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If you have sold or otherwise transferred all of your Ordinary Shares, please send this document together with the Form of Proxy, as soon as possible, 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.



BEGBIES TRAYNOR GROUP PLC

Notice of Annual General Meeting

Notice of the Annual General Meeting of the Company to be held at its registered office at 340 Deansgate, Manchester M3 4LY, at 11.00am on Thursday 20 September 2018 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 registrar, 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 11.00am on Tuesday 18 September 2018. 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 10 to 13 of this document
"Annual General Meeting" or "AGM"	the annual general meeting of the Company convened for 11.00am on Thursday 20 September 2018 and any adjournments thereof
"A Ordinary Shares"	convertible redeemable A ordinary shares of 3p each in the capital of the Company
"Company"	Begbies Traynor Group plc
"Directors" or "Board"	the directors of the Company, whose names are set out on page 3 of this document
"Existing Share Option Schemes"	the Begbies Traynor Group plc share option scheme, the Eddisons employee shareholder status scheme and the Staff SIP Scheme
"Form of Proxy"	the form of proxy for use at the AGM
"Group"	the Company and its subsidiary undertakings
"Ordinary Shares"	ordinary shares of 5p each in the capital of the Company
"Partner Share Plan"	the Begbies Traynor Group plc 2009 Partner Share Plan
"Remuneration Committee"	the remuneration committee of the Company appointed by the Board.
"Resolutions"	the resolutions 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 Existing Share Option Schemes
"Sharesave Plan"	the Begbies Traynor Group Sharesave Plan
"Staff SIP Scheme"	the Begbies Traynor Group plc tax advantaged employee share incentive plan

PART 1

LETTER FROM THE CHAIRMAN



22 August 2018

Directors:

Richard Traynor (Executive Chairman)
Nicholas Taylor (Group Finance Director)
Mark Fry (Head of Business Recovery and Advisory)
Graham McInnes (Non-Executive Director)
John May (Non-Executive Director)
Mark Stupples (Non-Executive Director)

Registered Office:

340 Deansgate
Manchester
M3 4LY
*Registered in England and Wales
with company no. 5120043*

To Shareholders and, for information only, to the holders of Share Options.

Dear Shareholder

2018 ANNUAL GENERAL MEETING

I am pleased to invite you to the fourteenth Annual General Meeting of our Company, which will be held at the head office, 340 Deansgate, Manchester M3 4LY on Thursday 20 September 2018. The meeting will commence at 11.00am and the doors will be open from 10.30am. You will find the AGM Notice set out at the end of this document and a Form of Proxy is enclosed.

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

- (i) approving the re-appointment of two of our non-executive directors, John May and Graham McInnes (Resolutions 3 and 4);
- (ii) the renewal of the Directors' general authority to allot Ordinary Shares (Resolution 7);
- (iii) 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 8);
- (iv) 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 9); and
- (v) approving and ratifying the adoption by the Company of an employee save as you earn scheme, the Sharesave Plan, to replace the Staff SIP Scheme which has been terminated (Resolution 10).

This year Shareholders will be asked to approve ten resolutions. Resolutions 1 to 7 and 10 will be proposed as ordinary resolutions. This means that more than 50% of the votes cast must support these Resolutions if they are to be passed. Resolutions 8 and 9 will be proposed as special resolutions. At least 75% 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 strategic report, the directors' report and the auditor's report. If you have elected to receive a hard copy of this notice, then a copy of the Company's Annual Report and Accounts for the year ended 30 April 2018 is enclosed with this notice. Copies of the 2018 Annual Report and Accounts are available on the Company's website at www.begbies-traynorgroup.com/investor-relations/financial-information/financial-reports and additional copies will be available at the meeting venue on the day. As an AIM listed company there is no obligation to table and approve the directors' remuneration report.

