

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

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2010 annual general meeting of Begbies Traynor Group plc ("**Company**") will be held at the offices of Begbies Traynor Group plc, 340 Deansgate, Manchester M3 4LY on 30 September 2010 at 11.00 a.m. for the following purposes:

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

1. To receive the Company's annual accounts and directors' and auditors' reports for the year ended 30 April 2010.
2. To approve the directors' remuneration report for the year ended 30 April 2010.
3. To declare a final dividend for the year ended 30 April 2010 of 1.9 pence per ordinary share in the capital of the Company, to be paid on 29 October 2010 to shareholders whose names appear on the register of members at the close of business on 8 October 2010.
4. To reappoint John May, who retires by rotation, as a director of the Company.
5. 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.
6. That pursuant to section 551 of the Companies Act 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 ("**Relevant Securities**"), otherwise than pursuant to paragraph 6(b) of this resolution, up to an aggregate nominal amount of £1,500,000, (such amount to be reduced by the aggregate nominal amount of Relevant Securities allotted pursuant to paragraph 6(b) of this resolution in excess 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 30 December 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 Act) up to an aggregate nominal amount of £3,000,000 (such amount to be reduced by the aggregate nominal amount of Relevant Securities allotted pursuant to paragraph 6(a) of this resolution) 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 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, record dates 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 authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 30 December 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 551 of the Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect).

To consider and, if thought fit, to pass the following resolutions as special resolutions:

7. That, subject to and conditional upon the passing of resolution 6, pursuant to section 570 of the Companies Act 2006 ("**Act**"):

(a) the directors be and are generally empowered to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by resolution 6(a) as if section 561 of the 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 of equity securities (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 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, record dates 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 30 December 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 Act) for cash pursuant to the authority conferred by resolution 6(a) as if section 561 of the 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, record dates 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 30 December 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 570 of the Act (which to the extent unused at the date of this resolution, are revoked with immediate effect).

8. That:

- (a) in addition to the authorisations proposed to be granted by resolution 6, pursuant to section 551 of the Companies Act 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 £150,000 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 30 December 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 7, pursuant to section 571 of the Act, the directors be and are empowered to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by resolution 8(a) as if section 561 of the Act did not apply to any such allotment, up to an aggregate nominal amount of £150,000, 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 30 December 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.

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

- 9. That the waiver by the Panel on Takeovers and Mergers referred to in the circular to shareholders of the Company dated 20 August 2010 ("**Circular**") of any requirement under Rule 9 of the City Code on Takeovers and Mergers for Richard Traynor to make a general offer to the Shareholders of the Company as a result of the market purchase by the Company of up to 22,377,863 ordinary shares of £0.05 each in the Company pursuant to the authorisation granted to the Company by resolution 10, be and is hereby approved.

To consider and, if thought fit, to pass the following resolutions as special resolutions:

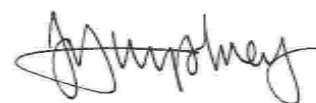
- 10. That, pursuant to section 701 of the Companies Act 2006 ("**Act**"), the Company be and is generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 5 pence each in the capital of the Company ("**Ordinary Shares**"), provided that:
 - (a) the maximum aggregate number of Ordinary Shares which may be purchased is 22,377,863;
 - (b) the minimum price (excluding expenses) which may be paid for an Ordinary Share is 5 pence; and
 - (c) the maximum price (excluding expenses) which may be paid for an Ordinary Share is an amount equal to 105 per cent of the average of the middle market quotations for an Ordinary Share as derived from the AIM Appendix of the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which the purchase is made,

and (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 30 December 2011 (whichever is the earlier), save that the Company may

enter into a contract to purchase Ordinary Shares before this authority expires under which such purchase will or may be completed or executed wholly or partly after this authority expires and may make a purchase of Ordinary Shares pursuant to any such contract as if this authority had not expired.

11. That 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.
12. That the share premium account standing in the books of the account of the Company be and the same is hereby reduced by cancelling the sum of £17,343,000 standing to the credit of the share premium account.

By order of the board



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John Humphrey
Company Secretary

20 August 2010

Registered office:
340 Deansgate
Manchester M3 4LY

Registered in England and Wales No. 05120043

Notes

Entitlement to attend and vote

1. The right to vote at the meeting is determined by reference to the register of members of the Company. Only those shareholders registered in the register of members of the Company as at 6.00pm on 28 September 2010 (or, if the meeting is adjourned, 6.00pm on the date which is two working days before the date of the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares of 5 pence ("Ordinary Shares") registered in their name at that time. Changes to entries in the register of members after that time shall be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) at the meeting.

Proxies

2. A shareholder is entitled to appoint another person as his or her proxy to exercise all or any of his or her rights to attend and to speak and vote at the meeting. A proxy need not be a shareholder of the Company.

A shareholder may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. Failure to specify the number of shares each proxy appointment relates to or specifying a number which when taken together with the numbers of shares set out in the other proxy appointments is in excess of the number of ordinary shares held by the shareholder may result in the proxy appointment being invalid.

A proxy may only be appointed in accordance with the procedures set out in notes 3 and 4 below and the notes to the proxy form.

The appointment of a proxy will not preclude a shareholder from attending and voting in person at the meeting.

3. A form of proxy is enclosed. When appointing more than one proxy, complete a separate proxy form in relation to each appointment. Additional proxy forms may be obtained by contacting the Company's registrars, Computershare Investor Services Plc at The Pavilions, Bridgewater Road, Bristol BS99 6ZY or the proxy form may be photocopied. State clearly on each proxy form the number of ordinary shares in relation to which the proxy is appointed.

To be valid, a proxy form must be received by post or (during normal business hours only) by hand at the offices of the Company's registrar, Computershare Investor Services Plc at The Pavilions, Bridgewater Road, Bristol BS99 7NH, no later than 11.00 a.m. on 28 September 2010 (or, if the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting).

4. CREST members who wish to appoint a proxy or proxies for the meeting (or any adjournment of it) 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 voting 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.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message ("**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, 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 Computershare Investor Services Plc (CREST ID 3RA50) no later than 11.00 a.m. on 28 September 2010 (or, if the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting). 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 Applications Host) from which Computershare Investor Services Plc 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.

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 messages. 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(s), to procure that his or her 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Corporate representatives

5. A shareholder which is a corporation may authorise one or more persons to act as its representative(s) at the meeting. Each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder, provided that (where there is more than one representative and the vote is otherwise than on a show of hands) they do not do so in relation to the same shares.

Biographical details of directors

6. Biographical details of the director who is offering himself for reappointment at the meeting is set out on the Company's website at http://www.begbies-traynorgroup.com/investor-relations/company-information/directors/john-may-non-executive-director_8.aspx.

Resolution 9

7. In order to comply with the City Code on Takeovers and Mergers, resolution 9 shall be taken on a poll.