

6 November 2019

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

**Interim results for the six months ended 30 September 2019**

Totally (AIM: TLY), the provider of a range of services to the healthcare sector, is pleased to announce its unaudited interim results for the six months ended 30 September 2019.

**Operational highlights**

**Urgent care division:**

- Completed £9.7 million fundraise and highly complementary, transformative acquisition of Greenbrook Healthcare ("**Greenbrook**") in June 2019 giving us a market leading position as the largest private provider of Urgent Treatment Centres in England
- Progressed integration of Greenbrook into the enlarged Group
- Vocare Limited ("**Vocare**") secured significant contract extensions across England

**Planned care division:**

- About Health Limited ("**About Health**") secured two new contracts and four contract extensions
- Premier Physical Healthcare ("**Premier**") secured four new contracts and extended fifteen contracts whilst also implementing new pilot schemes across prisons and emergency services
- Totally Health commenced a new contract providing the health coaching element of their back to work schemes for the Department of Work and Pensions

**Totally Healthcare:**

- Start-up insourcing business launched during September 2019 – recruited market leading professionals to lead the business
- Estimated insourcing market size in UK and Ireland of £125 million to £150 million with 4.5 million NHS patients on waiting lists in England alone, an increase of 0.3 million in 12 months with approximately 0.6 million patients waiting longer than NHS England's 18-week target
- Services delivered to date in the Republic of Ireland and Northern Ireland with a pipeline of significant opportunities

**Post period end:**

- Vocare secured contract extensions worth c. £16.6 million in South West London and Scarborough
- Key new contract worth c. £8.3 million secured by Greenbrook for the provision of an Urgent Treatment Centre in Watford, currently being mobilised

**Financial overview\***

- Group turnover of £49.2 million (H1 2018: £40.2 million)
- Gross profit of £9.8 million (H1 2018: £5.7 million)
- Cash at Bank of £8.4 million (31 March 2019: £7.5 million)
- EBITDA profit before exceptional items £2.1 million (H1 2018: EBITDA £0.1 million)
- EBITDA profit including exceptional items £1.3 million (H1 2018: EBITDA £1.0 million)
- Board intends to pay a maiden interim dividend of 0.25 pence per share in February 2020

*\*Period under review includes impact of three months trading performance from Greenbrook since its acquisition in late June 2019*

### **Chairman's Statement**

I am pleased to report on a solid first half which saw us complete the transformational and highly complementary acquisition of Greenbrook Healthcare, offering the Group a greater foothold across the UK in the urgent care sector. Urgent care is one of the cornerstones of the NHS Long Term Plan and, with both Vocare and Greenbrook as part of the Group, Totally has a nationwide footprint in this area with the ability to provide the key services that the Long Term Plan requires. Great progress has been made by the management team integrating Greenbrook and many synergies have already been realised. The Group has also seen good results across the rest of the core business and continues to find many business opportunities across our subsidiaries as we scale the Group.

During September 2019 we launched Totally Healthcare, a business focused on insourcing; an emerging area of healthcare provision which can help to clear long waiting lists. This is an exciting step for us; the market for insourcing is currently estimated by management to be valued at £125m-£150m per annum and is growing rapidly. Our aim is for Totally Healthcare to become the UK and Ireland's market leader in insourcing. With a national platform in place, as well as strong relationships across a number of healthcare commissioners and providers, we are confident that Totally Healthcare will achieve this goal.

As ever, I would like to take this opportunity to thank all stakeholders for their continued support over a period which has positioned the Group for future growth. We look forward to updating the market in due course as we continue to integrate Greenbrook with the wider Group and develop Totally Healthcare into an insourcing market leader.

**Bob Holt**

**Chairman**

**6 November 2019**

### **Operational Review**

I am delighted with the progress that we continue to make across the Group and am pleased to report that, at the half year, we are trading in line with both management and market expectations and the pipeline of opportunities remains strong across all business streams. Alongside sizeable new contracts, extensions and renewals across the Group we also announced, post period end, a key new c. £8.3 million contract win by Greenbrook to provide services at Watford Urgent Treatment Centre, as well as contract extensions for Vocare worth c. £16.6 million and numerous contract variations and extensions in our planned care businesses. These are fantastic achievements, and we are hopeful of being in a position to announce further activity in the near future.

