

**Totally Plc
Vocare Limited
Greenbrook Healthcare (Hounslow)
Limited
(all in Administration)**

Joint Administrators' statement of proposals

Pursuant to paragraph 49 of schedule B1 to the
Insolvency Act 1986

Date of delivery of proposals to creditors: 13 June 2025

Abbreviations

The following abbreviations are used in this report:

the Act	The Insolvency Act 1986
Cannacord Genuity / the Broker	Cannacord Genuity Limited
Companies	Totally Plc – in Administration, Vocare Limited – in Administration and Greenbrook Healthcare (Hounslow) Limited – in Administration, together
ECD	Elective Care Division
EFP	Energy Fitness Professionals Limited
EU	European Union
Eversheds	Eversheds Sutherland (International) LLP
EY	Ernst & Young LLP
FYXX	Financial year ended 31 March 20XX
Greenbrook	Greenbrook Healthcare (Hounslow) Limited – in Administration
Group	Totally Plc and its subsidiaries
HMRC	HM Revenue & Customs
IT	Information technology
Joint Administrators / we	Timothy Vance and Samuel James Woodward
LTO	Licence to occupy
N/A	Not applicable or not available
NatWest / the Bank	National Westminster Bank Plc
NHS	National Health Service
PAYE	Pay As You Earn
PHL / the Purchaser	PHL Group Finance Limited, PHL Group V1 Limited and PHL Group G1 Limited, together
Proposals	The entire content of this document including appendices
RNS	Regulatory News Service
Rules	The Insolvency (England and Wales) Rules 2016
SIP	Statement of Insolvency Practice
SPA	Share purchase agreement
Totally	Totally Plc – in Administration
TSA	Transitional services agreement
TUPE	Transfer of Undertakings (Protection of Employment) Regulations 2006
UCD	Urgent Care Division
VAT	Value added tax
Vocare	Vocare Limited – in Administration

Contents

1.	Introduction, background and circumstances giving rise to the appointment	1
2.	Purpose, conduct and end of administration	5
3.	Statement of Affairs	9
4.	Prescribed part	11
5.	Administrators' remuneration and disbursements and payments to other professionals	12
6.	Pre-administration costs	13
Appendix A	Statutory information	15
Appendix B	Estimate of the Group's financial position as at 6 June 2025	18
Appendix C	Administrators' receipts and payments account for the period from 6 June 2025 to 11 June 2025	25
Appendix D	Statement of pre-administration costs	28
Appendix E	SIP 16 notification	30

1. Introduction, background and circumstances giving rise to the appointment

Introduction

On 6 June 2025 the Companies entered Administration and Tim Vance and Samuel Woodward were appointed as Joint Administrators. The appointment was made by the Companies' directors under the provisions of Paragraph 22 of Schedule B1 to the Insolvency Act 1986.

This document, including its appendices, constitutes the Joint Administrators' statement of proposals to creditors pursuant to paragraph 49 of Schedule B1 to the Insolvency Act 1986 and Rule 3.35 of the Insolvency (England and Wales) Rules 2016.

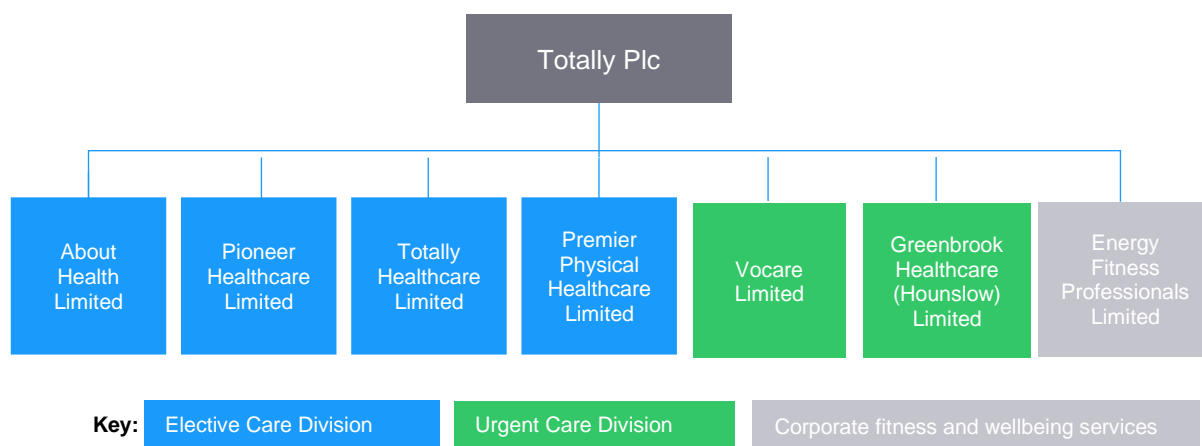
Certain statutory information relating to the Companies and the appointment of the Joint Administrators is provided at Appendix A.

Background

Totally Plc was incorporated on 28 October 1999 and acted as a holding company for seven trading subsidiaries:

- Vocare Limited
- Greenbrook Healthcare (Hounslow) Limited
- Pioneer Healthcare Limited
- Totally Healthcare Limited
- About Health Limited
- Premier Physical Healthcare Limited
- Energy Fitness Professionals Limited.

The summary group structure is presented below.



The Group was an AIM-listed healthcare services provider, operating three divisions: urgent care division, elective care division and corporate fitness and wellbeing services division. The Group's services include operation of primary care centres and urgent treatment centres, NHS out of hours GP services, elective care services, and various insourcing and outsourcing services.

The statutory directors of Totally are Simon Stilwell, John McMullan, Robert Forsyth and Robert Harris. The statutory directors of Vocare are Andrew Gregory and Barry Cooper. Andrew

Gregory is also the sole director of Greenbrook. The Companies employed 665 staff (498 in Vocare, 136 in Greenbrook, and 31 in Totally).

Recent financial performance

The Companies' summary financial performance for the last three financial years ended 31 March is shown below. Please note that Totally solely acted as the holding company for the Group's trading subsidiaries and did not independently generate any revenue, hence its statement of profit or loss would solely include an allocation of Group costs.

Totally Plc

£'000	FY23 ¹	FY24 ¹	FY25 ²
Turnover	135,696	106,678	81,933
Gross profit	25,001	17,731	12,728
Gross profit %	18%	17%	15.5%
EBITDA	6,328	1,389	2,023
Net profit	1,784	(3,134)	4,434
Net assets	37,065	33,730	N/A

1. Consolidated audited statutory accounts

2. Unaudited

Vocare Limited

£'000	FY23 ¹	FY24 ¹	FY25 ²
Turnover	51,994	52,467	35,525
Gross profit	12,735	11,902	6,318
Gross profit %	24%	23%	18%
EBITDA	4,737	4,780	1,633
Net profit	2,967	3,658	309
Net assets	2,847	6,505	6,814

1. Audited statutory accounts

2. Unaudited management accounts

Greenbrook Healthcare (Hounslow) Limited

£'000	FY23 ¹	FY24 ¹	FY25 ²
Turnover	46,070	24,649	18,435
Gross profit	4,885	1,235	1,350
Gross profit %	11%	5%	7%
EBITDA	2,639	(523)	1,350
Net profit	2,441	(608)	1,350
Net assets	3,760	3,153	4,502

1. Audited statutory accounts

2. Unaudited management accounts

Circumstances giving rise to the appointment of the Joint Administrators

The Group saw strong trading performance during the pandemic (FY21-23), partially driven by additional funding put in place by the UK Government at the time to bolster capacity in the NHS.

However, performance in FY24 and FY25 was adversely impacted by a number of factors, including:

- The loss of key UCD contracts in FY24.

- The reduction of the ECD business due to a natural level of churn of the typically shorter-term ECD contracts, together with a decrease in funding for insourcing across the UK and an increase in market competition.
- A key contract to operate NHS 111 call centres came to an end in February 2025, causing a material drop in revenue. The Group sought opportunities to win new contracts, as well as redeploy staff associated with the NHS 111 contract, but, unfortunately this did not prove possible. As a result, redundancy consultations for staff associated with this contract did not commence until after the contract had ended, causing the Group to incur significant ongoing staff costs without the benefit of respective contract revenues.

The Group's RCF with NatWest was due to expire in October 2026. EY was initially engaged on 28 March 2025 to undertake a review of the Group's short-term and medium-term cash flow forecasts with a view to assisting the Group identify its options for refinancing,

The review of the Group's cash flow forecast indicated that a material additional cash requirement was due to materialise in the short term. It was also apparent that creditors, including HMRC, were already stretched beyond terms.

It was concluded that the quantum of the forecast additional funding requirement was too large to meet via raising additional debt. A sale of the non-core division to raise additional liquidity was also considered, however, was not viable in light of the quantum of funding needed and time available.

The Directors therefore consulted with the Group's broker, Canaccord Genuity, to determine the feasibility of raising additional capital from shareholders. The Broker confirmed that it would not be feasible to seek to raise such additional capital in the time available and given the wider circumstances.

Therefore, on 1 May 2025, the Group instructed EY to commence an accelerated sale process, and an RNS was issued the same day by the Directors and the Broker.

Sale process

Full details of the marketing process undertaken and offers received for the business are outlined in the SIP 16 memorandum attached at Appendix E. Key points are summarised below.

Given the cashflow pressures on the Group, an accelerated marketing process for the Group commenced on 1 May 2025, with an initial offer deadline of 19 May 2025.

During the marketing of the business, 35 parties were contacted, including a mixture of trade and financial buyers; 20 of these parties expressed initial interest. 7 parties submitted indicative bids by the aforementioned deadline, comprising offers for the whole group, individual divisions and specific entities or contracts within the Group. Five of the offers were selected based on value and deliverability and progressed to the second and final round.

Whilst all five offers were progressed concurrently, the Purchaser's offer was deemed to provide the best deliverable outcome to creditors, and steps were therefore taken to complete the transaction to the Purchaser.

Consequently, following agreement of sale documentation, the Companies' statutory directors held a board meeting resolving to place the Companies into Administration, with Tim Vance and Samuel Woodward as proposed Joint Administrators. The Directors filed a notice of

intention to appoint administrators, which was lodged at the High Court of Justice, Business and Property Courts in London on 6 June 2025. On 6 June 2025, the Companies entered Administration, with Tim Vance and Samuel Woodward appointed to act as Joint Administrators. The sale of the Companies' business and certain assets was completed on 8 June 2025.

2. Purpose, conduct and end of administration

Purpose of the Administrations

The purpose of an administration is to achieve one of three objectives:

- a. To rescue the company as a going concern
- b. To achieve a better result for the company's creditors as a whole than would be likely if the company were wound up (without first being in administration)
- c. To realise property in order to make a distribution to one or more secured or preferential creditors

Insolvency legislation provides that objective (a) should be pursued unless it is not reasonably practicable to do so or if objective (b) would achieve a better result for the company's creditors as a whole. Objective (c) may only be pursued if it is not reasonably practicable to achieve either objective (a) or (b) and can be pursued without unnecessarily harming the interests of the creditors of the company as a whole.

Given no solvent offers were forthcoming for the shares of Totally plc, as well as the liquidity position of the Group, it was not possible to achieve objective (a).

The outcome achieved through the pre-packaged sale was the best available outcome for creditors as a whole in all the circumstances, therefore, the objective being pursued is (b).

Conduct of the Administrations

Pre-packaged sale of the business and or assets

On 8 June 2025, the Joint Administrators completed a sale of the business and certain assets of the Companies to PHL Group Finance Limited, PHL Group V1 Limited and PHL Group G1 Limited (together, 'PHL' or the 'Purchaser') for a total consideration of £3,299,999 (before Bank set-off of cash balances held at appointment). The consideration in the buyer's offer was conditional, subject to adjustment by reference to the amount of cash leakage to the Bank after applying its offset. Following NatWest exercising its contractual right of set-off, the total net consideration for the Companies was £2,999,402. This consideration comprises:

- £2,499,403 for the shares held by Totally in five of its trading subsidiaries
- £439,989 for the debtors of Vocare and Greenbrook
- £60,000 for the fixed assets of Vocare and Greenbrook
- £10 for the contracts, records, goodwill, prepayments, and other assets of Vocare and Greenbrook.

Consideration of £2,699,402 was paid upon completion, with £300,000 to be paid on or before 8 June 2026.

532 employees employed by Vocare and Greenbrook transferred to the Purchaser under the provisions of TUPE. 21 staff employed by Totally were retained by the Joint Administrators and continue to provide services to the Purchaser under the terms of a transitional services agreement (TSA), details of which are provided below.

Other asset realisations

Materially all of the business and assets of the Companies were included in the perimeter of the transaction.

