may be used by shareholders in the Company as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, the share capital of the Company under the FCA's Disclosure and Transparency Rules.

The same definitions apply throughout this announcement as are applied in the Admission Document, published on 6 October 2017, copies of which are available on the Company's website, [www.totallyplc.com](http://www.totallyplc.com)

**ENDS**

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### **Notes to Editors**

Totally plc aims to become a leading 'out-of-hospital' healthcare service provider in the UK, helping to address some of the biggest challenges faced by the UK healthcare sector.

By working to deliver preventative and responsive care through its subsidiaries across multiple disciplines, Totally's goal is to improve people's health, reduce healthcare reliance, re-admissions and emergency admissions.

Totally, via its subsidiaries, operates within the UK's outsourced healthcare market, estimated to be worth in excess of £20bn per year for the NHS alone. Out-of-Hospital services include care in the community, GP surgeries, patients' homes, prisons and other public sector organisations, places of work as well as mobile locations and urgent care solutions.

The Company is currently engaged in delivering a progressive 'buy and build' consolidation strategy within the UK's fragmented healthcare market and raised £18 million in February 2017 to capitalise on the attractive opportunities that its disruptive, outcome-based, outsourced healthcare service model offers, to ultimately deliver value to shareholders as it continues to build critical mass in 2017 and beyond. On 6 October 2017, the Company announced its proposed acquisition of Vocare Limited, a UK urgent care specialist providing services to 9.2 million patients per year, for up to £11.0 million.

[www.totallyplc.com](http://www.totallyplc.com)

**Premier Physical Healthcare - occupational physiotherapy to NHS, prisons and the police force**  
(acquired April 2016)

A wholly owned subsidiary of Totally plc, provides a comprehensive range of treatments and advice for musculoskeletal injuries and conditions. It delivers physiotherapy and podiatry to NHS patients and also has contracts with various police forces and prison sites; as well as providing occupational health and ergonomic services to corporate clients, such as display screen equipment assessments; post-injury returns to work suitability assessments; podiatry treatment; and sports massage services. Totally completed the acquisition of Premier Physical Healthcare Limited on 1 April 2016.

[www.premierphysicalhealthcare.co.uk](http://www.premierphysicalhealthcare.co.uk)

**About Health Limited - provider of community based dermatology services and referral management services** (acquired June 2016)

A wholly owned subsidiary of Totally plc and a leading provider of dermatology and referral management services to the NHS in the UK. About Health has been providing community based health services under contract to the NHS since 2009 and the company is CQC registered. Totally completed the acquisition of About Health Limited on 15 June 2016.

[www.abouthealthgroup.com](http://www.abouthealthgroup.com)

**Optimum Physiotherapy Limited - providing physiotherapy to private markets** (acquired November 2016)

A wholly owned subsidiary of Totally plc, provides physiotherapy services in 24 towns across 10 counties in the UK. Optimum has a talented team of physiotherapists, strength and conditioning coaches and rehabilitation specialists to assist clients both in injury recovery and in training to prevent injuries occurring. Optimum became one of the first physiotherapy providers in the UK to obtain ISO9001:2008 certification in 2013. Totally completed the acquisition of Optimum Sports Performance Centre Limited on 14 November 2016.

[www.optimum-hcs.com](http://www.optimum-hcs.com)

**Totally Health - clinical health coaching via B2B model to the NHS and the private sector as well as D2C health coaching to individuals and families**

A wholly owned subsidiary of Totally plc, provides an innovative model of medically driven, and personalised Clinical Health Coaching to educate patients and give them confidence to self-manage their conditions. The service supports the management of long term conditions in patients such as chronic obstructive pulmonary disease (COPD), diabetes and wider wellness issues such as smoking cessation and obesity management.

[www.totallyhealth.com](http://www.totallyhealth.com)

Totally health also offers direct to consumer health-coaching through My Clinical Coach. Individuals or their families can choose to subscribe to the service, which is a personal, professional, clinically-focused and patient-centred service, tailored for each individual.

[www.myclinicalcoach.com](http://www.myclinicalcoach.com)