

**BEGBIES TRAYNOR GROUP PLC**

**FORM OF PROXY**

Please insert the member(s) full name(s) and address(es) in BLOCK LETTERS

I/We ..... of .....

.....

being a member/members of Begbies Traynor Group plc hereby appoint the Chairman of the Meeting\*, or failing him ..... as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at Begbies Traynor Group plc, 340 Deansgate, Manchester, M3 4LY at 11.00 a.m. on 30 September 2010 and at any adjournment thereof.

\*If you wish to appoint your own proxy, delete the words “the Chairman of the Meeting” and insert in BLOCK LETTERS the name of your proxy in the space provided.

Please indicate with an X in the space below how you wish your votes to be cast. If you do not specify how you wish your votes to be cast, then you will be deemed to have authorised your proxy to vote or abstain from voting as he/she thinks fit.

		<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
1.	To receive the annual report and accounts.			
2.	To receive the directors' remuneration report.			
3.	To approve the final cash dividend of 1.9 pence per Ordinary Share.			
4.	To re-appoint John May as a Director.			
5.	To re-appoint Deloitte LLP as auditors and to authorise the Directors to determine their remuneration.			
6.	To authorise the Directors to allot Ordinary Shares.			
7.	To disapply statutory pre-emption rights on the allotment of Ordinary Shares.			
8.	To: (a) authorise the Directors to allot A Ordinary Shares; and (b) disapply statutory pre-emption rights on the allotment of A Ordinary Shares.			
9.	To approve the Waiver.			
10.	To approve the Share Purchase Authority.			
11.	To adopt the New Articles.			
12.	To approve the reduction in share premium account			

Date ..... 2010

Signature .....

## NOTES:

1. A proxy need not be a shareholder of the Company.
2. The appointment of a proxy will not preclude the shareholder from attending and voting at the meeting in person.
3. Richard Traynor shall be entitled to appoint a proxy to attend but not to vote in respect of resolution 9. A proxy appointed by Richard Traynor shall be entitled to attend and vote in respect of resolution **Error! Reference source not found.**
4. This form should be signed by the shareholder or his/her attorney duly authorised in writing. In the case of joint shareholders, the signature of the first named joint shareholder on the register will be accepted to the exclusion of all other joint shareholders.
5. If the shareholder is a corporation the form should be executed, either under seal or under the hand of an officer or attorney duly authorised.
6. To be valid, the form of proxy and any authority under which it is signed (if the form is executed on behalf of the member) must be lodged with the Registrars of the Company, Computershare Investor Services plc, The Pavilions, Bridgewater Road, Bristol, BS99 6ZY at least 48 hours before the time appointed for the Annual General Meeting.
7. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of ordinary shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of ordinary shares held by you). Please also indicate 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.
8. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic appointment services may do so for the meeting and any adjournment of the meeting by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy, must be transmitted so as to be received by our agent Computershare Investor Services Plc (CREST ID 3RA50) by not later than 48 hours before the time fixed for the meeting. See the notes to the Notice of Annual General Meeting for further information on the appointment of proxies through CREST.