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If you have sold or transferred all of your Ordinary Shares, please send this document together with the Form of Proxy, to the purchaser or transferee or to the stockbroker or other agent through whom the sale or transfer was effected for transmission onto the purchaser or transferee.



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## **BEBBIES TRAYNOR GROUP PLC**

*(Incorporated in England and Wales under the Companies Act 1985 with registered number 05120043)*

### **Notice of Annual General Meeting**

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Notice of the Annual General Meeting of the Company to be held at the offices of Bebbies Traynor Group plc, 340 Deansgate, Manchester, M3 4LY at 11.00 a.m. on 28 September 2011 is set out at the end of this document.

Shareholders will find enclosed with this document a Form of Proxy for use in connection with the AGM. Whether or not you intend to attend the AGM in person, you are requested to complete the Form of Proxy in accordance with the instructions thereon and return it signed to the Company's registrars, Computershare Investor Services Plc, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, as soon as possible and in any event, to be valid, so as to be received no later than 11.00 a.m. on 26 September 2011. Completion of a Form of Proxy will not preclude a Shareholder from attending and voting at the meeting in person.

## DEFINITIONS

The following definitions apply throughout this document, unless the context otherwise requires:

“Act”	the Companies Act 2006, as amended
“AGM Notice” or “Notice of AGM”	the notice convening the AGM set out on pages 7 to 10 of this document
“Annual General Meeting” or “AGM”	the annual general meeting of the Company convened for 11.00 a.m. on 28 September 2011
“A Ordinary Shares”	convertible redeemable A ordinary shares of 3p each in the capital of the Company
“Company” or “Bebbies”	Bebbies Traynor Group plc
“Deferred Shares”	deferred shares of 1p each in the capital of the Company
“Directors” or “Board”	the directors of the Company, whose names are set out on page 3 of this document
“Form of Proxy”	the form of proxy for use at the AGM
“Ordinary Shares”	ordinary shares of 5p each in the capital of the Company
“Partner Share Plan”	the Bebbies Traynor Group plc 2009 Partner Share Plan
“Resolutions”	the resolutions proposed to Shareholders and set out in the Notice of AGM
“Shareholders”	holders of Ordinary Shares
“Share Options”	options to subscribe for and awards over Ordinary Shares under the Share Option Schemes
“Share Option Schemes”	the Bebbies Traynor Group plc Share Option Scheme and the Bebbies Traynor Group plc Employee Share Incentive Plan

## LETTER FROM THE CHAIRMAN

19 August 2011

*Directors:*

Richard Traynor (Executive Chairman)  
Nicholas Taylor (Group Finance Director)  
Mark Fry (Head of Insolvency and Restructuring)  
Graham McInnes (Corporate Development Director)  
Geoffrey Hill (Executive Director)  
John May (Non-Executive Director)

*Registered Office:*

340 Deansgate  
Manchester  
M3 4LY

*To Shareholders and, for information only, to the holders of A Ordinary Shares under the Partner Share Plan and holders of Share Options under the Share Option Schemes*

Dear Shareholder

### **2011 ANNUAL GENERAL MEETING**

I am pleased to invite you to the seventh Annual General Meeting of our Company, which will be held at our head office, 340 Deansgate, Manchester M3 4LY on Wednesday 28 September 2011. The meeting will commence at 11.00 am and the doors will be open at 10.30 am. You will find an AGM Notice set out at the end of this document and a Form of Proxy is also enclosed with this document.

I am writing to give you details of the items of business that will be put before the meeting and in particular:

- (i) the renewal of the Directors' general authority to allot Ordinary Shares (resolution 8);
- (ii) the renewal of the general disapplication of statutory pre-emption rights which would otherwise apply to the allotment of equity securities for cash which is sought at each annual general meeting (resolution 9); and
- (iii) the renewal of the directors' authority to allot A Ordinary Shares pursuant to the Partner Share Plan and the disapplication of statutory pre-emption rights which would otherwise apply to the allotment of such A Ordinary Shares (resolution 10).

This year shareholders will be asked to approve 10 resolutions. Resolutions 1 to 8 will be proposed as ordinary resolutions. This means that more than 50 per cent. of the votes cast must support these resolutions if they are to be passed. Resolutions 9 and 10 will be proposed as special resolutions. At least 75 per cent. of the votes cast must support these resolutions if they are to be passed.

#### **Resolution 1: Annual report and accounts**

Each year the directors of the Company are required to lay before the annual general meeting the annual accounts of the Company together with the directors' report and auditors' report. Enclosed is a copy of the Company's 2011 annual report and accounts. Further copies of the 2011 annual report and accounts will be available at the meeting venue on the day.

#### **Resolution 2: Directors' remuneration report**

As well as formally receiving the accounts and the reports of the directors and auditors thereon, Shareholders will be asked to receive the directors' remuneration report. The remuneration report is set out in full on pages 18 and 19 of the 2011 annual report and accounts enclosed with this letter.