We have continued to ensure that the quality of the services we deliver are of a consistently high standard which is testament to our staff. All of our registered Care Quality Commission ("**CQC**") registered services are rated as Good with the exception of one service which remains at Requiring Improvement. This is a position that all of us at Totally are very proud to have achieved.

We were also pleased to announce the launch of Totally Healthcare which is already actively delivering services in the Republic of Ireland and Northern Ireland. With nearly 4.5 million NHS patients currently on waiting lists in England alone and increasing pressure on NHS services, waiting times and waiting lists are not likely to decline without considerable effort. We see a significant opportunity to benefit patients and hospitals alike, across the UK and Ireland and we are hugely

excited by the opportunity that this presents for the Group. After just the first few weeks of trading we are very pleased with the progress made: patient feedback has been excellent, we have begun a number of discussions with hospitals across the UK and are confident that further new business is imminent.

Following the progress made on the integration of Greenbrook we now have a strengthened nationwide platform for service delivery in integrated urgent care, complementing our planned care subsidiaries which continue to perform well and win new business. We are very excited by the future prospects and are now focused on continuing to build momentum across all our divisions and, as with the recent launch of Totally Healthcare, are looking for opportunities to continue to grow organically into the lucrative and emerging areas of both planned and urgent care.

I would like to thank our shareholders for their support and all of our employees who continue to make such a significant impact on the business and enable it to deliver a high-quality service to patients on behalf of our customers.

**Wendy Lawrence**  
**Chief Executive Officer**  
**6 November 2019**

### **Financial Review**

For the six month period we are pleased to report turnover of £49.2 million (H1 2018: £40.2 million) and earnings before interest, taxation, depreciation and amortisation, excluding exceptional items (EBITDA) of £2.1m (H1 2018: £0.1 million). The loss before tax is £2.6 million (30 September 2018: £0.5 million loss). The loss before tax for the period includes amortisation of acquisition intangibles relating to contracts acquired of £2.5 million (30 September 2018: £0.9 million). These results reflect the impact of three months trading performance from Greenbrook since its acquisition in late June 2019.

An underlying Gross Margin of 17% has been achieved in the first half of the year and is ahead of plan (14% in H1 2018). Discussions continue with healthcare commissioners and providers regarding preparation for winter and how we together manage these. We are excited by the opportunity of further improvement in our gross margin targets as the new Totally Healthcare insourcing business gains further traction and delivers solid gross margin in excess of 20%. Overhead reduction opportunities also continue to deliver as planned.

During the six month period to 30 September 2019, the acquisition of Greenbrook Healthcare was completed. The gross cash consideration for the Greenbrook acquisition was £13.8 million and included cash acquired of £5.8 million. The net cash outflow was £8.0 million. The acquisition was funded through a Placing of shares at 10p per share raising £9.0 million gross, an open Offer which raised £0.74m and the Group's existing cash resources.

The transaction, which was transacted as a reverse takeover and on a 'cash free, debt free' basis plus normalised working capital, was funded through new equity and Totally cash reserves. Totally plc has historically presented the consideration paid in relation to acquisitions in 'gross' terms, thus including the cash acquired, and will continue to do so in the interests of consistency. Accordingly, the total consideration for the acquisition of Greenbrook was £11.5 million on a cash free and debt free basis, with a normalised level of working capital.

### **Maiden Interim Dividend**

The Company intends to pay a maiden interim dividend of 0.25 pence per share in February 2020. The interim dividend will be formally declared and announced ahead of its proposed payment in February 2020. The introduction of a dividend stream for the benefit of shareholders reflects the Group's performance and the Board's confidence in the Group's future prospects.

**Lisa Barter**  
**Finance Director**  
**6 November 2019**

**For further information please contact:**

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**Interim Consolidated Income Statement**  
For the six months ended 30 September 2019