Transitional services agreement

In order to facilitate the orderly transition and alignment of IT-related processes and systems with the Purchaser, a TSA has been put in place between the Companies, the Joint Administrators and PHL on 8 June 2025, for an initial term of 6 months. As part of the TSA, PHL has requested that 21 employees are initially retained by the Joint Administrators in Totally in order to assist with critical information provision.

The Purchaser will meet all costs incurred under the TSA, including time properly given by the Joint Administrators and their staff in attending to TSA-related employee, supplier and other ad hoc matters.

TSA funds of £355,848 were received on completion, by way of advanced funds for costs anticipated to be incurred under the terms of the TSA. These funds will be used to cover payroll costs for retained employees, pay relevant IT suppliers, and cover the Joint Administrators' fees in respect of administering the TSA. These amounts may be refundable to the Purchaser subject to a monthly reconciliation of actual costs incurred under the TSA.

Leasehold properties

As part of the sale, the Companies, the Joint Administrators and the Purchaser entered into license to occupy (LTO) agreements in relation to the Companies' four leasehold premises, primarily used as office space, in the following locations:

- Cardinal Square, First Floor, West Point, Cardinal Square, Nottingham Road, Derby, DE1 3QT
- Vocare House, Balliol Business Park, Benton Lane, Newcastle Upon Tyne, NE12 8EW
- Medway House, Fundan Way, Teesdale Park, Stockton on Tees, TS17 6EN
- Elizabeth House, Unit 6, Riverside 2, Campbell Road, Stoke on Trent, Staffordshire, ST4 4RJ.

License fee payments will be made in advance by the Purchaser on a monthly basis. The first monthly payment of £30,823 (plus VAT) was received on completion in respect of the period from 6 June 2025 to 5 July 2025.

We have written to all other landlords where a lease or a licence to occupy was in place with the Companies as at the date of appointment to inform them that premises were vacated on 6 June 2025.

Joint Administrators' receipts and payments

A summary of the Administrators' receipts and payments for the period from 6 June 2025 to 11 June 2025 is attached at Appendix C.

Approval of the Administrators' proposals

The Joint Administrators are of the opinion that the Companies have insufficient property to enable a distribution to be made to unsecured creditors other than by virtue of the prescribed

part and consequently, in accordance with the provisions of paragraph 52(1)(b) of Schedule B1 to the Act, they do not intend to seek decisions of the creditors on the approval of the Proposals.

The Joint Administrators will be obliged to seek a decision of the creditors of a particular company if requested to do so by creditors of the company concerned whose debts amount to at least 10% of the total debts of that company. The request must be delivered within 8 business days of the date on which these Proposals are delivered to creditors (or such longer period as the court may allow) and must include the information required by Rule 15.18 of the Insolvency (England and Wales) Rules 2016.

In accordance with Rule 15.19 of the Rules, the Joint Administrators may require a deposit as security for payment of the expenses associated with convening a decision procedure or deemed consent procedure and will not be obliged to initiate the procedure until they have received the required sum.

Future conduct of the Administrations

The Joint Administrators will continue to deal with the Administrations in line with the stated objectives, namely, to achieve a better result for the Companies' creditors as a whole than likely if the Companies were wound up (without first being in administration).

Future tasks will include, but are not limited to, the following:

- ensuring that any obligations of the Companies or Joint Administrators in the sale agreements with the Purchaser are satisfied, including collection of deferred consideration
- investigating the extent of any other assets held by the Companies and realising such assets, if applicable
- ensuring any residual employee matters are dealt with
- dealing with property matters, including the Purchaser's obligations under the LTOs
- liaising with suppliers whose continued service provision is required under the TSA
- managing TSA payments, including preparation of monthly reconciliations
- dealing with non-preferential creditor enquiries
- dealing with statutory reporting and compliance obligations
- carrying out investigations required by SIP 2 and making submissions to the Insolvency Service as required by law
- reviewing the Companies' tax affairs and dealing with corporation tax, VAT and other direct matters, including filing statutory returns
- adjudicating secured and preferential creditor claims and making distributions to the secured and preferential creditors
- if the Joint Administrators deem it is appropriate, seeking an extension and/or further extensions to any or all of the Administrations from creditors and/or the Court
- finalising the Administrations, including the payment of all Administration expenses
- maintaining Administration bank accounts, including bank reconciliations and processing receipts and payments

- any other actions required to be undertaken by the Joint Administrators to fulfil the purpose of the Administrations.

The end of the Administrations

It is proposed that if at the end of the Administration of any of the Companies, the company concerned has no property which might permit a distribution to its creditors, the Joint Administrators will send a notice to that effect to the registrar of companies. On registration of the notice, the Joint Administrators' appointment will come to an end. In accordance with the provisions of paragraph 84(6) of Schedule B1 to the Insolvency Act 1986, the company concerned will be deemed to be dissolved three months after the registration of the notice.

3. Statement of Affairs

The directors have not yet submitted Statements of Affairs for the Companies given the limited time which has passed since the Joint Administrators were appointed.

In the absence of Statements of Affairs, we attach at Appendix B an estimate of each of the Companies' financial position as at 6 June 2025 together with a list of creditors including, as far as is currently known, their names, addresses, amounts owed and details of any security held as at 6 June 2025.

We provide below, for information, an indication of the current positions with regards to creditors' claims. The figures have been compiled using information provided by the Companies' management and by the secured creditors and have not been subject to independent review or statutory audit.

Secured creditors

At the date of appointment, NatWest, the first ranking secured creditor, had total indebtedness of £2.5 million. This amount is cross-guaranteed by the Companies.

As detailed in the SIP 16 memorandum, the Bank has exercised its contractual right of set-off in relation to the Companies' bank accounts, recovering £300,597 of cash at bank.

Based on current estimates, we anticipate that NatWest will recover its indebtedness in full.

Preferential creditors

Primary preferential creditors

Claims from employees in respect of accrued but unpaid arrears of pay up to £800, accrued but unpaid holiday pay and certain pension benefits, rank preferentially and in priority to other preferential creditors. These claims are therefore referred to as primary preferential creditors.

We currently estimate primary preferential creditors of £0.2 million, in respect of claims for employees' salaries, holiday pay and pension contributions, with the breakdown by entity provided below:

Entity	Amount (£'000)
Totally	30.0
Vocare	153.8
Greenbrook	2.4
Total	186.2

At present time, we anticipate that primary preferential creditors may receive a dividend in Vocare and Greenbrook but not in Totally, however, the quantum and timing of the dividend payment is currently uncertain.

Secondary preferential creditors

Claims from HMRC in relation to VAT, PAYE and employees' National Insurance Contributions will rank preferentially, but secondary to the employee primary preferential creditors above. These claims are therefore referred to as 'secondary preferential creditors'.

The amount owed to HMRC as a secondary preferential creditor is estimated to be £4.5 million in respect of unpaid PAYE and VAT. We understand that the Companies were part of a VAT group, therefore, an entity-by-entity breakdown of indebtedness will be requested by the Joint Administrators.

It is currently anticipated there will be no funds available to distribute to secondary preferential creditors.

Non-preferential creditors

According to the Companies' records, the Companies' total non-preferential unsecured claims are estimated to be £5.7 million, with the breakdown by entity provided below:

Entity	Amount (£'000)
Totally	1,184.9
Vocare	1,270.7
Greenbrook	3,240.7
Total	5,696.4

Based on current estimates, it is unlikely that there will be sufficient realisations to enable a distribution to unsecured creditors in the Administrations of any of the Companies. Further information on the prescribed part is given below.

4. Prescribed part

The prescribed part is a proportion of floating charge assets set aside for unsecured creditors pursuant to section 176A of the Insolvency Act 1986. The prescribed part applies to floating charges created on or after 15 September 2003.

The secured lender's floating charge was created after 15 September 2003. Consequently, section 176A of the Insolvency Act 1986 will apply to these Administrations.

However, the Joint Administrators estimate, to the best of their knowledge and belief, that:

- The value of each of the Companies' net property is £nil; and,
- The value of the prescribed part in each of the Companies is therefore estimated to be £nil.

Accordingly, we currently do not expect there will be a distribution to the non-preferential creditors of the Companies via a Prescribed Part distribution. However, should additional funds become available to allow a distribution, we will report to creditors in due course.

The Joint Administrators do not intend to make an application to the court under section 176A(5) of the Act for an order not to distribute the prescribed part in any of the Companies (as we estimate this to be nil).

5. Administrators' remuneration and disbursements and payments to other professionals

Remuneration

The statutory provisions relating to remuneration are set out in Chapter 4, Part 18 of the Insolvency (England and Wales) Rules 2016. Further information is given in the Association of Business Recovery Professionals' publication 'A Creditors' Guide to Administrators' Fees', a copy of which may be accessed from the web site of the Institute of Chartered Accountants in England and Wales at <https://www.icaew.com/en/technical/insolvency/creditors-guides> or is available in hard copy upon written request to the Joint Administrators.

For each of the Companies, in the event that a creditors' decision is not requested, and a creditors' committee is not formed, the Joint Administrators will seek to have their remuneration fixed by the secured creditors and, if the Joint Administrators have made or intend to make a distribution to preferential creditors, the preferential creditors in accordance with Rule 18.18(4) of the Rules.

The Joint Administrators will ask for their remuneration to be fixed on the basis of time properly given by them and their staff in dealing with matters arising in the Administrations. As we are not yet able to prepare an accurate estimate of our costs, we do not propose to seek fee approval at this stage. We will therefore issue our fee estimates and seek approval for these costs at a later date.

Disbursements

Disbursements are expenses met by and reimbursed to the Joint Administrators. They fall into two categories: Category 1 and Category 2. The fee estimate and statement of expenses will include details of the Category 1 and 2 disbursements which are expected to be incurred.

Category 1 disbursements are payments to independent third parties where there is expenditure directly referable to the administration. Category 1 disbursements can be drawn without prior approval.

Category 2 disbursements are expenses that are directly referable to the administration but not to a payment to an independent third party. They may include an element of shared or allocated costs that can be allocated to the appointment on a proper and reasonable basis.

Category 2 disbursements require approval in the same manner as remuneration. In the event that a creditors' decision is not requested, and a creditors' committee is not formed, the Joint Administrators will seek the approval of the secured creditor(s) and preferential creditors to charge Category 2 disbursements in accordance with the statement of expenses included in the fee estimates which will be issued at a later date.

6. Pre-administration costs

The Joint Administrators will be seeking approval for a full or partial payment of unpaid pre-administration costs (depending on the level of asset realisations). The payment of unpaid pre-administration costs as an expense of the administrations is subject to approval under Rule 3.52, and not part of the proposals subject to approval under paragraph 53. This means that they must be approved separately from the Proposals and the Joint Administrators will seek approval for the payment of these costs as separate resolutions at the same time as the fee estimates and the statement of expenses are circulated under separate correspondence in due course.

A breakdown of the total pre-administration costs incurred and amounts paid pre-administration (if any) is attached at Appendix D. Further information is provided below.

Joint Administrators' pre-appointment costs

EY was first engaged by the Group on 31 March 2025 to complete a strategic review of the Group's short-term and medium-term position. On 1 May 2025, EY issued an extension of scope letter, which initiated EY's engagement to undertake an accelerated sales process of the Group. Fees of £251,893 (plus VAT) have been invoiced and paid in relation to this work.

Concurrently, EY issued a corresponding engagement agreement dated 1 May 2025 to undertake, amongst other matters, contingency planning ahead of the potential administration appointments over the Companies. Fees of £150,000 (plus VAT) have been invoiced and paid in relation to this work.

Joint Administrators' and third-party pre-administration costs

The pre-administration work undertaken by the Joint Administrators and its legal advisors, Eversheds, which remains unpaid and that the administrators are seeking approval for relates to the following:

- agreeing the final terms of the sale with the Purchaser
- negotiating the legal sale agreement with PHL, including reviewing and providing comments on various versions of the sale agreement, TSA, LTO and other related documents requiring of the sale
- preparing illustrative estimated outcome statements which incorporated PHL and other interested parties' final offer letters, and assessed potential returns to different classes of creditors;
- formulating the strategy of the administrations, including meetings with the Companies' key stakeholders to review and agree an approach and timelines
- reviewing and preparing documents for the appointments, including consents to act and associated documents
- preparing documents to be issued and read to employees, governing bodies, media and suppliers immediately following the appointment, including scripts for employee meetings, press releases and communications to suppliers and customers
- executing the administration appointments and the sale transaction.

Undertaking the above work prior to their appointment enabled the Joint Administrators to implement the strategy of the administrations with minimum disruption, thereby preserving value in the Companies.

The breakdown of aforementioned costs is attached at Appendix D.

In the event that a creditors' meeting is not requisitioned and a creditors' committee is not formed, the Joint Administrators will seek to have the unpaid pre-administration approved by secured and preferential creditors.