### **Resolution 3: Final dividend**

The directors are recommending a final cash dividend of 1.0 pence per Ordinary Share, making a total cash dividend in respect of the financial period ended 30 April 2011 of 2.2 pence per Ordinary Share. The final dividend, if approved, will be payable on 7 November 2011 to those Shareholders whose names appear on the register of members of the Company at the close of business on 7 October 2011.

### **Resolution 4: Reappointment of director**

Resolution 4 proposes the reappointment of the Company's corporate development director Graham McInnes as a director. This is in accordance with the Company's articles of association which require that one third of the Directors who are subject to retirement by rotation retire by rotation at each annual general meeting. The director who is retiring by rotation is the director who has been a director for the longest period of time since they were last appointed by Shareholders.

### **Resolution 5: Reappointment of director**

Resolution 5 proposes the reappointment of the Company's group finance director Nicholas Taylor as a director. Nick was appointed as group finance director on 21 December 2011 by the Board and in accordance with the Company's articles of association, as a director appointed during the year, he must be reselected at the AGM if he is to continue to hold office.

### **Resolution 6: Reappointment of director**

Resolution 6 proposes the reappointment of Mark Fry as the Company's head of Insolvency and Restructuring. Mark was appointed to the Board on 7 July 2011 and in accordance with the Company's articles of association, as a director appointed during the year, he must be reselected at the AGM if he is to continue to hold office.

### **Resolution 7: Reappointment of auditors**

The Company is required to reappoint auditors at each annual general meeting at which accounts are laid, to hold office until the next such meeting. Therefore, Resolution 7 proposes the reappointment of Deloitte LLP as auditors and authorises the directors to determine the auditors' remuneration.

### **Resolution 8: Authority to allot shares**

The directors of a company may only allot shares if they have been authorised to do so by shareholders in general meeting. Resolution 8 seeks authority from Shareholders to allot shares as follows:

- (a) the first part of Resolution 8 renews a similar authority given at last year's annual general meeting and authorises the Directors to allot shares in the capital of the Company up to an aggregate nominal amount of £1,500,000 (which represents approximately one third of the issued share capital of the Company as at 18 August 2011); and
- (b) the second part of Resolution 8 authorises the Directors to allot shares in the capital of the Company up to an aggregate nominal amount of £1,500,000 (representing a further one third of the issued share capital of the Company) in connection with a rights issue.

These limits are in line with the guidelines issued by the Association of British Insurers ("ABI"). If given, these authorities will expire at the conclusion of the Company's next annual general meeting or on 28 December 2012 (whichever is earlier) and will be in addition to the specific authority sought by Resolution 10 to allot A Ordinary Shares in connection with the Partner Share Plan.

There are no present plans to allot shares in the capital of the Company, other than in connection with the Partner Share Plan, the Share Option Schemes and to satisfy consideration obligations in respect of corporate acquisitions.

#### **Resolution 9: Disapplication of pre-emption rights**

The directors of a company may only issue new shares for cash other than on a pre-emptive basis if authorised to do so by shareholders in general meeting. Resolution 9 accordingly seeks two disapplications of these statutory pre-emption rights:

- (a) the first part of Resolution 9, if passed, would enable the Directors to allot shares for cash on a non pre-emptive basis in limited circumstances pursuant to the authority being sought by the first part of Resolution 8. This part of the Resolution would enable the Directors to issue shares for cash up to an aggregate nominal amount of £450,000 (which represents approximately ten per cent of the Company's issued share capital as at 18 August 2011), without having to first offer them to shareholders in proportion to their existing holdings. The Directors are aware that the ABI guidelines for listed companies suggest that such an authority be limited to 5% of the issued equity share capital; however, this is generally in the context of companies with larger market capitalisations. Such a restriction would, in the opinion of the Directors, render any such issue of limited value on the grounds of the relatively small net proceeds realised and the costs associated with it. In addition, in accordance with normal practice, the first part of Resolution 9 would also enable the Board to deal with overseas shareholders and fractional entitlements as it thinks fit in the context of any rights issue or similar pre-emptive offer made pursuant to the authority granted by the first part of Resolution 8; and
- (b) the second part of Resolution 9 would, if passed, enable the Directors to deal with overseas shareholders and fractional entitlements as they think fit in the context of any rights issue made pursuant to the authority being sought by the second part of Resolution 8.

If given, these powers will expire at the conclusion of the Company's next annual general meeting or on 28 December 2012 (whichever is earlier). The intention of the Directors is to make use of these general disapplications only if it is appropriate to fund further growth and development of the Company. It is the Directors' intention to renew these powers each year.