	Six Months ended 30 September 2019* (unaudited)	Six Months ended 30 September 2018** (unaudited)	Year ended 31 March 2019 (audited)
	£000	£000	£000
Revenue	49,221	40,164	78,007
Cost of sales	(39,397)	(34,475)	(65,939)
<b>Gross profit</b>	<b>9,824</b>	<b>5,689</b>	<b>12,068</b>
Administrative expenses	(7,748)	(5,594)	(10,962)
<b>EBITDA excluding exceptional items</b>	<b>2,076</b>	<b>95</b>	<b>1,106</b>
Exceptional items	(790)	912	126
<b>EBITDA including exceptional items</b>	<b>1,286</b>	<b>1,007</b>	<b>1,232</b>
Depreciation and amortisation	(3,755)	(1,420)	(2,822)
<b>Operating loss</b>	<b>(2,469)</b>	<b>(413)</b>	<b>(1,590)</b>
Finance income	2	2	3
Finance costs	(153)	(129)	(228)
<b>Loss before tax</b>	<b>(2,620)</b>	<b>(540)</b>	<b>(1,815)</b>
Income tax	363	(231)	313
<b>Loss after tax</b>	<b>(2,257)</b>	<b>(771)</b>	<b>(1,502)</b>
<b><u>(Loss)/earnings per share</u></b>			
Continuing operations			
Basic: Pence	(1.75)	(1.29)	(2.51)
Diluted: Pence	(1.75)	(1.29)	(2.51)

\* The financial results for the six months to 30 September 2019 include the impact of three months trading performance from Greenbrook which was acquired on 20 June 2019.

\*\* The financial results for the six months to 30 September 2018 do not include Greenbrook which was acquired on 20 June 2019.

**Interim Consolidated Statement of Changes in Equity**  
For the six months ended 30 September 2019

	Share capital	Share premium	Retained earnings	Equity Shareholders' funds
	£000	£000	£000	£000
<b>At 1 April 2018</b> (Audited)	5,979	16,408	4,951	27,338
Comprehensive loss for the period (Unaudited)	-	-	(771)	(771)
Credit on issue of warrants and Options (Unaudited)	-	-	21	21
<b>At 30 September 2018</b> (Unaudited)	<b>5,979</b>	<b>16,408</b>	<b>4,201</b>	<b>26,588</b>
<b>At 1 April 2018</b> (Audited)	5,979	16,408	4,951	27,338
Comprehensive loss for the period (Audited)	-	-	(1,502)	(1,502)
Credit on issue of warrants and options (Audited)	-	-	43	43
<b>At 31 March 2019</b> (Audited)	<b>5,979</b>	<b>16,408</b>	<b>3,492</b>	<b>25,879</b>
<b>At 1 April 2019</b> (Unaudited)	5,979	16,408	3,492	25,879
Comprehensive loss for the period (Unaudited)	-	-	(2,257)	(2,257)
Issue of share capital (Unaudited)	12,239	-	-	12,239
Credit on issue of warrants and options (Unaudited)	-	-	25	25
<b>At 30 September 2019</b> (Unaudited)	<b>18,218</b>	<b>16,408</b>	<b>1,260</b>	<b>35,886</b>

## Interim Consolidated Statement of Financial Position

As at 30 September 2019

	Six Months ended 30 September 2019 (unaudited) £000	Six Months ended 30 September 2018 (audited) (unaudited) £000	Year ended 31 March 2019 £000
<b>Non-current assets</b>			
Intangible fixed assets	41,536	30,803	28,824
Property, plant and equipment	6,771	777	599
Deferred tax	217	515	158
	<b>48,524</b>	<b>32,095</b>	<b>29,581</b>
<b>Current assets</b>			
Inventories	60	30	68
Trade and other receivables	13,329	10,751	8,606
Cash and cash equivalent	8,372	9,002	7,520
	<b>21,761</b>	<b>19,783</b>	<b>16,194</b>
<b>Total assets</b>	<b>70,285</b>	<b>51,878</b>	<b>45,775</b>
<b>Current liabilities</b>			
Trade and other payables	(27,046)	(22,373)	(18,784)
Corporation tax	(198)	-	-
Borrowings	(1,584)	(5)	(5)
Deferred acquisition consideration	(293)	(2,027)	(322)
	<b>(29,121)</b>	<b>(24,405)</b>	<b>(19,111)</b>
<b>Non-current liabilities</b>			
Borrowings	(3,496)	(4)	(3)
Other payables	(768)	(881)	(768)
Deferred tax	(1,014)	-	(14)
	<b>(5,278)</b>	<b>(885)</b>	<b>(785)</b>
<b>Total liabilities</b>	<b>(34,399)</b>	<b>(25,290)</b>	<b>(19,896)</b>
<b>Net current liabilities</b>	<b>(7,360)</b>	<b>(4,622)</b>	<b>(2,917)</b>
<b>Net assets</b>	<b>35,886</b>	<b>26,588</b>	<b>25,879</b>
<b>Shareholders' Equity</b>			
Share capital	18,218	5,979	5,979
Share premium account	16,408	16,408	16,408
Retained earnings	1,260	4,201	3,492
<b>Equity shareholders' funds</b>	<b>35,886</b>	<b>26,588</b>	<b>25,879</b>