Appendix A Statutory information

Company Information

Company Name:	Totally Plc
Registered Office Address:	Ernst & Young LLP, 12 Wellington Place, Leeds, LS1 4AP
Registered Number:	03870101
Trading Names:	N/A
Previous Trading Address:	Cardinal Square First Floor - West, 10 Nottingham Road, Derby, England, DE1 3QT

Details of the Administrators and of their appointment

Administrators:	Tim Vance and Samuel Woodward
Date of Appointment:	6 June 2025
By Whom Appointed:	The appointment was made by the Company's statutory directors
Court Reference:	CR-2025-003872

Any of the functions to be performed or powers exercisable by the Administrators may be carried out/exercised by either of them acting alone or by any or both of them acting jointly.

Statement concerning the EU Regulation on Insolvency Proceedings

The proceedings are proceedings to which the EU Regulation, as it has effect in the law of the United Kingdom, does not apply.

Share capital

Class	Authorised		Issued and fully paid	
	Number	£	Number	£
Ordinary	196,546,800	19,654,680	196,546,800	19,654,680

Directors and secretary and their shareholdings

Name	Director or Secretary	Date appointed	Date resigned	Current shareholding
John William Charles Charlton	Secretary	2 January 2018	N/A	N/A
Robert Gordon Neil Stewart Forsyth	Director	25 July 2024	6 June 2025	N/A
Robert James Barrington Hugo Harris	Director	7 February 2025	6 June 2025	N/A
Patrick John De Ville McMullan	Director	1 January 2023	6 June 2025	1.5%
Simon Leslie Stilwell	Director	28 November 2023	6 June 2025	N/A

Company Information

Company Name:	Vocare Limited
Registered Office Address:	Ernst & Young LLP, 12 Wellington Place, Leeds, LS1 4AP
Registered Number:	09933257
Trading Names:	N/A
Previous trading Address:	Vocare House, Balliol Business Park, Benton Lane, Newcastle upon Tyne, NE12 8EW

Details of the Administrators and of their appointment

Administrators:	Tim Vance and Sam Woodward
Date of Appointment:	6 June 2025
By Whom Appointed:	The appointment was made by the Company's statutory directors
Court Reference:	CR-2025-003875

Any of the functions to be performed or powers exercisable by the Administrators may be carried out/exercised by either of them acting alone or by any or both of them acting jointly.

Statement concerning the EU Regulation on Insolvency Proceedings

The proceedings are proceedings to which the EU Regulation, as it has effect in the law of the United Kingdom, does not apply.

Share capital

Class	Authorised		Issued and fully paid	
	Number	£	Number	£
Ordinary	23,256	116	23,256	116

Directors and secretary and their shareholdings

Name	Director or Secretary	Date appointed	Date resigned	Current shareholding
John William Charles Charlton	Secretary	2 January 2018	N/A	N/A
Barry John Cooper	Director	24 October 2017	N/A	N/A
Andrew John Gregory	Director	18 December 2017	N/A	N/A

Company Information

Company Name:	Greenbrook Healthcare (Hounslow) Limited
Registered Office Address:	Ernst & Young LLP, 12 Wellington Place, Leeds, LS1 4AP
Registered Number:	06025335
Trading Names:	N/A
Previous trading Address:	Cardinal Square First Floor - West, 10 Nottingham Road, Derby, England, DE1 3QT

Details of the Administrators and of their appointment

Administrators:	Tim Vance and Sam Woodward
Date of Appointment:	6 June 2025
By Whom Appointed:	The appointment was made by the Company's statutory director
Court Reference:	CR-2025-003876

Any of the functions to be performed or powers exercisable by the Administrators may be carried out/exercised by either of them acting alone or by any or both of them acting jointly.

Statement concerning the EU Regulation on Insolvency Proceedings

The proceedings are proceedings to which the EU Regulation, as it has effect in the law of the United Kingdom, does not apply.

Share capital

Class	Authorised		Issued and fully paid	
	Number	£	Number	£
Ordinary	150,100	150,100	150,100	150,100

Directors and secretary and their shareholdings

Name	Director or Secretary	Date appointed	Date resigned	Current shareholding
John William Charles Charlton	Secretary	20 June 2019	N/A	N/A
Andrew John Gregory	Director	24 July 2020	N/A	N/A

Appendix B Estimate of the Group's financial position as at 6 June 2025

Due to the short time period since the Joint Administrators' appointment, the statutory directors are yet to submit their Statements of Affairs for the Companies.

Please note that the Group's monthly management accounts did not include a separate balance sheet for each trading subsidiary and Totally. Therefore, in view of the very limited time available, we present the following information in order to illustrate the Companies' estimated financial position as at 6 June 2025:

(1) the latest Group consolidated balance sheet per the unaudited management accounts for the year ended 31 March 2025

(2) the Companies' latest entity balance sheets per the latest audited financial statements for the year ended 31 March 2024.

(3) List of the creditors for each of the Companies, extracted from the Companies' records.

Totally Plc - FY25 consolidated summary balance sheet	
£'m	
Non-current assets	
Goodwill and other intangible assets	46.31
Fixed and other assets	3.33
Current assets	
Trade and other receivables	7.72
Prepayments and accrued income	5.44
Inventories	0.06
Cash at bank	(0.39)
Total assets	62.46
Liabilities	
Borrowings	(2.50)
Other current and non-current liabilities	(31.17)
Total liabilities	(33.67)
Net assets / (liabilities)	28.79

Totally Plc - FY24 entity balance sheet	
£'m	
Non-current assets	
Goodwill and other intangible assets	54.99
Fixed and other assets	0.06
Current assets	
Trade and other receivables	30.07
Cash at bank	1.69
Total assets	86.81
Liabilities	
Borrowings	(2.50)
Other current and non-current liabilities	(61.09)
Total liabilities	(63.59)
Net assets / (liabilities)	23.21

Vocare Limited - FY24 entity balance sheet	
£'m	
Non-current assets	
Intangible assets	0.46
Fixed and other assets	2.00
Current assets	
Trade and other receivables	16.47
Inventories	0.01
Cash at bank	0.04
Total assets	18.98
Liabilities	
Current liabilities	(11.01)
Non-current liabilities	(1.47)
Total liabilities	(12.48)
Net assets / (liabilities)	6.50

Greenbrook Healthcare (Hounslow) Limited - FY24 entity balance sheet	
£'m	
Non-current assets	
Intangible assets	0.07
Fixed and other assets	0.85
Current assets	
Trade and other receivables	15.14
Cash at bank	0.02
Total assets	16.08
Liabilities	
Current liabilities	(12.38)
Non-current liabilities	(0.54)
Total liabilities	(12.93)
Net assets / (liabilities)	3.15

List of creditors

Totally Plc – in Administration

Access UK Ltd (DD)	The Old School	St Mary	Stratford	Suffolk	CO7 6LZ	United Kingdom	139,291.19
Accurx	7 Curtain Road			Middlesex	EC2A 3LT	United Kingdom	9,501.80
Amazon Payments UK Limited	1 Principal Place	Worship Street	London	Middlesex	EC2A 2FA	United Kingdom	67.82
Ansarada	12/80 George Street					United Kingdom	3,580.20
APL Health Limited	9 Brunel Court,			Cheshire	CW9 7LP	United Kingdom	780.00
Blackmores UK Ltd	Suite 214, The Spirella Building	Bridge Road		Hertfordshire	SG6 4ET	United Kingdom	2,389.50
BPE Solicitors LLP	St James' House	St James' Square	Cheltenham	Gloucestershire	GL50 3PR	United Kingdom	10,203.60
Britannic Technologies Ltd	Merrow Business Park,			Surrey	GU4 7WA	United Kingdom	1,497.60
Broadbean Technology Ltd	5th Floor, The South Quay Building	77 Marsh Wall		Middlesex	E14 9SH	United Kingdom	19,200.00
BSI Assurance UK Ltd	Accounts Receivable, Receipts Office	PO Box 3000		Buckinghamshire	MK1 9EL	United Kingdom	2,546.40
Bupa	Bupa Place	102 The Quays	Salford	Lancashire	M50 3SP	United Kingdom	1,669.06
Caboodle Technology Ltd	Suite 24 and 25, Edwin Foden Business Cen	Moss Lane		Cheshire	CW11 3AE	United Kingdom	19,392.90
Canaccord Genuity Ltd	88 Wood Street			Middlesex	EC2V 7QR	United Kingdom	19,500.00
Canada Life	3 Rivergate	Temple Quay			BS1 6ER	United Kingdom	69,221.81
Ceridian Europe Ltd	Corporation Service Company (UK) Limited	10th Floor, 5 Churchill Place		Middlesex	E14 5HU	United Kingdom	190,156.38
Churches Fire Security Ltd	Fire House	Mayflower Close		Hampshire	SO53 4AR	United Kingdom	252.72
City Fire Extinguisher Service	405 Duffield Road	Derby	Derby	Derbyshire	DE22 2EQ	United Kingdom	197.40
Colliers International	50 George Street				W1U 7GA	United Kingdom	91,805.68
Datix Ltd	11 Worpole Road			Surrey	SW19 4JS	United Kingdom	88,767.59
Derby City Council	The Council House	Corporation Street				United Kingdom	27,290.00
Design Portfolio	4th Floor	South Quay Building		Middlesex	E14 9SH	United Kingdom	26,178.00
Eaton Square Limited	Block 3, Miesian Plaza	50-58 Baggot Street Lower			D02 Y754	United Kingdom	69,521.59
Equiniti Limited	Highdown House	Yeiman Way		Sussex	BN99 3HH	United Kingdom	3,971.90
Eversheds Sutherland LLP	One Wood Street					United Kingdom	109,198.20
Flexibase Ltd	Cardinal Business Centre	10 Nottingham Road		Derbyshire	DE1 3QT	United Kingdom	27.00
HireRight Ltd	15 Westferry Circus,	Canary Wharf		Middlesex	E14 4HD	United Kingdom	56,339.15
HM Revenue & Customs	Debt Management EISC				BX9 1SH	United Kingdom	4,200,647.21
IHPN	Thomas House	84 Eccleston Square		Middlesex	SW1V 1PX	United Kingdom	64,277.00
Inspired Energy Solutions Ltd	Unit 29 Progress Business Park	Orders Lane	Kirkham	Lancashire	PR4 2TZ	United Kingdom	3,600.00
Investor Meet Company Ltd	Hygeia House	66-68 College Road	Harlow	Middlesex	HA1 1BE	United Kingdom	- 322.92
JSA Services Workwell	Radius House	51 Claredon Road		Hertfordshire	WD17 1HP	United Kingdom	8,940.00
London Stock Exchange Plc	10 Patemoster Square			Middlesex	EC4M 7LS	United Kingdom	16,440.00
Lyreco Uk Limited	Deer Park Court	Donnington Wood		Shropshire	TF2 7NB	United Kingdom	291.39
Magnit Global GRI Limited	Booths Park 1	Chelford Road	Knutsford	Cheshire	WA16 8GS	United Kingdom	- 3,562.34
Marpal Limited	Marpal House	Wyvern Court	Stainer Way	Derbyshire	DE21 6BF	United Kingdom	630.00
Marr Procurement Ltd	Devonshire House	60 Goswell Road		Middlesex	EC1M 7AD	United Kingdom	9,816.00
Medisu Ltd	Suite 129 Communications House	St Johns Street		Essex	CO2 7NN	United Kingdom	2,420.00
MHFA England	4th Floor, 21 Prescott Street					United Kingdom	180.00
Michael Page Int Ltd	200 Dashwood Lang Road	Bourne business park	Addlestone	Surrey	KT15 2NX	United Kingdom	5,375.63
NHS Midlands and Lancashire CSU	Topcliffe Lane	Phoenix House		Yorkshire	WF3 1WE	United Kingdom	9,198.04
Office Odyssey Limited	5c Great Central Way			Northamptonshire	NN11 3PZ	United Kingdom	1,533.23
Physitrack PLC	6th Floor	125 London Wall		Middlesex	EC2Y 5AS	United Kingdom	618.68
Premier Support Services Ltd	4 & 5 Western Court	Bromley Street		Warwickshire	B9 4AN	United Kingdom	2,832.74
RDIR Ltd	Highdown House	Yeoman Way		Sussex	BN99 3HH	United Kingdom	1,440.00
Robert Walters Ltd							36,306.88
RPG Crouch Chapman LLP	5th Floor	14-16 Dowgate Hill		Middlesex	EC4R 2SU	United Kingdom	27,860.00
RSM Corporate Finance LLP	Davidson House	Forbury House		Berkshire	RG1 3EU	United Kingdom	21,960.00
RSM Ireland Business Advisory	Trinity House	Charleston Road	Ranelagh			United Kingdom	980.22
Servium Ltd	Genesis Centre	Garrett Field, Birchwood Park	Warrington	Lancashire	WA3 7BH	United Kingdom	7,638.99
Share Registrars Ltd	First Floor	9 Lion and Lamb Yard		Surrey	GU9 7LL	United Kingdom	2,216.40
Thinc	Cavendish House	Cross Street		Cheshire	M33 7BU	United Kingdom	1,640.40
uCheck	First Floor	Chiltern House, Marsh Barton	Exeter	Devon	EX2 8NL	United Kingdom	- 3.80
Zen Internet Limited	Sandbrook Park	Sandbrook Way	Rochdale	Lancashire	OL11 1RY	United Kingdom	37.6

