

BEGBIES TRAYNOR GROUP PLC
 (“the Company”)

ANNUAL GENERAL MEETING

PROXY FORM

FULL NAME

ADDRESS

I/We hereby appoint the Chairman of the Meeting or

Name of proxy	Number of shares in relation to which the proxy is authorised to act

to act as our/my proxy at the Company’s Annual General Meeting to be held at 11.00 am on 2 October 2009 and at any adjournment thereof.

Please tick here if this proxy appointment is one of multiple appointments being made

Resolutions

	For	Against	Abstain
1. Receiving the report and accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approving the directors' remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Declaring the Final Dividend of 1.7 pence	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Re-appointing Richard Traynor as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Re-appointing John Gittins as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Re-appointing the Auditors and authorising the fixing of their remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Authorise allotment of shares in the Company, pursuant to section 551 of the Companies Act 2006.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Authorise the allotment of equity securities for cash on a non-pre-emptive basis pursuant to section 570 of the Companies Act 2006	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

9. To:
- (a) Authorise the allotment of shares in the Company pursuant to the Begbies Traynor Group plc Partner Share Plan ("Plan") pursuant to section 551 of the Companies Act 2006; and
- (b) Authorise the allotment of equity securities for cash on a non-pre-emptive basis pursuant to the Plan pursuant to section 570 of the Companies Act 2006
10. To:
- (a) Delete all of the provisions of the memorandum of association of the Company; and
- (b) Adopt new articles of association of the Company
11. To authorise the directors to consolidate any convertible redeemable A ordinary shares of £0.03 each as are to be converted pursuant to the articles of association of the Company ("New Articles") into one convertible redeemable A ordinary share and to immediately sub-divide and reclassify such share into such number of ordinary shares of £0.05 and deferred shares of £0.01 as are required pursuant to the New Articles

Signature

Date

Notes to the proxy form

1. As a member of the Company you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint proxies using the procedures set out in these notes.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the space provided and delete the words "the Chairman of the meeting or". If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the name of the proxy the number of shares in relation to which they are authorised to act as your proxy. If you sign and return the form and leave this box blank, your proxy will be deemed to be authorised in respect of your full voting entitlement. If you sign and return this proxy form with no name inserted in the space provided, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you will need to complete a separate proxy form in relation to each appointment. Additional proxy forms may be obtained by contacting the Company's registrar, Computershare Investor Services plc at PO Box 1075, The Pavillions, Bridgwater Road, Bristol, BS99 6ZY or you may photocopy this form. You will need to state clearly on each proxy form the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. A failure to specify the number of shares each proxy appointment relates to or specifying a number in excess of those held by the member may result in the proxy appointment being invalid.
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Abstain" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
6. To appoint a proxy using this form, the form must be:
 - 6.1 completed and signed;
 - 6.2 sent or delivered to Computershare Investor Services plc at PO Box 1075, The Pavillions, Bridgwater Road, Bristol, BS99 6ZY ; and
 - 6.3 received by Computershare no later than 11.00 am on 30 September 2009 (or, in the event that the meeting is adjourned, no later than 48 hours before the time of the adjourned meeting).
7. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
8. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
9. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
10. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
11. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.
12. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.
13. Any alteration to this proxy form must be initialled by the person in whose hand it is signed and executed.