**Interim Consolidated Cash Flow Statement**  
For the six months ended 30 September 2019

	Six Months ended 30 September 2019 (unaudited)	Six Months ended 30 September 2018 (unaudited)	Year ended 31 March 2019 (audited)
	£000	£000	£000
<b>Cash flow from operating activities:</b>			
(Loss)/profit for the period	(2,257)	(771)	(1,502)
<i>Adjustments for:</i>			
Options and warrants charge	25	21	43
Amortisation and depreciation	1,302	558	1,098
Amortisation of intangible value of contracts	2,453	862	1,724
Impairment of goodwill	-	-	2,000
Tax expense recognised in profit or loss	(363)	231	(313)
Revaluation of contingent consideration	-	(1,011)	(2,668)
Finance costs	-	112	112
<i>Movements in working capital:</i>			
Movement in inventory	8	48	10
Movement in trade and other receivables	(208)	(1,044)	1,100
Movement in trade and other payables	(967)	91	(3,457)
<b>Cash generated from operations*</b>	<b>(7)</b>	<b>(903)</b>	<b>(1,853)</b>
Income tax received/(paid)	55	36	39
<b>Net cash flows from operating activities</b>	<b>48</b>	<b>(867)</b>	<b>(1,814)</b>
<b>Cash flow from investing activities:</b>			
Purchase of property, plant and equipment	(142)	(117)	(265)
Additions of intangible assets	(3)	(154)	(491)
Contingent consideration	(28)	(81)	(130)
Acquisition of subsidiary, net of cash acquired	(8,029)	-	-
<b>Net cash flows from investing activities</b>	<b>(8,202)</b>	<b>(352)</b>	<b>(886)</b>
<b>Cash outflow before financing</b>	<b>(8,154)</b>	<b>(1,219)</b>	<b>(2,700)</b>
<b>Cash flow from financing activities:</b>			
Issue of share capital	9,739	-	-
Finance lease payments	(733)	(3)	(4)
<b>Net cash flow from financing activities</b>	<b>9,006</b>	<b>(3)</b>	<b>(4)</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>852</b>	<b>(1,222)</b>	<b>(2,704)</b>
Cash and cash equivalents at beginning of the period	7,520	10,224	10,224
<b>Cash and cash equivalents at end of the period</b>	<b>8,372</b>	<b>9,002</b>	<b>7,520</b>

\*Operating cash flows contain £0.8 million of acquisition related expenses which by nature are not considered to be recurring operating expenses.

## **Notes to the Interim Results**

### **1. Basis of preparation**

Totally plc is a public limited company incorporated in the United Kingdom under the Companies Act 2006 (registration number: 3870101). The Company's ordinary shares are admitted to trading on the AIM market of the London Stock Exchange ("AIM").

The Group's principal activities in the period under review have been the provision of innovative and consolidatory solutions to the healthcare sector, which are provided by the Group's wholly owned subsidiaries, Totally Health Limited, Premier Physical Healthcare Limited, About Health Limited, Optimum Sports Performance Centre Limited, Vocare Limited, Greenbrook Healthcare (Hounslow) Limited, Greenbrook Healthcare (Earl's Court) Limited and Totally Healthcare Limited.

The Group's interim report and accounts for the six months ended 30 September 2019 have been prepared using the recognition and measurement principles of International Financial Reporting Standards and Interpretations as endorsed by the European Union (collectively "Adopted IFRS").

These condensed consolidated interim financial statements for the six months ended 30 September 2019 have been prepared in accordance with the AIM Rules for Companies and should be read in conjunction with the financial statements for the year ended 31 March 2019, which have been prepared in accordance with IFRS as adopted by the European Union. The interim report and accounts do not include all the information and disclosures required in the annual financial statements.