Vocare Limited – in Administration

ADT Fire and Security Plc	PO Box 69			Manchester	M40 4BH	United Kingdom	12,902.65
Advanced Health and Care Limited	101 Wharfside Street			Warwickshire	B1 1RF	United Kingdom	126,170.66
Air Conditioning Maintenance Service	Unit 18	Orion Business Park		Northumberland	NE29 7SN	United Kingdom	1,467.84
Aldergate Medical Practice	The Mount	Salters Lane	Tamworth	Staffordshire	B79 8BH	United Kingdom	200.00
Alliance Healthcare	Customer Finance Cash	43 Cox Lane	Cheshington	Surrey	KT9 1SN	United Kingdom	393.62
Alistar Business Solutions Ltd	PO Box 1463	Windmill Hill	Swindon	Wiltshire	SN5 6PE	United Kingdom	- 4,084.48
Arcadia Pharma	Unit 3 Bell Court	Swansea West Business Park	Florestfach	Glamorgan	SA5 4HP	United Kingdom	17,178.41
Arnold Clark Vehicle Management	454 Hillington Road			Renfrewshire	G52 4FH	United Kingdom	- 58,054.07
Aware Property	Unit 3, Riverside 2	Campbell Road	Stoke on Trent	Staffordshire	ST4 4RJ	United Kingdom	14,442.60
AXA PPP Healthcare	Axis House	23 ST Leanords Road	Eastbourne	East Sussex	BN21 3PX	United Kingdom	588.00
Belmatt Healthcare Training limited	Suite 570	405 Kings road		Middlesex	SW10 0BB	United Kingdom	1,740.00
BFM Staffs Ltd	Unit 6	Maplehurst Close	Burslem	Staffordshire	ST6 2EJ	United Kingdom	646.74
Biffa - D/DEBIT	Coronation Road	Cressex	High Wycombe	Buckinghamshire	HP12 3TZ	United Kingdom	2,209.20
BOC Ltd	Customer Service Centre	PO Box 12	Priestly Road, Worsley	Manchester	M28 2UT	United Kingdom	1,719.62
BPE Solicitors	St James House	St James Square	Cheltenham	Gloucestershire	GL50 3PR	United Kingdom	5,681.80
C G Robinson							4,128.00
Care by Volvo Car Limited	Scandinavia House			Berkshire	SL6 4FL	United Kingdom	-104,410.32
Chippenham Rotary Co Ltd	The Rotary Hall	16 Station Hill	Chippenham	Wiltshire	SN15 1EG	United Kingdom	1,560.00
City Of York Council	Business Support Services	West Offices	Station Rise	Yorkshire	YO16GA	United Kingdom	541.92
Classic Lifts Limited	3 Genesis Prk	Sheffield Road	Templeborough	Yorkshire	SE01DX	United Kingdom	1,521.12
Cleardata Ltd	Innovation House	Coniston Court	Blyth	Northumberland	NE24 4RP	United Kingdom	2,309.98
Click Travel Ltd	Alpha Tower, Suffolk Street	Queensway	Birmingham	Warwickshire	B1 1TT	United Kingdom	2,458.13
Clyde & Co LLP	St Borolph Building	138 Houndsditch		Middlesex	EC3A 7AR	United Kingdom	14,829.84
CML Building I/a Service Master Sta	9 Shepherds Lane	Chester	Cheshire	Cheshire	CH2 2DH	United Kingdom	8,167.36
Content Guru Limited	Radius Court	Eastern Road		Berkshire	RG12 2UP	United Kingdom	1,836.00
Contracts Advance Limited	Offices 1 & 2	23 Gay Street		Somerset	BA1 2PD	United Kingdom	3,238.80
Corona Energy Limited	Building 2	Level 2 Croxley Park	Watford	Hertfordshire	WD18 8YA	United Kingdom	- 7,967.02
Croner Group Limited	Croner House, Wheatfield Way, Hinckley			Leicestershire	LE10 1YG	United Kingdom	22,552.60
Culligan UK Limited	Shaw Road	Wolverhampton		Staffordshire	WV10 9LE	United Kingdom	2,172.16
DA Languages Ltd	Statham House	Talbot Road		Lancashire	M32 0FP	United Kingdom	16,586.64
Daisy Communications Ltd - D/DEBIT	Daisy House	Lindred Road Business Park	Nelson	Lancashire	B89 5SR	United Kingdom	- 22,971.00
Davies Casualty	PO BOX 3631,	Stoke-on-Trent			ST4 9NB	United Kingdom	316.80
Digital ID Ltd	Crown Royal	Unity Way	Stockport	Cheshire	SK1 3EY	United Kingdom	496.62
Douglas Macmillan Hospice							456.00
Dr Rasib							9,230.42
Drax Energy	The Havens	Ransomews Europark	Ipswich	Suffolk	IP3 9SJ	United Kingdom	- 5,460.62
Dream Medical Ltd	1 Wesley Gate	70 - 74 Queens Road	Reading	Berkshire	RG1 4AP	United Kingdom	1,090.56
Dun & Bradstreet	Marlow International	Parkway	Bucks		SL7 1A	United Kingdom	234.00
Dyno-Rod	249 Dimsdale Parade West	Newcastle Under Lyme	Staffordshire	Staffordshire	ST5 8ED	United Kingdom	216.00
Eat Fruit Ltd	71-75 Shelton Street	Covent Garden	London	Middlesex	WC2H9JQ	United Kingdom	863.14
EE Limited BT Trading as	1 Braham,	Braham Street,	London	Middlesex	E1 8EE	United Kingdom	16,331.14
Elite Logos 4U	Unit 73 Shelton Enterprise CEN	Bedford Street	Shelton	Staffordshire	ST1 4PZ	United Kingdom	678.00
EnjoyBenefits Ltd	First Floor	Dale House	Tiviot Dale,	Lancashire	SK1 1TA	United Kingdom	389.91
Enterprise RAC UK Ltd	Enterprise House	Delta Way	Egham	Surrey	TW20 8RX	United Kingdom	427.04
E-On Electricity NDOC - D/DEBIT							1,762.45
Exasol UK Limited	Cannon Green	27 Bush Lane	London		EC4R0AA	United Kingdom	24,376.00
Fairview Health Limited	2nd Floor	Congress House	Lyon Road	Middlesex	HA1 2EN	United Kingdom	24,685.55
Financial Director - D/DEBIT							707.04
Gables Medical Offender Health Ltd	24 Brenkley Way	Blezard Business Park	Newcastle Upon Tyne	Northumberland	NE12 BEG	United Kingdom	27,999.99
GKL Leasing	Centenary House	The Bridge Business Centre	Beresford Way	Derbyshire	S41 9FG	United Kingdom	1,998.60
GPD Healthcare Limited	Radclyffe House	66-68 Hagley Road	Birmingham	Warwickshire	B168PF	United Kingdom	8,470.40
Greatrex LTD	C/O DEANS	BANK PASSAGE	STAFFORD		ST16 2JS	United Kingdom	6,373.51
H E Woolley							86.40
Hays Accountancy & Finance	Hays House	40-44 Coombe Road	New Malden	Surrey	KT3 4QF	United Kingdom	1,128.16
Hill Dickinson LLP	No 1	St Pauls Square	Liverpool	Lancashire	L3 9SJ	United Kingdom	7,145.56
HM Revenue & Customs	Debt Management EISC				EVS 1SH	United Kingdom	2,732.39
Hollinsend Fire Safety Ltd	Carley House	3b Carley Drive	Sheffield	Derbyshire	S20 8NQ	United Kingdom	199.62
Home Office Shared Service Centre	HO 5003	Newport			NP20 9BB	United Kingdom	3,068.00
Hunter Selection Limited	Wessex House	Greystoke Business Park		Somerset	BS20 6PY	United Kingdom	48,336.00
Imperial College Healthcare	St Marys Hospital	Acrow East	Praed Street	Middlesex	W2 1NY	United Kingdom	341.79
Indeed	124 St	Stephen's Green				United Kingdom	19,263.98
Information Commissioner's Office	PO Box 66	Wilmslow	Cheshire	Cheshire	SK9 5AF	United Kingdom	- 6,653.00
Inplace Personnel Services	4 Market Chambers	29 Market Place	Mansfield	Nottinghamshire	NG18 1JB	United Kingdom	529.94
JetBrains	Kavol Hory Office Park	Na hrebenech II 1718/10	Parah 4 - Nusle			Netherlands	712.04
Jomast John Monk	Oriel House	Calverts Lane	Bishop Street	Durham	TS18 1SW	United Kingdom	11,478.34
KAS Locums LTD	54 Dunholme Road	Grainger Park	Newcastle upon Tyne	Northumberland	NE4 9BN	United Kingdom	320.01
Kill Line Pest Control	3 New Earswick Street	Stockton On Tees		Durham	TS19 8EU	United Kingdom	252.00
Lakeside House Properties	C/o Lugano Building,	57 Melbourne Street		Northumberland	NE1 2JQ	United Kingdom	50,000.00
Lanchester Dairies Ltd	Upper House Farm	Lanchester		Durham	DH7 0RL	United Kingdom	798.75
Language Line Solutions	40 Bank Street	Canary Wharf	London	Middlesex	E14 5NR	United Kingdom	98.88
Lyreco UK Ltd	Deer Park Court	Donnington Wood	Shropshire	Shropshire	TF2 7NB	United Kingdom	2,735.63
Magnit Global GRI Limited	Booths Park 1	Knutsford	Cheshire	Cheshire	WA16 8GS	United Kingdom	332,349.38
Manpower UK Ltd	Capital Court	Windsor Street	Urbidge	Middlesex	UB8 1AB	United Kingdom	137.14
Maximus Meld Ltd	37 Old Slade Lane	Iver	Buckinghamshire	Buckinghamshire	SLO 9DY	United Kingdom	8,160.09
Med Team Primary Care Services Ltd	120 Gower Road	Sketty	Swansea	Glamorgan	SA2 9BT	United Kingdom	348.32
Medisave UK LTD	Medisave House	Mercery Road	Weymouth	Dorset	DT3 5FA	United Kingdom	83.77
Midlands Partnership NHS FT	Trust Headquarters	Corporation Street	Stafford	Staffordshire	ST16 3SR	United Kingdom	30,642.70
Miles & Reeve LLP	Botani House	100 Hils Road	Cambridge	Cambridge	CB2 1PH	United Kingdom	37,761.14
Mitie FS UK Limited	Ebony House	Castlegate Way	Dudley	Staffordshire	DY11 4TA	United Kingdom	45,065.55
Neopost - Direct Debit	Neopost House	South street	Romford		RM1 2AR	United Kingdom	167.52
Newsquest	58 Church Street	Waybridge		Surrey	KT13 8DP	United Kingdom	235.62
NHS Business Services Authority Pension	PO Box 2269	Bolton	Lancashire	Lancashire	BL6 9JS	United Kingdom	8,047.87
NHS Midlands and Lancashire CSU	OCC Receivables M389	Shared Business Services	Phoenix House	Yorkshire	WF3 1WE	United Kingdom	-
NHS Property Services Ltd	99 Gresham Street	London		Middlesex	EC2V 7NG	United Kingdom	380.56
NHS Supply Chain	West Way	Cotes Park Industrial Estate	Alfreton	Derbyshire	DE55 4QJ	United Kingdom	3,562.02
Noda Taxis	37A Hadrian Road	Fenham	Newcastle Upon Tyne	Northumberland	NE4 9HN	United Kingdom	1,477.92
North Tyneside Council - D/DEBIT	PO Box No 3	Wallsend	Tyne & Wear	Northumberland	NE28 6YX	United Kingdom	101,306.17
North West London Pathology	Ground Floor,	East Acrow,	St Mary's Hospital	Middlesex	W2 1NY	United Kingdom	98.04
Northern Futures	13 Crichton Avenue	Chester le Street	County Durham	Durham	DH3 3ND	United Kingdom	3,335.50
Northumbria Healthcare NHS Foundati	Finance Department	Northumbria House	7/8 Silver Fox Way	Northumberland	NE27 0QJ	United Kingdom	6,398.17
OAS Air Conditioning Ltd	Unit 6A, The Bridge Centre	Birches Head Road		Staffordshire	ST28DD	United Kingdom	498.00
Ogilvie Fleet	Ogilvie House	200 Glasgow Road	Stirling	Stirlingshire	FK7 8ES	United Kingdom	26.03
OMS Group (On Call Medical)	15 Victoria Road	Exmouth	Devon	Devon	EX8 1DL	United Kingdom	531.42
Osmond Group Limited	21 Johnson Road	Ferndown Industrial Estate	Wimbome	Dorset	BH21 7SE	United Kingdom	980.86
PEAC (UK) Limited	Admin Office	Block 2	Blackrock Business Park		A94 H2X4	United Kingdom	652.19
Pelican Rouge T/A Selecta UK Ltd	Apollo House	Odyssey Business Park	West End Road	Middlesex	HA4 6QD	United Kingdom	669.57
Peter Harrison Business Equipment							573.60
Phoenix Taxis and Coaches	Northumberland Taxi & Coach Ce	Blyth,		Northumberland	NE24 5BW	United Kingdom	1,891.80
PHS Group Plc	Western Industrial Estate	Caerphilly		Glamorgan	CF83 1XH	United Kingdom	124.20
Portfield M J Field & A J Grimshaw							8,612.43
Posturite Limited	The Mill	Berwick	East Sussex	Sussex	BN26 6SZ	United Kingdom	496.68
Primary Care Medical Chambers	71-75 Shelton Street	London		Middlesex	WC2H 9JQ	United Kingdom	14,946.19
ProFM Group	Unit 19 Matrix Business Park	Matrix Way		Lancashire	PR7 7ND	United Kingdom	4,927.11
QMS International Plc - S/ORDER	Muspole Court	Muspole Street	Norwich	Norfolk	NR3 1DJ	United Kingdom	238.50
Quinryx	Quinryx AB	Vattugatan 17	Stockholm		111 52	Sweden	90.00
Reach Publishing Services Ltd	One Canada Square	Canary Wharf	London	Middlesex	E145AP	United Kingdom	1,464.00
Reliance High Tech	6 The Enterprise Centre	Easthampstead Road		Berkshire	RG12 1NF	United Kingdom	1,545.65
Rentokil Pest Control	Ebony House	Castelgate Way	Dudley	Staffordshire	DY11 4TA	United Kingdom	311.60
Restore DataShred	Unit 1	Queen Elizabeth Distribution	Purfleet	Essex	RM19 1NA	United Kingdom	6,331.89
Romberg Mathias Dr	11 OAKLANDS	NEWCASTLE		Northumberland	NE3 4YQ	United Kingdom	741.00
Royal United Hospital Bath	Accounts Receivable	Building No 6	Combe Park	Somerset	BA1 3NG	United Kingdom	610.00
S2S Electronics Ltd	Unit 3 Fairfield Park	Manvers Way		Yorkshire	SE3 5DB	United Kingdom	1,288.80
Serqius	29 Market Street			Berkshire	SL6 8AA	United Kingdom	2,719.20
Service Master VOC ONLY	Gault Hill Farm	Cooks Lane	Sawfry	Huntingdonshire	PE28 5XQ	United Kingdom	3,559.84
Shaun Nichol Landscaping							3,900.00