#### **Resolutions 10: Resolutions required to allot A Ordinary Shares under the Partner Share Plan**

In 2009, Shareholders approved the creation of non-voting and non-dividend bearing A Ordinary Shares and Deferred Shares to enable awards to be made to the Company's partners and senior employees under the Partner Share Plan. Following on from the awards made to partners and senior employees over the past two years under the Partner Share Plan, the Company intends to make further awards this year to motivate and incentivise the partners and senior employees to increase the value of the Company.

In order to make awards in the coming year, Resolution 10 seeks the authorisations required from Shareholders to allot A Ordinary Shares pursuant to the Partner Share Plan on a non pre-emptive basis. The authorities are being sought in respect of up to 5,000,000 A Ordinary Shares which equates to the maximum number of A Ordinary Shares which your Board anticipates will be issued under the awards proposed to be made in July 2012. If given, these authorities will expire at the conclusion of the Company's next annual general meeting or on 28 December 2012 (whichever is earlier).

#### **Action to be taken**

You will find enclosed a Form of Proxy for use in respect of the Annual General Meeting. As a member you are entitled to appoint one or more persons as proxies to exercise all or any of your rights to attend, speak and vote at the Annual General Meeting. A proxy need not be a member of the Company. You 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 you. To appoint more than one proxy, you will need to complete a separate Form of Proxy in relation to each appointment. Additional Forms of Proxy may be

obtained by contacting the Company's registrar Computershare Investor Services Plc at The Pavillions, Bridgwater Road, Bristol BS99 6ZY or you may photocopy the form. You will need to state clearly on each Form of Proxy the number of Ordinary Shares in relation to which the relevant proxy is appointed.

Please note that holders of A Ordinary or Deferred Shares in the Company are not permitted to vote or submit a proxy in respect of those shares in relation to any of the Resolutions proposed at the meeting although they are welcome to attend the meeting.

Whether or not you intend to come to the meeting, please complete and return the Form of Proxy in accordance with the instructions printed on it and return this as soon as possible but, in any event to be valid, so as to reach the Company's registrar, Computershare Investor Services Plc at The Pavillions, Bridgwater Road, Bristol BS99 6ZY no later than 11.00 am on Monday 26 September 2011 (or, in the event that the meeting is adjourned, no later than 2 working days before the time of any adjourned meeting). If you attend the meeting you will still be able to vote but this will only be necessary if you intend to change the voting instructions given on your Form of Proxy.

### **Recommendation**

Your Directors consider that the Resolutions are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of each Resolution.

My fellow Directors and I look forward to seeing you at the meeting.

Yours faithfully

A handwritten signature in black ink, appearing to be 'Ric Traynor', with a stylized flourish at the end.

**Ric Traynor**  
**Executive Chairman**  
**Begbies Traynor Group plc**

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

**NOTICE OF ANNUAL GENERAL MEETING**

**Notice is given** that the 2011 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 28 September 2011 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 2011.
2. To approve the directors' remuneration report for the year ended 30 April 2011.
3. To declare a final dividend for the year ended 30 April 2011 of 1.0 pence per ordinary share of 5 pence in the capital of the Company, to be paid on 7 November 2011 to shareholders whose names appear on the register of members at the close of business on 7 October 2011.
4. To reappoint Graham McInnes, who retires by rotation, as a director of the Company.
5. To reappoint Nicholas Taylor, who has been appointed by the board since the last annual general meeting, as a director of the Company.
6. To reappoint Mark Fry, who has been appointed by the board since the last annual general meeting, as a director of the Company.
7. 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.
8. 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 8(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 8(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 28 December 2012 (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 8(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 28 December 2012 (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:**

9. That, subject to and conditional upon the passing of resolution 8, 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 8(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 28 December 2012 (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 8(b) 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

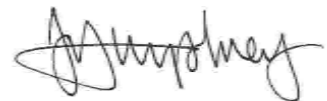
Shares in proportion (as nearly as practicable) to the respective numbers of Ordinary Shares held by them, subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements, record dates or any legal or practical problems under the 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 28 December 2012 (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).

10. That:

- (a) in addition to the authorisations proposed to be granted by resolution 8, 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 28 December 2012 (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 9, 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 10(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 28 December 2012 (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.

By order of the board



.....  
John Humphrey  
**Company Secretary**

19 August 2011

**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 26 September 2011 (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 form of proxy.

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 form of proxy in relation to each appointment. Additional forms of proxy may be obtained by contacting the Company's registrars, Computershare Investor Services Plc at The Pavilions, Bridgwater Road, Bristol BS99 6ZY or the form may be photocopied. State clearly on each form of proxy the number of Ordinary Shares in relation to which the proxy is appointed.

To be valid, a form of proxy 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, Bridgwater Road, Bristol BS99 7NH, no later than 11.00 a.m. on 26 September 2011 (or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) 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 26 September 2011 (or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) 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 directors who are offering themselves for reappointment at the meeting are set out on the Company's website at <http://www.begbies-traynorgroup.com/investor-relations/company-information/directors.aspx>