The interim report and accounts have been prepared on the basis of the accounting policies, presentation and methods of computation as set out in the Group's March 2019 Annual Report and Accounts, except for those that relate to new standards and interpretations effective for the first time for periods beginning on (or after) 1 January 2019, and will be adopted in the 2020 annual financial statements. As of 1 April 2019, IFRS 16 "Leases", became effective and requires lessees to recognise all lease assets and liabilities on the balance sheet for both finance leases and operating leases. The main impact has been to recognise right of use assets of £6.0 million in intangible assets (of which £1.6 million relates to the acquisition of Greenbrook) and a lease liability for future payments of £5.8 million (of which £1.5 million relates to the acquisition of Greenbrook).

The interim report and accounts do not comprise statutory accounts within the meaning of section 434 of the Companies Act 2006. These condensed consolidated interim financial statements were approved by the Board of Directors on 5 November 2019. The results for the six months to 30 September 2019 and the comparative results for the six months to 30 September 2018 are unaudited. The figures for the period ended 31 March 2019 are extracted from the statutory accounts of the Group for that period.

The Directors believe that a combination of the Group's current cash, projected revenues from existing and future contracts will enable the Group to meet its obligations and to implement its business plan in full. Inherently, there can be no certainty in these matters, but the Directors believe that the Group's internal trading forecasts are realistic and that the going concern basis of preparation continues to be appropriate.

## 2. Exceptional items

	6 months ended 30 September 2019	6 months ended 30 September 2018	Year ended 31 March 2019
	£000 (Unaudited)	£000 (Unaudited)	£000 (Audited)
Expenses in connection with the acquisition of subsidiaries	790	-	465
Revaluation of contingent consideration	-	(1,011)	(2,668)
Impairment of goodwill	-	-	2,000
Other costs		99	77
	790	(912)	(126)

### 3. (Loss)/earnings per share

Basic (loss)/earnings per share is calculated by dividing the (loss)/profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the period. Diluted (loss)/earnings per share takes into account the effects of share options in issue.

	6 months ended 30 September 2019	6 months ended 30 September 2018	12 months ended 31 March 2019
	£000 (Unaudited)	£000 (Unaudited)	£000 (Audited)
Loss (continuing operations) (£000)	(2,257)	(771)	(1,502)
Weighted average number of shares used in basic earnings per share calculations ('000)	128,766,861	59,795	59,795
Potentially dilutive share options and contingent share consideration ('000)	-	-	-
Weighted average number of shares used in diluted earnings per share calculations (continuing operations) ('000)	128,766,861	59,795	59,795
Basic (loss)/earnings per share (continuing operations) (Pence)	(1.75)	(1.29)	(2.51)
Diluted (loss)/earnings per share (continuing operations) (Pence)	(1.75)	(1.29)	(2.51)

### 4. Events after the reporting period

On 7 October 2019 two contract extensions, worth a total of c. £16.6 million, were awarded to Vocare Limited. The contract extensions comprise the following:

- The South West London NHS 111 & GP Out of Hours contract which has been extended from 28 September 2019 to 30 September 2020, valued at c. £10.6 million.
- The Scarborough Integrated Urgent Care (OOH & Urgent Care Centre) contract which has been extended from 1 April 2020 to 31 March 2022, valued at c. £6 million.

On 11 October 2019, Greenbrook Healthcare was awarded a new contract to deliver Urgent Treatment Centre services to Watford General Hospital, co-located in the A&E department, on behalf of West Hertfordshire Hospitals NHS Trust. The contract is worth a total of c. £8.3 million for the first period of the Contract to 30 June 2024.

On 5 November 2019 the Company announced that the High Court had confirmed the cancellation of the balance standing to the credit of the Company's share premium account (the "Capital Reduction"). Following approval by shareholders, confirmation by the High Court and subsequent registration of the Court order confirming the Capital Reduction by the Registrar of Companies, the Capital Reduction became effective on 5 November 2019.

The Directors have announced the intention to pay a maiden interim dividend of 0.25 pence per share in February 2020. The interim statement does not reflect this dividend payable. The interim dividend will be formally declared and announced ahead of its proposed payment in February 2020.

## **5. Distribution of Interim Report**

A copy of the interim report will be available shortly on the Company's website ([www.totallyplc.com](http://www.totallyplc.com)) in accordance with Rule 26 of the AIM Rules for Companies and copies will also be available from the Company's registered office located at Cardinal Square West, 10 Nottingham Road, Derby, DE1 3QT.