Vocare Limited – in Administration (cont.)

Siemens Financial Services Ltd - D/	Sefton park	Bells hill	Stoke Poges	Buckinghamshire	SL2 4JS	United Kingdom	6,574.36
Softcat Ltd	Thames Industrial Estate	Fieldhouse Lane	Marlow	Buckinghamshire	SL7 1TB	United Kingdom	24,852.82
Specsavers	Specsavers Optical Superstore	Melrose House	42 Dingwall Road	Corydon	CRO 2NE	United Kingdom	340.00
Speedy Fuels	Yard 31	Thorney Business Park	Thorney Lane North	Buckinghamshire	SL0 9HF	United Kingdom	- 472.24
Spook Limited	Cheriton	Farnham Lane	Haslemere	Surrey	GU27 1HD	United Kingdom	3,942.00
SRCL Ltd	Indigo House	Sussex Avenue	Leeds	Yorkshire	LS10 2LF	United Kingdom	1,711.89
Stockton on Tees Borough Council	Banking and Income Section	Stockton Borough	Bayheath house	Durham	TS18 1DS	United Kingdom	- 75.50
	Corporate Services, Revenue & Benefit						
Stoke on Trent City Council (Direct	services, PO Box 1490 Boothen road	Stoke on Trent		Staffordshire	ST4 4TS	United Kingdom	- 5,609.25
Streicycle Ltd	Indigo House	Sussex		Yorkshire	LS10 2LF	United Kingdom	2,796.24
Television Licensing	Bristol				BS98 1TL	United Kingdom	- 127.75
Tomtom Webfleet (D/Debit)	20th Floor Euston Tower	286 Euston Road	London		NW1 3AS	United Kingdom	626.10
TV Licensing						United Kingdom	- 743.24
uCheck	First Floor	Chiltern House	Marsh Barton	Devon	EX2 8NL	United Kingdom	- 363.60
University Hospitals of North Midlan	TRUST HEADQUARTERS	ROYAL STOKE HOSPITAL	NEWCASTLE ROAD	Staffordshire	ST4 6QG	United Kingdom	224,684.04
UPS Limited	ST DAVIDS WAY	BERMUDA PARK	NUNEATON	Warwickshire	CV10 7SD	United Kingdom	502.98
Volkswagen Finance - D/DEBIT Skoda						United Kingdom	- 5,578.40
Vyta Secure Ltd	Unit 28	Little Boyton Hall		Essex	CM1 4LN	United Kingdom	8,358.00
Water Plus Severn	Providence Row	Durham	Durham	Durham	DH1 1RR	United Kingdom	373.12
Williams Medical Supplies Ltd	The Maedry Industrial Estate	Rhymney	Gwent	Monmouthshire	NP22 5PY	United Kingdom	3,972.49
Womble Bond Dickinson LLP	St Ann's Wharf	112 Quayside	Newcastle upon Tyne	Northumberland	NE1 3DX	United Kingdom	60.00
Xenith	11-13 Wakley Street		London	Middlesex	EC1V 7LT	United Kingdom	691.09
Zen Internet	Moss Bridge Road	Rochdale		Lancashire	OL16 5EA	United Kingdom	36,512.09

Greenbrook Healthcare (Hounslow) Limited – in Administration

1st 4 Thirst Ltd	Bangors Park	Bangors Road South		Buckinghamshire	SL0 0AZ	United Kingdom	-	720.29
AAH Pharmaceutical	Sapphire Court	Walsgrave Triangle		Warwickshire	CV2 2TX	United Kingdom	-	214.80
Advanced Health and Care Limited	101 Wharfside Street			Warwickshire	B1 1RF	United Kingdom	-	121,807.42
Alexandra								
Allstar Business Solutions Ltd	PO Box 1463	Windmill Hill	Swindon	Wiltshire	SN5 6PE	United Kingdom	-	34.50
Amazon Payments UK Limited	1 Principal Place	Worship Street	London	Middlesex	EC2A 2FA	United Kingdom	-	87.11
Arcadia Pharama	Unit 3 Bell Court	Swansea West Business Park						
Austin Dean Recruitment	Hillcrest House	49A Vicarage Road	London	Forestfach	Glamorgan	SA5 4HP	United Kingdom	26,175.55
AWS EMEA SARL	2 King Edward Street			Essex	E10 5EF	United Kingdom	-	7,634.04
BT - ACCOUNT 90074170	Edgeley Dac	1 Brundrett Street	Stockport		EC1A 1HQ	United Kingdom	-	366.68
Cannon Cars Limited	10-12 Bourne Way			Cheshire	SK1 4LW	United Kingdom	-	1,959.06
Clyde & Co LLP	St Borolph Building	138 Houndsditch		Kent	BR2 7EY	United Kingdom	-	952.80
Community Health Partnerships	Community Health Partnerships Suite			Middlesex	EC3A 7AR	United Kingdom	-	6,480.00
Cyclescheme Ltd	PO BOX 3809	53 Portland Street	Manchester	Lancashire	M1 3LD	United Kingdom	-	794,291.31
DAC Beachcroft	Administration Centre	Portwall Place	Portwall Lane	Somerset	BA1 1WX	United Kingdom	-	750.00
Daisy Communications Ltd	Daisy House	Lindred Road Business Park		Gloucestershire	BS1 9HS	United Kingdom	-	2,846.80
Day Webster Ltd	UNIT 103A	Sterling House	Langston Road	Lancashire	BB9 5RS	United Kingdom	-	455.29
DR Catherine Akin				Essex	IG10 3TS	United Kingdom	-	5,538.79
DWF LLP	Scott Place	2 Hardman Street						
Dynasty Health Care Ltd	365 Church Lane	Brent	London	Lancashire	M3 3AA	United Kingdom	-	273.00
EE Limited BT Trading as	1 Braham Street			Middlesex	NW9 8JB	United Kingdom	-	24,569.20
Ergea UK and Ireland Limited	Units 4-6, Ely Road	Theale Commercial Estate	Reading	Middlesex	E1 8EE	United Kingdom	-	2,224.77
Fairview Health Limited	2nd Floor	Congress House	Lyon Road	Berkshire	RG7 4BQ	United Kingdom	-	440.60
GP World Ltd	222 Grays Inn Road		London	Middlesex	HA1 2EN	United Kingdom	-	68,467.04
Hallam Medical	2nd Floor Westfield House	60 Charter Row	Sheffield	Middlesex	WC1X 8HB	United Kingdom	-	27,016.92
Hill Dickinson LLP	No 1	St Pauls Square	Liverpool	Yorkshire	S1 3FZ	United Kingdom	-	2,354.57
Information Commissioner's Office	PO Box 66		Wilmslow	Lancashire	L3 9SJ	United Kingdom	-	3,562.20
Kent Council	1 Abbey Wood Road	Kings Hill		Cheshire	SK9 5AF	United Kingdom	-	5,790.00
Kings College Hospital	NHS Foundation Trust	Denmark Hill	London	Kent	ME19 4YT	United Kingdom	-	253.41
Kirivani Ltd	SUIT 2A Phoenix House	Christopher Martin Road		Surrey	SE5 9RS	United Kingdom	-	71,065.64
L & S Printers	Unit 20	Morgan Business Centre	Camperdown	Essex	SS14 3EZ	United Kingdom	-	1,750.00
Language Line Solutions	40 Bank Street	Canary Wharf	London	Northumberland	NE12 5UJ	United Kingdom	-	168.00
Lewisham and Greenwich NHS Trust	RJ2 Receivables 4719	Shared Business Services	Phoenix House	Middlesex	E14 5NR	United Kingdom	-	147.84
Little Green Button Ltd	1A St Nicholas Court			Yorkshire	WF3 1WE	United Kingdom	-	19,448.00
London Borough of Hillingdon	Revenues & Benefits Service PO	Number 1 Market Street		Norfolk	NR28 9BY	United Kingdom	-	52.50
London North West Healthcare	Northwick Park Hospital	Watford Road		Lancashire	BB9 7LJ	United Kingdom	-	7,285.25
Lyreco UK Ltd	Deer Park Court	Donnington Wood	Shropshire	Middlesex	HA1 3UJ	United Kingdom	-	1,008,796.22
Magnit Global GRI Limited	Booths Park 1	Chelford Road	Shropshire	Cheshire	TF2 7NB	United Kingdom	-	3,369.71
Meddco Locums	Fitzgerald House310 Kenton Roa	Harrow	Knutsford	Cheshire	WA16 8GS	United Kingdom	-	1,000,779.84
medicalsUPERMARKET	PROCURE HEALTH LTD	Unit 5 Stocklake Park	London	Middlesex	HA3 8DF	United Kingdom	-	4,463.12
Medigold Health Consultancy Ltd	Medigold House	Queensbridge	London	Buckinghamshire	HP20 1DQ	United Kingdom	-	33.25
Medisave UK Ltd	MEDISAVE HOUSE	Mercery Road	Weymouth	Northamptonshire	NN4 7BF	United Kingdom	-	214.20
Merco Medical Staffing Limited	St Georges House	3-5 Pepys Road	Raynes Park	Dorset	DT3 5FA	United Kingdom	-	32.03
MLC Partners Ltd	c/o WeWork 123	Buckingham Palace Rd	London	Surrey	SW20 8NJ	United Kingdom	-	2,242.50
NHS Business Services Authority	PO BOX 974	Newcastle Upon Tyne		Surrey	SW1W 9SH	United Kingdom	-	16,863.00
NHS Supply Chain	West Way	Cotes Park Industrial Estate	Alfreton	Northumberland	NE99 1UQ	United Kingdom	-	15,601.22
Office Furniture Online	Jubilee House	Dumfries Enterprise Park	Heathhall	Derbyshire	DE55 4QJ	United Kingdom	-	28,378.87
Quality Badge	95 Powder Mill Lane			Dumfriesshire	DG1 3SJ	United Kingdom	-	1,563.60
Regulatory Solution Ltd	ROWAN HOUSE NORTH Sitka Drive	Shrewsbury Business Park		Middlesex	TW2 6EF	United Kingdom	-	144.60
Restore Records Mangement Limited	The Databank	Unit 5 Redhill Distribution Centre	Salbrook Road	Shropshire	SY2 6LG	United Kingdom	-	4,536.00
Safe and Sound Limited	60 NORMANDY AVENUE			Surrey	RH1 5DY	United Kingdom	-	471.78
Sensible staffing limited	Churchwood House	116 Cockfosters Road		Hertfordshire	EN5 2JA	United Kingdom	-	1,254.00
Stericycle Ltd	Indigo House			Middlesex	EN4 0DR	United Kingdom	-	747.50
Toolkit Website Ltd	38 Southgate			Sussex	LS10 2LF	United Kingdom	-	187.87
uCheck	First Floor	Chiltern House	Chichester	Yorkshire	PO19 1DP	United Kingdom	-	4,320.00
Williams Medical Supplies Ltd	The Maedry Industrial Estate	Rhymney	Gwent	Devon	EX2 8NL	United Kingdom	-	68.00
Workman LLP Threadneedle UKPEC6	C/O Threadneedle Portfolio			Monmouthshire	NP22 5PY	United Kingdom	-	987.18
Xerox UK Limited	Services Ltd	PO Box 3550						
Zoom video communications	One City West	Gelder Road		Yorkshire	SN3 9AP	United Kingdom	-	1,046.56
	55 Almaden BLVD	Suite 600			LS12 6NJ	United Kingdom	-	55.80
					CA 95113	United States	-	35.76