Resolution 2: Final dividend

The Directors are recommending a final cash dividend of 1.7 pence per Ordinary Share, making a total cash dividend in respect of the financial period ended 30 April 2018 of 2.4 pence per Ordinary Share. The final dividend, if approved, will be payable on 8 November 2018 to those Shareholders whose names appear on the register of members of the Company at the close of business on 12 October 2018.

Resolutions 3 and 4: Reappointment of directors

Resolutions 3 and 4 propose the reappointment of two of the Company's non-executive directors, John May and Graham McInnes, as directors of the Company. 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 at each annual general meeting. Both John and Graham are the relevant directors retiring by rotation as they are the two who have been directors for the longest period of time since last being reappointed by Shareholders. The respective biographical details for John and Graham are set out on the Company's website at www.begbies-traynorgroup.com/investor-relations/company-information/directors.aspx and on page 11 of the 2018 Annual Report and Accounts.

Resolutions 5 and 6: Reappointment of auditor and auditor's remuneration

At last year's annual general meeting the Board re-appointed BDO LLP as auditor of the Company. The Company is required to reappoint an auditor at each annual general meeting at which accounts are laid. Therefore, Resolution 5 proposes the reappointment of BDO LLP as auditor and Resolution 6 authorises the Directors to determine the auditor's remuneration.

Resolution 7: Authority to allot shares

The directors of a company may only allot shares if they have been authorised to do so by shareholders in a general meeting. Resolution 7 renews a similar authority given at last year's annual general meeting and seeks authorisation from Shareholders to allot shares as follows:

- (a) the first part of Resolution 7 authorises the Directors to allot Ordinary Shares up to an aggregate nominal amount of £3,680,483 (representing two thirds of the issued share capital of the Company as at 15 August 2018, being the latest practicable date prior to publication of this document) in connection with a rights issue. The amount of this authority will reduce by the nominal value of the Ordinary Shares allotted pursuant to the authority granted by the second part of Resolution 7; and
- (b) the second part of Resolution 7 authorises the Directors to allot Ordinary Shares up to an aggregate nominal amount of £1,840,241 (which represents approximately one third of the issued share capital of the Company as at 15 August 2018, being the latest practicable date prior to publication of this document).

These limits are in line with the guidelines issued by The Investment Association. If given, these authorities will expire at the conclusion of the Company's next annual general meeting or on 20 December 2019 (whichever is earlier).

As at 15 August 2018, being the latest practicable date prior to publication of this document, 110,414,478 Ordinary Shares were in issue and no Ordinary Shares are held by the Company in treasury.

There are no present plans to allot Ordinary Shares, other than in connection with the Existing Share Option Schemes and the Sharesave Plan (if approved), and to satisfy consideration obligations in respect of corporate acquisitions and other similar commitments.

Resolution 8: 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 a general meeting. Resolution 8, which will be proposed as a special resolution, accordingly seeks two disapplications of these statutory pre-emption rights:

- (a) the first part of Resolution 8, if passed, would enable the Board in the context of any rights issue, open offer or similar pre-emptive offer made pursuant to the authorities granted by Resolution 7, to apply typical exclusions, in accordance with normal practice, such as the exclusion of overseas shareholders and rounding down fractional entitlements, as it thinks fit; and
- (b) the second part of Resolution 8 would, if passed, enable the Directors to allot Ordinary Shares for cash on a non-pre-emptive basis in limited circumstances pursuant to the authority being sought by the second part of Resolution 7. This part of the Resolution would enable the Directors to issue Ordinary Shares for cash up to an aggregate nominal amount of £552,072 (which represents approximately 10% of the Company's issued share capital as at 15 August 2018 (being the latest practicable date prior to publication of this document)), without having to first offer them to Shareholders in proportion to their existing holdings. Whilst such authority is in excess of the 5% of existing issued ordinary share capital which is commonly accepted and recommended for larger listed companies, it will provide additional flexibility which the Directors believe is in the best interests of the Company in its present circumstances. A lower amount would, in the opinion of the Directors, be too restrictive for the Company's potential needs and render any such issue of limited value on the grounds of the relatively small net proceeds realised and the costs associated with it.

