

**BEGBIES TRAYNOR GROUP PLC**  
**(Registered in England and Wales No. 05120043)**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 2009 Annual General Meeting of the Company will be held at 340 Deansgate, Manchester M3 4LY at 11.00 am on Friday 2 October 2009 for the following purposes:

**Ordinary Business**

1. To receive the Company's annual report and accounts for the year ended 30 April 2009 together with the auditors' report and the directors' report thereon.
2. To approve the directors' remuneration report for the year ended 30 April 2009.
3. To declare a final dividend for the year ended 30 April 2009 of 1.7 pence per ordinary share of 5 pence each in the capital of the Company to be paid on 30 October 2009 to shareholders whose names appear on the register at the close of business on 16 October 2009.
4. To re-appoint Richard Traynor as a director.
5. To re-appoint John Gittins as a director.
6. To re-appoint Deloitte LLP as auditors of the Company from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Company at a remuneration to be determined by the directors of the Company.

**Special Business**

To consider, and if thought fit, pass the following resolutions which will be proposed as ordinary resolutions in the case of resolutions 7 and 11 and as special resolutions in the case of resolutions 8, 9 and 10.

7. That pursuant to section 551 of the Companies Act 2006 ("2006 Act"):
  - (a) the directors be and are generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company, up to an aggregate nominal amount of £1,500,000, provided that (unless previously revoked, varied or renewed) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 2 January 2011 (whichever is the earlier), save that the Company may make an offer or agreement before the expiry of this authority which would or might require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and the directors may allot shares or grant such rights pursuant to any such offer or agreement as if the authority conferred by this Resolution had not expired; and
  - (b) the directors be and are generally and unconditionally authorised to exercise all the powers of the Company to allot equity securities (within the meaning of section 560 of the 2006 Act) in connection with a rights issue (as defined in the listing rules published by the Financial Services Authority) to holders of ordinary shares in the capital of the Company (as defined in section 560 of the 2006 Act but excluding the convertible redeemable A ordinary shares of 3 pence each ("Ordinary Shares")) in proportion (as nearly as practicable) to the respective numbers of Ordinary Shares held by them, subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange, up to an aggregate

nominal amount of £1,500,000, provided that (unless previously revoked, varied or renewed) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 2 January 2011 (whichever is the earlier), save that the Company may make an offer or agreement before the expiry of this authority which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities pursuant to any such offer or agreement as if the authority conferred by this resolution had not expired.

This authority is in substitution for all existing authorities under section 80 of the Companies Act 1985.

8. That, subject to and conditional upon the passing of resolution 7, pursuant to section 570 of the Companies Act 2006 ("2006 Act"):

(a) the directors be and are generally empowered to allot equity securities (within the meaning of section 560 of the 2006 Act) for cash pursuant to the authority conferred by Resolution 7(a) as if section 561 of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to:

(i) the allotment of equity securities in connection with an offer (whether by way of a rights issue, open offer or otherwise) to holders of ordinary shares in the capital of the Company (as defined in section 560 of the 2006 Act but excluding the convertible redeemable A ordinary shares of 3 pence each ("Ordinary Shares")) in proportion (as nearly as practicable) to the respective numbers of Ordinary Shares held by them, subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and

(ii) the allotment of equity securities for cash (otherwise than pursuant to paragraph (i) above) up to an aggregate nominal amount of £450,000,

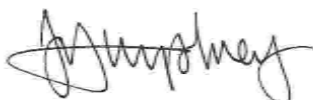
provided that (unless previously revoked, varied or renewed) this power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 2 January 2011 (whichever is the earlier), save that the Company may make an offer or agreement before the expiry of this power which would or might require equity securities to be allotted for cash after such expiry and the directors may allot equity securities for cash pursuant to any such offer or agreement as if the power conferred by this resolution had not expired; and

(b) the directors be and are generally empowered to allot equity securities (within the meaning of section 560 of the 2006 Act) for cash pursuant to the authority conferred by Resolution 7(b) as if section 561 of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities in connection with a rights issue (as defined in the listing rules published by the Financial Services Authority) to holders of Ordinary Shares in proportion (as nearly as practicable) to the respective numbers of Ordinary Shares held by them, subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange, provided that (unless previously revoked, varied or renewed) this power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 2 January 2011 (whichever is the earlier), save that the Company may make an offer or agreement before the expiry of this power which would or might require equity securities to be allotted for cash after such expiry and the directors may allot equity securities for cash pursuant to any such offer or agreement as if the power conferred by this resolution had not expired.

This power is in substitution for all existing powers under section 95 of the Companies Act 1985.