Appendix C Administrators' receipts and payments account for the period from 6 June 2025 to 11 June 2025

Totally Plc - in Administration	
JOINT ADMINISTRATORS' RECEIPTS AND PAYMENTS ACCOUNT	
	Current period
	From 06/06/2025
£	To 11/06/2025
FIXED CHARGE ASSETS	
Consideration for shares held by Totally in five of its trading subsidiaries	2,499,402.58
	2,499,402.58
FLOATING CHARGE ASSETS	
TSA prepayment	296,539.71
LTO prepayment	30,822.54
	327,362.25
TOTAL REALISATIONS	5,326,167.41
DISTRIBUTIONS	
Secured creditors	(2,207,939.74)
Net receipts / (payments)	3,118,227.67
REPRESENTED BY	
Fixed charge current account	356,935.28
Floating charge current account	327,362.25
Net VAT receivable / (payable)	(65,472.44)
	618,825.09

Notes

1. Receipts and payments are stated net of VAT.
2. Estimated to Realise values will be provided once a Statement of Affairs has been received from the Companies' statutory director(s).
3. NatWest applied its contractual right of set-off against in relation to the Totally's cash at bank. As part of the SPA, it was agreed that the purchase price for the shares owned by Totally would be reduced to reflect the total amounts recovered by the Bank from the Companies' pre-administration bank accounts.

Vocare Limited - in Administration	
JOINT ADMINISTRATORS' RECEIPTS AND PAYMENTS ACCOUNT	
	Current period
	From 06/06/2025
£	To 11/06/2025
FIXED CHARGE ASSETS	
Shares in Staffordshire Doctors Urgent Care Limited	1.00
Business records	1.00
Contracts	1.00
IT systems	1.00
Tax losses	1.00
Deposits	1.00
	6.00
FLOATING CHARGE ASSETS	
Debtors	134,992.00
Tangible assets	55,000.00
	189,992.00
TOTAL REALISATIONS	189,998.00
Net receipts / (payments)	324,990.00
REPRESENTED BY	
Fixed charge current account	6.00
Floating charge current account	189,992.00
	189,998.00

Notes

1. Receipts and payments are stated net of VAT.
2. Estimated to Realise values will be provided once a Statement of Affairs has been received from the Companies' statutory director(s).
3. Deferred consideration of £150,000 will be payable on or before 8 June 2026

Greenbrook Healthcare (Hounslow) Limited - in Administration

JOINT ADMINISTRATORS' RECEIPTS AND PAYMENTS ACCOUNT

Current period	
From 06/06/2025	
To 11/06/2025	
£	
FIXED CHARGE ASSETS	
Business records	1.00
Contracts	1.00
IT systems	1.00
Deposits	1.00
	4.00
FLOATING CHARGE ASSETS	
Debtors	4,997.00
Tangible assets	5,000.00
	9,997.00
TOTAL REALISATIONS	10,001.00
Net receipts / (payments)	10,001.00
REPRESENTED BY	
Fixed charge current account	4.00
Floating charge current account	9,997.00
	10,001.00

Notes

1. Receipts and payments are stated net of VAT.
2. Estimated to Realise values will be provided once a Statement of Affairs has been received from the Companies' statutory director(s).
3. Deferred consideration of £150,000 will be payable on or before 8 June 2026

Appendix D Statement of pre-administration costs

Statement of pre-administration costs – Totally Plc – in Administration

	Remuneration £	Expenses £	Details
Time costs	200,575.41	NIL	Incurring by the Joint Administrators and their staff, as outlined in Section 6.
Legal fees	166,351.30	NIL	Time costs and disbursements incurred by Eversheds.
Total costs incurred	366,926.71	NIL	
Paid before the administration			
Time costs	NIL	NIL	
Legal fees	NIL	NIL	
Unpaid pre-administration costs	366,926.71	NIL	

Statement of pre-administration costs – Vocare Limited – in Administration

	Remuneration £	Expenses £	Details
Time costs	27,284.62	NIL	Incurring by the Joint Administrators and their staff, as outlined in Section 6.
Legal fees	22,629.05	NIL	Time costs and disbursements incurred by Eversheds.
Total costs incurred	49,913.67	NIL	

Paid before the administration

Time costs	NIL	NIL
Legal fees	NIL	NIL
Unpaid pre-administration costs	49,913.67	NIL

Statement of pre-administration costs – Greenbrook Healthcare (Hounslow) Limited – in Administration

	Remuneration £	Expenses £	Details
Time costs	12,839.97	NIL	Incurring by the Joint Administrators and their staff, as outlined in Section 6.
Legal fees	10,649.09	NIL	Time costs and disbursements incurred by Eversheds.
Total costs incurred	23,489.07	NIL	
Paid before the administration			
Time costs	NIL	NIL	
Legal fees	NIL	NIL	
Unpaid pre-administration costs	23,489.97	NIL	

Unpaid pre-administration costs are costs which had not been paid at the date of administration are still outstanding and are subject to approval under Rule 3.52 of the Insolvency (England and Wales) Rules 2016.

Unpaid pre-administration costs are not part of the proposals subject to approval under paragraph 53 of Schedule B1 of the Insolvency Act 1986. This means that they must be approved separately from the proposals. Further information on the way in which approval will be sought for unpaid pre-administration costs is set out in section 6 of this document.

Appendix E SIP 16 notification



Ernst & Young LLP
12 Wellington Place
Leeds
LS1 4AP

Tel: +44 (0) 113 298 2200
ey.com/parthenon

TO ALL KNOWN CREDITORS

13 June 2025

Ref: TRS/TV/MY/OG

Email: TotallyGroupAdmin@uk.ey.com

Dear Sir / Madam

Totally plc ('Totally'), Vocare Limited ('Vocare') and Greenbrook Healthcare (Hounslow) Limited ('Greenbrook') – all in Administration (together, the 'Companies')

Principal trading addresses:

- *Totally Plc and Greenbrook Healthcare (Hounslow) Limited: Cardinal Square First Floor – West, 10 Nottingham Road, Derby, England, DE1 3QT*
- *Vocare Limited: Vocare House, Balliol Business Park, Benton Lane, Newcastle Upon Tyne, NE12 8EW*

Overview

On 6 June 2025, the Companies entered Administration and Samuel James Woodward and I were appointed as Joint Administrators. The appointment was made by the Companies' directors under the provisions of Paragraph 22 of Schedule B1 to the Insolvency Act 1986.

I attach formal notice of our appointment for your information.

As licensed insolvency practitioners, we are bound by the Insolvency Code of Ethics when carrying out all professional work relating to the Administration.

On 8 June 2025, the Joint Administrators completed a sale of the shares held by Totally in five of its trading subsidiaries, as well as the businesses and certain assets of Vocare and Greenbrook, to PHL Group Finance Limited, PHL Group V1 Limited and PHL Group G1 Limited (together, 'PHL' or the 'Purchaser') for a total consideration of £3.3 million (before Bank set-off of £0.3 million, as explained later).

In accordance with Statement of Insolvency Practice 16, a detailed explanation of the transactions is set out below.

Initial introduction

Sam Mills of Ernst & Young LLP ('EY'), Partner in Restructuring and Turnaround Strategy, was introduced to the Companies by one of Totally's non-executive directors, Robert Forsyth, in February 2025.

Background

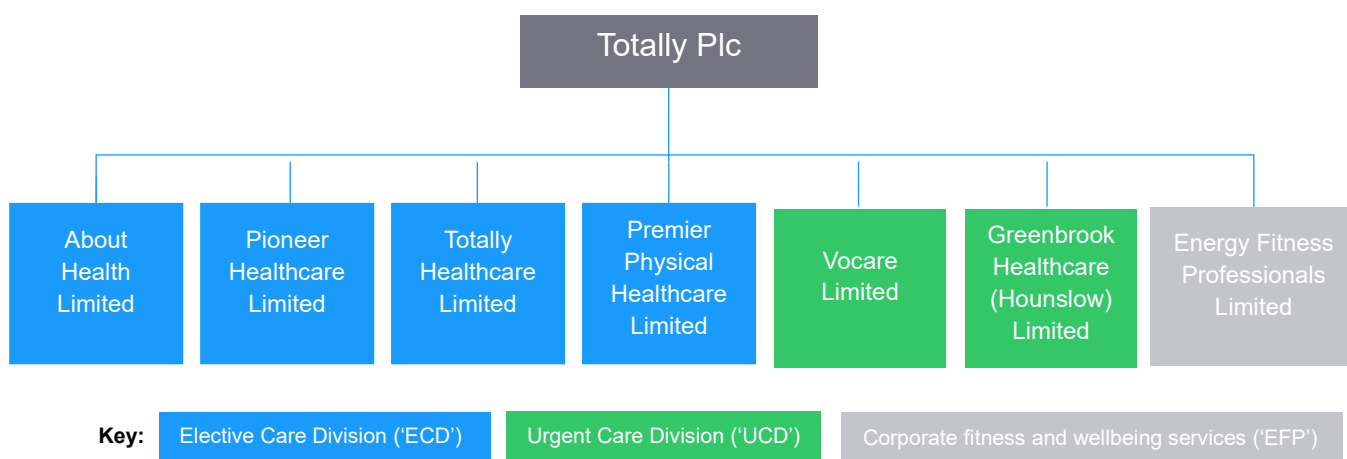
Totally was incorporated on 28 October 1999 and acted as a holding company for seven trading subsidiaries (Vocare, Greenbrook, Pioneer Healthcare Limited, Totally Healthcare Limited, About Health Limited, Premier Physical Health Limited and Energy Fitness Professionals Limited (together, the 'Group')). The Group was an AIM-listed healthcare services provider, operating three divisions: Urgent Care Division ('UCD'), Elective Care Division ('ECD') and Energy Fitness Professionals, a corporate fitness and wellbeing services business ('EFP'). The Group's services included operation of primary care centres and urgent treatment centres, NHS out of hours GP services, elective care services, and various insourcing and outsourcing services.

The Group had 755 employees, 665 of which were employed by the Companies, and the remainder were employed by ECD and EFP. The employees of each of the Companies are as follows: Vocare – 498; Greenbrook – 136; and Totally – 31.

The Group has one secured lender, National Westminster Bank Plc (the 'Bank' or 'NatWest'). Totally does not have a majority shareholder.

The statutory directors of Totally are Simon Stilwell (Non-Executive Chairman), John McMullan (Medical Director), Robert Forsyth (Non-Executive Director) and Robert Harris (Non-Executive Director) (together, the 'Directors'). The statutory directors of Vocare are Andrew Gregory (Interim Chief Operating Officer) and Barry Cooper (Director of Business Development). Andrew Gregory is also the sole director of Greenbrook.

A summary group structure, as at the date of our appointment, is presented below:



Events leading to our appointment

The Group saw strong trading performance during the pandemic (FY21-23), partially driven by additional funding put in place by the UK Government at the time to bolster capacity in the NHS. Advantageous pricing arrangements at the time also benefited the Group's profitability through this period.

Following the end of the pandemic, several key UCD contracts were lost in FY24. Concurrently, the ECD business also reduced in size, with revenue dropping from £35.4 million in FY23 to £25.6 million in FY25. This was driven by a natural level of churn in the ECD contracts, which are typically shorter-term arrangements, coupled with a reduction in insourcing tenders and increased competition across the market.

In February 2025, a key contract to operate 111 call centres for NHS England, representing £14 million of revenue in FY25 (25.7% of total revenue), came to an end. Ahead of the contract end date, the Group sought opportunities to win new contracts and/or redeploy staff associated with the NHS 111 contract but unfortunately this did not prove possible. This meant that redundancy consultations for staff associated with this contract commenced after the contract had ended, causing the Group to incur significant ongoing staff costs without the benefit of respective contract revenues. The contraction of the business combined with the delay in commencing redundancy consultations to right-size the cost base had a significant impact on the Group's liquidity.

The Group's RCF with NatWest was also due to expire in October 2026. EY was initially engaged on 28 March 2025 to undertake a review of the Group's short-term and medium-term cash flow forecasts with a view to assisting the Group identify its options for refinancing,

A review of the Group's cash flow forecast indicated that a material additional cash requirement was due to materialise in the short term. It was also apparent that creditors, including HMRC, were already stretched beyond terms.

It was concluded that the quantum of the forecast additional funding requirement was too large to meet via raising additional debt. A sale of a non-core division to raise additional liquidity was also considered, however, was not viable in light of the quantum of funding needed and time available

The Directors therefore consulted with the Group's broker, Canaccord Genuity ('CG' or the 'Broker'), to determine the feasibility of raising additional capital from shareholders. The Broker confirmed that it would not be feasible to seek to raise such additional capital in the time available and given the wider circumstances.

Therefore, on 1 May 2025, the Group instructed EY to commence an accelerated sale process, and an RNS was issued the same day by the Directors and the Broker.

Introduction of the Joint Administrators

Following the completion of the review of the Group's cash flow forecast, Tim Vance and Sam Woodward of EY, both Partners in Restructuring and Turnaround Strategy, were introduced to the Directors of the respective Companies in the Group.

Marketing of the business and assets

Given the cash flow pressures experienced by the Group, EY was instructed to commence an accelerated sale process on 1 May 2025, with the marketing process due to take place over the following three weeks.

During the marketing of the business 35 parties were initially contacted, comprising 20 trade parties, 13 financial parties and 2 private investors. In addition to our initial outreach, 10 parties operating in the gym sector were contacted in relation to acquiring the non-core corporate gyms division on a standalone basis. The list was compiled with the assistance of the Directors, as well as utilising EY's extensive network and buyer research capabilities.

Of these parties, 20 expressed an initial interest and entered into non-disclosure agreements. These parties subsequently received an information memorandum and access to a virtual data room. A process letter was also issued outlining key timelines and bid requirements.

We consider that the marketing process complied with the 'Marketing Essentials' set out in the SIP 16 in all aspects as:

- a. We have marketed the business widely with both financial and trade buyers. At the outset of the marketing process, the Group made an RNS announcement confirming that a sale of the business was being pursued and that interested parties should contact EY.
- b. Alternative solvent and insolvent options have been considered in detail during the marketing process, with a view to illustrating that a sale(s) via a pre-packaged Administration represented the best feasible outcome for creditors as a whole.
- c. All bidders were unconnected, and therefore, there was no need for evaluator reports, or additional creditor consents.

Initial offers were received on 19 May 2025 from seven parties for all or parts of the Group, comprising a mix of offers for the shares of trading subsidiaries on a solvent basis, and pre-pack transaction structures. No offers were received for the solvent acquisition of the shares in Totally Plc.

Five of the offers (including the Purchaser's bid) were progressed to the second and final round, based on value (hence, likely returns to creditors) and deliverability. All progressed bidders conducted due diligence concurrently.

Following review of the draft sale agreement and additional legal, commercial & financial due diligence, one bidder withdrew from the process, and final offers were received from the remaining four bidders, including the Purchaser.

The Purchaser's offer was deemed to generate the best result for the general body of creditors, however, all of the final offers were progressed to retain optionality in the marketing process. The Purchaser continued to progress urgent work completing legal documentation in anticipation of completing the transaction.

Following the withdrawal of two of the four final offers, the Purchaser's offer and legal documentation was judged to be sufficiently progressed to be able to complete a sale imminently. Analysis of the transaction (which factored in the economic characteristics of the offers as well as prudent assumptions regarding realisations for assets not included in the offers) continued to indicate that the Purchaser's final offer delivered the best outcome for the Companies' creditors, and was materially better than an alternative insolvent wind-down of the business. Therefore, steps were taken to urgently complete this transaction.

Consideration of alternative scenarios

The Joint Administrators considered the relative outcomes to each class of creditors in each of the offers outlined above.

In addition, the offers were also considered in the context of alternative scenarios should a sale not be completed, being a trading administration (with a view to complete a sale of the business and assets at a later point), a wind-down administration or a creditors' voluntary liquidation ('CVL'). Other insolvency processes (e.g. company voluntary arrangement or a restructuring plan) were not considered feasible due to the Group's circumstances and cash limitations, which would be insufficient to offer an adequate proposal for the creditors' debts.

This work concluded that it would not be appropriate for the Companies to enter Administration (absent a successful pre-pack sale) or CVL. The key considerations in determining this were:

- It was likely there would have been limited to no cash at bank available in the insolvency estate. Furthermore, no alternative external debt funding could have likely been obtained. Therefore, the Joint Administrators would be unable to discharge the costs of realisations (such as wages, rent, rates, etc.) of an Administration.
- The Group operates in a highly regulated sector, which would pose a challenge to any ongoing trading for the Joint Administrators from a personal risk perspective.

- In a wind-down Administration or CVL, service provision to the NHS trusts and integrated care boards would have ceased on appointment. This would likely have given rise to a high level of counter-claims against the Companies' book debts, materially reducing the level of asset realisations.

Therefore, it was concluded that in the event a sale was not completed, compulsory liquidation was likely the only feasible alternative route available to the Companies and the Group as a whole, with the Official Receiver being appointed as liquidator. It was estimated this would have led to a materially worse outcome to the Companies' creditors than completing the sale to the Purchaser.

Consultation with major creditors and other matters

The Bank was consulted throughout the accelerated sale process, and NatWest has been supportive of the Group exploring the sale process.

No direct consultations took place with the general body of creditors as this could have disrupted the Group's service provision, as well as adversely affected the deliverability of the sale to the Purchaser.

We are not aware of any guarantees given by the directors of the Companies for amounts due from the Companies to a prior financier, or that a prior financier is financing the new business.

The Companies have the following registered charges:

Entity	Date of creation of charge	Date of registration of charge	Details of charge	Name of charge holder
Totally	26 November 2021	2 December 2021	Contains fixed and floating charges	National Westminster Bank Plc
Vocare	26 November 2021	2 December 2021	Contains fixed and floating charges	National Westminster Bank Plc
Greenbrook	26 November 2021	2 December 2021	Contains fixed and floating charges	National Westminster Bank Plc

Statutory purpose of administration

The purpose of an administration is to achieve one of three objectives:

- To rescue the Company as a going concern.
- To achieve a better result for the Company's creditors as a whole than would be likely if the Company were wound up (without first being in administration).
- To realise property in order to make a distribution to one or more secured or preferential creditors.

Given no solvent offers were forthcoming for the shares of Totally plc, as well as the liquidity position of the Group, it was not possible to achieve objective (a).

The outcome achieved through the pre-packaged sale was the best available outcome for creditors as a whole in all the circumstances, therefore, the objective being pursued is (b).

Valuation of the business and assets

The Companies' key assets were book debts, which represented the vast majority of the asset base. Due to the specialised nature of these debts, as well as limited ability to assess the likely quantum of contract counter-claims, it is challenging to value these assets. Therefore, we are confident that the extensive marketing process undertaken and multiple offers received from bidders were sufficient to test the market and to achieve the best value for these assets (in the context of the Companies' current financial position).

The purchaser and related parties

PHL Group Finance Limited purchased the shares held by Totally Plc in five of its trading subsidiaries. PHL Group V1 Limited purchased the business and assets of Vocare Limited. PHL Group G1 Limited purchased the business and specific assets of Greenbrook Healthcare (Hounslow) Limited.

PHL Group Finance Limited is a company incorporated in England & Wales on 18 February 2022 with a registered office at Onyx, 12 Little Park Farm Rd, Segensworth Roundabout, West Fareham, United Kingdom, PO15 5TD. The statutory directors listed on Companies House are Ross Stuart Brand, Ewald Gustav Fichardt, Neil William McCausland, Kenneth Patrick, Grant Paul-Florence and Dr Timothy Samuel Wright.

PHL Group V1 Limited is a company incorporated in England & Wales on 2 June 2025 with a registered office at Onyx, 12 Little Park Farm Rd, Segensworth Roundabout, West Fareham, United Kingdom, PO15 5TD. The statutory directors listed on Companies House are Ross Stuart Brand and Ewald Gustav Fichardt.

PHL Group G1 Limited is a company incorporated in England & Wales on 3 June 2025 with a registered office at Onyx, 12 Little Park Farm Rd, Segensworth Roundabout, West Fareham, United Kingdom, PO15 5TD. The statutory directors listed on Companies House are Ross Stuart Brand and Ewald Gustav Fichardt.

We have identified that PHL and Totally had a common shareholder. Further to additional review, we have established that the common shareholder held less than 5% of total shares in the respective Purchaser and Group entities, which, therefore, does not constitute control. Accordingly, we have concluded that the common shareholder cannot be considered a connected person, and independent scrutiny by a third-party evaluator in relation to the sale was not required to be sought in line with the Administration (Restriction on Disposal etc. to Connected Persons) Regulations 2021.

Furthermore, we are not aware of any directors, former directors or associates of the Companies who are or were previously involved in the financing or management of PHL.

Assets

The offer from the Purchaser was for the following assets:

Description of asset	Entity	Purchase consideration (£)
Business records	Vocare	1.00
	Greenbrook	1.00
Contracts, goodwill, intellectual property, names and sale information	Vocare	1.00
	Greenbrook	1.00
Deposits	Vocare	1.00
	Greenbrook	1.00
IT systems	Vocare	1.00
	Greenbrook	1.00
Plant & machinery, motor vehicles and stock	Vocare	55,000.00
	Greenbrook	5,000.00
Tax losses	Vocare	1.00
Trade receivables	Vocare	284,992.00
	Greenbrook	154,997.00
Shares in Staffordshire Doctors Urgent Care Limited	Vocare	1.00
Shares in ECD companies and EFP ¹	Totally	2,800,000.00
Total (£)		3,299,999.00

¹ Please note that Purchaser's valuation of this asset was based on the level of the Companies' cash at bank, and therefore, upon sale completion, would be adjusted by any amounts that NatWest recovers by way of its contractual right of set-off. See 'Sale consideration' for further detail.

As part of the sale, 532 employees employed by Vocare and Greenbrook transferred to the Purchaser under to the provisions of TUPE, with the remaining 102 employees made redundant by the Joint Administrators shortly following their appointment, after the completion of the sale.

To facilitate the orderly transition and alignment of IT-related processes & systems with the Purchaser, a transitional services agreement ('TSA') has been put in place between the Companies, the Joint Administrators and PHL on 8 June 2025, for an initial term of 6 months. As part of the TSA, PHL has requested that 21 employees are initially retained by the Joint Administrators in Totally in order to assist with critical information provision. The remaining 10 employees were made redundant by the Joint Administrators shortly following their appointment, after the completion of the sale.

Furthermore, as part of the sale, the Companies, the Joint Administrators and the Purchaser entered into license to occupy ('LTO') agreements in relation to the Companies' four leasehold premises, primarily used as office space, in the following locations:

- Cardinal Square, First Floor, West Point, Cardinal Square, Nottingham Road, Derby, DE1 3QT
- Vocare House, Balliol Business Park, Benton Lane, Newcastle Upon Tyne, NE12 8EW
- Medway House, Fundan Way, Teesdale Park, Stockton on Tees, TS17 6EN
- Elizabeth House, Unit 6, Riverside 2, Campbell Road, Stoke on Trent, Staffordshire, ST4 4RJ.

Sale consideration

Per the terms of the sale and purchase agreement dated 8 June 2025, the total consideration for business and certain assets of Totally was £2.8 million, all of which related to the purchase of shares in the ECD and EFP subsidiaries.