9. That:
- (a) in addition to the authorisations proposed to be granted by Resolution 7, pursuant to section 551 of the Companies Act 2006 ("2006 Act") the directors be and are unconditionally authorised to exercise all the powers of the Company to allot convertible redeemable A ordinary shares of 3 pence each ("A Ordinary Shares") in the Company or to grant rights to subscribe for A Ordinary Shares, up to an aggregate nominal amount of £300,000 pursuant to the Begbies Traynor Group plc 2009 Partner Share Plan provided that (unless previously revoked, varied or renewed) such authority shall expire at the conclusion of the next annual general meeting of the Company or on 2 January 2011 (whichever is the earlier) save that the Company may make an offer or agreement before the expiry of this authority which would or might require A Ordinary Shares to be allotted or rights to subscribe for A Ordinary Shares to be granted after such expiry and the directors may allot such shares or grant such rights pursuant to such offer or agreement as if the authority conferred by this Resolution had not expired; and
  - (b) in addition to the powers proposed to be granted by Resolution 8, pursuant to section 571 of the 2006 Act, the directors be and are empowered to allot equity securities (within the meaning of section 560 of the 2006 Act) for cash pursuant to the authority conferred by Resolution 9(a) as if section 561 of the 2006 Act did not apply to any such allotment, up to an aggregate nominal amount of £300,000, provided that (unless previously revoked, varied or renewed) this power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 2 January 2011 (whichever is the earlier), save that the Company may make an offer or agreement before the expiry of this power which would or might require equity securities to be allotted for cash after such expiry and the directors may allot equity securities for cash pursuant to any such offer or agreement as if the power conferred by this resolution had not expired.
10. That with effect from 00.01 a.m. on 5 October 2009:
- (a) the articles of association of the Company be amended by deleting all the provisions of the Company's memorandum of association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the Company's articles of association; and
  - (b) the articles of association produced to the meeting and initialled by the chairman of the meeting for the purpose of identification ("New Articles") be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.
11. That the Directors of the Company are hereby authorised, in accordance with section 618 of the Companies Act 2006 ("2006 Act"), to consolidate, from time to time, such number of convertible redeemable A ordinary shares of 3 pence each ("A Ordinary Shares") which are subject to conversion in accordance with the articles of association of the Company proposed to be adopted by Resolution 10(b) ("New Articles") ("Converting Shares") into one convertible redeemable A ordinary share with a nominal value representing an amount equal to the aggregate nominal value of the Converting Shares and then to immediately sub-divide and re-classify such convertible redeemable A ordinary share into such number of ordinary shares of 5 pence each and deferred shares of 1 pence each as are required to satisfy such conversion of the A Ordinary Shares required by or made in accordance with the New Articles or otherwise.

By order of the Board



John Humphrey  
Company Secretary  
28 August 2009

**Notes:**

- (1) A member of the Company entitled to vote at the meeting is entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A Shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different Share or Shares held by that Shareholder. A proxy need not be a Shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. To appoint more than one proxy, you need to complete separate forms of proxy in relation to each appointment. Additional forms of proxy may be obtained by contacting the Company's registrars Computershare Investor Services Plc. You will need to state clearly on each form of proxy the number of Shares to which each proxy appointment relates. A failure to specify the number of Shares to which each proxy appointment relates or specifying a number in excess of those held by the member, may result in the proxy appointment being invalid.
- (2) A form of proxy is enclosed with this notice. To be valid, any form of proxy and a power of attorney or other authority under which it is signed or a notorially certified or office copy of such power or authority, must be completed, signed and sent to the Company's registrars Computershare Investor Services Plc at PO Box 82, The Pavillions, Bridgewater Road, Bristol BS99 6ZY so as to arrive not less than 48 hours before the time of the meeting or, in the event that the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting.
- (3) The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 7 below) will not prevent a Shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.
- (4) To be entitled to attend and vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes they may cast), Shareholders must be registered in the Register of Members of the Company at 11.00 am on Wednesday 30 September 2009 (or, in the event of any adjournment, 11.00 am on the date which is two days before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend or vote at the meeting.
- (5) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- (6) In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's registrars, Computershare Investor Services Plc at PO Box 82, The Pavillions, Bridgewater Road, Bristol BS99 6ZY no later than 48 hours before the time fixed for the meeting (or any adjournment thereof). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- (7) CREST members and, where applicable, their CREST sponsors or voting service providers, should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- (8) The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- (9) In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate Shareholder has appointed the chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that Shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate Shareholder attends the meeting but the corporate Shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate Shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives ([www.icsa.org.uk](http://www.icsa.org.uk)) for further details of this procedure. The guidance includes a sample form of representation letter if the chairman is being appointed as described in (i) above.