The purchase price for the shares owned by Totally was agreed to be reduced to reflect amounts recovered by the Bank by way of its contractual right of set-off from the Companies' pre-appointment bank accounts (£300,597). Therefore, the net consideration for the shares was £2,499,402.

Per the terms of the respective business purchase agreements, the total consideration for business and certain assets of Vocare and Greenbrook was £339,998 and £160,001 respectively.

Overall, the total net consideration for the Companies was £2,999,402.

A total of £2.7 million was paid on completion, with the remainder of the consideration being deferred (£0.3 million) to be paid on or before 8 June 2026. The deferred consideration relates to the sale of business and certain assets of Vocare and Greenbrook. Partnering Health Limited, an entity connected to PHL, acts as a guarantor for any amounts due from PHL Group V1 Limited and PHL Group G1 Limited under the respective business purchase agreements, including the deferred consideration. In view of the guarantee and that the deferred element of the consideration is relatively small, the Joint Administrators have not considered it necessary to seek security in respect of the deferred element of the consideration.

The net consideration is allocated between the fixed and floating charges in accordance with the existing registered charges and apportioned as outlined in the table overleaf.

Category of asset	Entity	Allocated to fixed charge realisations	Allocated to floating charge realisations	Total
		£	£	£
Intangible assets	Vocare	6.00	-	6.00
	Greenbrook	4.00	-	4.00
Tangible assets	Vocare	-	55,000.00	55,000.00
	Greenbrook	-	5,000.00	5,000.00
Trade receivables	Vocare	-	284,992.00	284,992.00
	Greenbrook	-	154,997.00	154,997.00
Shares in ECD and EFP	Totally	2,499,402.58	-	2,499,402.58
Total (£)		2,499,412.58	499,989.00	2,999,401.58

The classification of these realisations is subject to review, pending a security review obtained from an independent firm of solicitors.

Significant assets not included in the sale agreement

No material assets have been excluded from the transaction.

Administrators' proposals and remuneration

In accordance with Paragraph 49(5) of Schedule B1 to the Insolvency Act 1986, we have prepared our Joint Administrators' Proposals (the 'Proposals'), which are available to view at: https://www.ey.com/en_uk/administrations/totally-plc.

The Joint Administrators' Proposals are available to all creditors and will give an indication of the likely dividend prospects. We have also set out our proposals for remuneration and will seek approval for the basis of our remuneration. The statutory provisions relating to remuneration are set out in Chapter 4, Part 18 of the Insolvency (England and Wales) Rules 2016 (the Rules).

Further information is given in the Association of Business Recovery Professionals' publication 'A Creditors' Guide to Administrators' Fees', a copy of which may be accessed from the web site of the Institute of Chartered Accountants in England and Wales at <https://www.icaew.com/en/technical/insolvency/creditors-guides>, or is available in hard copy upon written request to the Joint Administrators.

Creditors' claims

Please note that debts incurred by the Companies before our appointment will rank as unsecured claims against the respective company. Any sums due to the Companies arising after our appointment must be paid in full and without set-off against any debts incurred by the Companies prior to our appointment.

The Directors are required to submit a statement of affairs to us, and you will appreciate that the full financial position is not yet known.

Should you wish to submit a claim together with your supporting documentation and banking information, you can do so by accessing the website below using the unique login details provided. Alternatively, a hard copy proof of debt form can be downloaded from www.ips-docs.com and emailed to me, with supporting documentation, to TotallyGroupAdmin@uk.ey.com.

IPS Creditor Login: TPLC01
From the drop-down box select
TPLC01 ~ Ernst & Young LLP
Unique ID: As confirmed in your creditor letter.

Please note that some creditors have experienced issues regarding their Unique ID and hence, for clarity, please review the table below to confirm the letters of your ID, noting that the portal is case sensitive.

Letter/Number	Description
I	Upper Case i ('I')
l	Lower case L ('l')
1	Number one ('1')

Guidance on using the IPS creditors' portal can be downloaded from www.ips-docs.com.

Certain debts due from the Companies may be preferential in accordance with section 386 of the Insolvency Act 1986. If you consider that you have a claim in this category, please advise me immediately. If you hold any security for your claim or you consider that you have title to any assets in the Company's possession, please forward details to me as soon as possible.

You may be entitled to VAT bad debt relief on debts arising from supplies more than six months old. This procedure does not involve the Administrators and claims should be made directly to HM Revenue and Customs.

Opting out

Under the provisions of Rule 1.39, creditors have the right to elect to opt out of receiving further documents relating to the Administration.

If you do elect to opt out, you will still receive the following documents:

- Any which the Insolvency Act requires to be delivered without expressly excluding opted-out creditors;
- Notice relating to a change in the Administrators, or their contact details;
- Notice of dividend or proposed dividend; or
- A notice which the court orders to be sent to all creditors, or all creditors the particular category to which you belong.

Any election to opt-out will not affect your entitlement to receive dividends, if any are paid.

Unless the Rules provide to the contrary, opting-out will not affect your rights to vote in a decision procedure or participate in a deemed consent procedure, although you would not receive notice of such procedures.

Any opted-out creditors will be treated as opted out in respect of any consecutive insolvency procedure which might follow the administration.

You may opt-out by delivering an authenticated (e.g. signed) and dated notice to me stating that you are electing to be an opted-out creditor in relation to this Administration. You may at any time revoke this election by delivering to me an authenticated and dated notice stating that you no longer wish to be an opted-out creditor.

Notification that future documents will be made available on a creditors' portal

Please be advised that future documents in the Administration, other than those described at the end of this letter, will be made available for viewing and downloading at the following web address: www.ips-docs.com, using Creditor Key Code TPLC01 (case-sensitive) without any further notification from me. When viewing documents, you can either use your unique ID noted above or 'password'.

The same documents will also be made available (however potentially later) for viewing and downloading from www.ips-docs.com.

I will not be obliged to deliver (i.e., send) any such documents to you, unless specifically requested by you.

You may at any time request a hard copy of any or all of the following:

- All documents currently available for viewing on the web site.
- All future documents which may be made available there.

If you do wish to receive a hard copy of the document(s), please either telephone or email at TotallyGroupAdmin@uk.ey.com, or write to me, using the contact details at the top of this letter and a copy will be sent to you.

Documents to be uploaded to the web site may include, but are not limited to, the following. Timings are indicative only:

- The Joint Administrators' proposals.
- Fee estimates and statements of expenses.
- Notices seeking a decision from creditors on matters arising in the Administration (e.g., approval of remuneration, extension of the Administration) – at any time.
- Invitations to form a creditors' committee – at any time that a decision is sought from creditors and there is not already a committee in existence.
- The Joint Administrators' progress reports – within one month of the end of each 6-month period starting with the date of Administration.
- The Joint Administrators' final progress report – as soon as reasonably practicable after the end of the Administration.

The following documents will still be delivered by post or email:

- Any document for which personal delivery is required.
- Any notice of intention to declare a dividend.
- Any document which is not delivered generally (e.g. which is not sent to all known creditors or members).

Other matters

If there are any matters concerning the Company's affairs which you consider may require investigation and consequently should be brought to our attention, please forward the details to me in writing as soon as possible.



If you require any further information or explanation, please contact us at TotallyGroupAdmin@uk.ey.com.

Yours faithfully
for the Companies

A handwritten signature in black ink, appearing to read 'Tim Vance'.

Timothy Vance
Joint Administrator

Enc Notice of Administrator's Appointment

Timothy Vance is licenced in the United Kingdom to act as an Insolvency Practitioner by The Institute of Chartered Accountants of Scotland. Samuel James Woodward is licenced in the United Kingdom to act as an Insolvency Practitioner by The Institute of Chartered Accountants in England and Wales. As Insolvency Practitioners, they are bound by the Insolvency Code of Ethics in carrying out all professional work relating to the appointment.

The affairs, business and property of the Companies are being managed by the Joint Administrators, Timothy Vance and Samuel James Woodward who act as agents of the Companies only and without personal liability.

The Joint Administrators may act as data controllers of personal data as defined by the UK General Data Protection Regulation (as incorporated in the Data Protection Act 2018), depending upon the specific processing activities undertaken. Ernst & Young LLP and/or the Company may act as a data processor on the instructions of the Joint Administrators. Personal data will be kept secure and processed only for matters relating to the Joint Administrator's appointment. The Office Holder Data Privacy Notice can be found at www.ey.com/uk/officeholderprivacy.

**Notice of Administrators' Appointment – paragraph 46(3) of
Schedule B1 to the Insolvency Act 1986**

Greenbrook Healthcare (Hounslow) Limited (in Administration)

Name of Court	Business and Property Courts of England and Wales, Insolvency and Companies List (ChD)	
Court reference number	CR-2025-003876	
Company registered number:	06025335	
Nature of business	General medical practice activities	
Registered office of Company	c/o Ernst & Young LLP 12 Wellington Place Leeds LS1 4AP Formerly: First Floor – West Cardinal Square 10 Nottingham Road Derby Derbyshire DE1 3QT	
Principal trading address (if different from above)	First Floor - West Cardinal Square 10 Nottingham Road Derby Derbyshire DE1 3QT	
Any other name under which the Company was registered in the previous 12 months	None	
Any other name(s) or style(s) under which the Company carried on business or incurred debts	None	
Date of appointment of Joint Administrators	6 June 2025	
Names and addresses of Joint Administrators	Timothy Vance and Ernst & Young LLP, 12 Wellington Place, Leeds, LS1 4AP	Samuel James Woodward Ernst & Young LLP 2 St. Peters Square Manchester M2 3EY
Joint Administrators IP Nos	26710	12030
Contact	TotallyGroupAdmin@uk.ey.com	
Name of alternative person to contact with enquiries about the case	Catriona Lynch	

Notice to all creditors

On 6 June 2025 the Company entered Administration and Samuel James Woodward and I were appointed as Joint Administrators. The appointment was made by the Company's Directors under the provisions of paragraph 22(2) of Schedule B1 to the Insolvency Act 1986.



Signed

Date 10 June 2025_____

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**Notice of Administrators' Appointment – paragraph 46(3) of
Schedule B1 to the Insolvency Act 1986**

Vocare Limited (in Administration)

Name of Court	Business and Property Courts of England and Wales, Insolvencies and Companies List (ChD)	
Court reference number	CR-2025-003875	
Company registered number:	09933257	
Nature of business	General medical practice activities	
Registered office of Company	c/o Ernst & Young LLP 12 Wellington Place Leeds LS1 4AP Formerly: Vocare House Balliol Business Park Benton Lane Newcastle upon Tyne NE12 8EW	
Principal trading address (if different from above)	Vocare House Balliol Business Park Benton Lane Newcastle upon Tyne NE12 8EW	
Any other name under which the Company was registered in the previous 12 months	None	
Any other name(s) or style(s) under which the Company carried on business or incurred debts	None	
Date of appointment of Joint Administrators	6 June 2025	
Names and addresses of Joint Administrators	Timothy Vance and Ernst & Young LLP, 12 Wellington Place, Leeds, LS1 4AP	Samuel James Woodward Ernst & Young LLP 2 St. Peters Square Manchester M2 3EY
Joint Administrators IP Nos	26710	12030
Contact	<u>TotallyGroupAdmin@uk.ey.com</u>	
Name of alternative person to contact with enquiries about the case	Catriona Lynch	

Notice to all creditors

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Signed

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**Notice of Administrators' Appointment – paragraph 46(3) of
Schedule B1 to the Insolvency Act 1986**

Totally Plc (in Administration)

Name of Court	Business and Property Courts of England and Wales, Insolvency and Companies List (ChD)	
Court reference number	CR-2025-003872	
Company registered number:	03870101	
Nature of business	Healthcare services provider	
Registered office of Company	c/o Ernst & Young LLP 12 Wellington Place Leeds LS1 4AP Formerly: First Floor – West Cardinal Square 10 Nottingham Road Derby Derbyshire DE1 3QT	
Principal trading address (if different from above)	First Floor - West Cardinal Square 10 Nottingham Road Derby Derbyshire DE1 3QT	
Any other name under which the Company was registered in the previous 12 months	N/A	
Any other name(s) or style(s) under which the Company carried on business or incurred debts	None	
Date of appointment of Joint Administrators	6 June 2025	
Names and addresses of Joint Administrators	Timothy Vance and Ernst & Young LLP, 12 Wellington Place, Leeds, LS1 4AP	Samuel James Woodward Ernst & Young LLP 2 St. Peters Square Manchester M2 3EY
Joint Administrators IP Nos	26710	12030
Contact	TotallyGroupAdmin@uk.ey.com	
Name of alternative person to contact with enquiries about the case	Catriona Lynch	

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