If given, these powers will expire at the conclusion of the Company's next annual general meeting or on 20 December 2019 (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.

Resolution 9: Allotment of A Ordinary Shares under the Partner Share Plan

In 2009, Shareholders approved the creation of non-voting, 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 in the period 2009 to 2013 under the Partner Share Plan, the Company may make further awards this year to motivate and incentivise the partners and senior employees to increase the value of the Company.

In order to have the ability to make any awards in the coming year, Resolution 9, which will be proposed as a special resolution, 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 approximately 5,000,000 A Ordinary Shares, which equates to the maximum number of A Ordinary Shares that the Board anticipates will be issued under any awards to be made in the next 12 months. If given, these authorities will expire at the conclusion of the Company's next annual general meeting or on 20 December 2019 (whichever is earlier).

Resolution 10: Approving the establishment of the Sharesave Plan

The Company currently operates the Staff SIP Scheme under which all eligible employees of the Company have the opportunity to acquire Ordinary Shares in a tax efficient manner. Participation in the Staff SIP Scheme is not high and both the Board and the Remuneration Committee consider it appropriate to introduce a new and alternative tax-advantaged all employee share plan, the Sharesave Plan. New awards under the Staff SIP Scheme ceased with effect from 10 August 2018 when the Staff SIP Scheme was terminated.

Like the Staff SIP, the Sharesave Plan is intended to align the interests of employees with the interests of the Company and to enable employees to share in the success of the Company.

Under the Sharesave Plan, an eligible employee who enters into an approved savings contract for a period of three years will be granted an option to acquire Ordinary Shares at the end of that period using the proceeds of their savings contract (and, if applicable, any bonus or interest payable in relation to the savings contract).

The exercise price of an option is fixed at the time the invitation to apply for an option is issued and will not be less than 80% of the market value of an Ordinary Share at that time.

The Directors are keen to grant tax efficient awards to employees at the levels permitted by relevant tax legislation; all Sharesave Plan participants are eligible to participate on the same basis. In line with The Investment Association's Principles of Remuneration, the Sharesave Plan will operate within a 10% in ten years dilution limit for Share Options and the Company will manage its capacity within this limit and may use new issue Ordinary Shares or Ordinary Shares held in treasury or purchased on the open market to satisfy options granted under the Sharesave Plan.

Resolution 10 seeks approval of the Sharesave Plan. The main provisions of the Sharesave Plan are summarised in Part 2 of this document.

Action to be taken

You will find enclosed a Form of Proxy for use in respect of the Annual General Meeting. Shareholders 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 Pavilions, 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.

With the exception of participants in the Staff SIP Scheme, please note that holders of Share Options are not permitted to vote or submit a proxy in respect of those Share Options 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 attend 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 Pavilions, Bridgwater Road, Bristol BS99 6ZY, no later than 11.00am on Tuesday 18 September 2018 (or, in the event that the meeting is adjourned, no later than two 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.

The Company would also encourage you to take advantage of the electronic and online methods of communication as it believes they will generate cost savings for the Company by reducing paper consumption, which is good for the business, shareholders and the environment.

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

Yours faithfully



Ric Traynor
Executive Chairman
Begbies Traynor Group plc

PART 2

SUMMARY OF THE PRINCIPAL FEATURES OF THE SHARES SAVE PLAN

1. General features

Options granted under the Sharesave Plan (a "Sharesave Option") are not transferable (except on death) and are not pensionable benefits.

Sharesave Options will be capable of being satisfied by newly issued Ordinary Shares or through the transfer of Ordinary Shares held in treasury or purchased in the market.

Operation of the Sharesave Plan is administered by the Board and overseen by the Remuneration Committee.

2. Specific features of the Sharesave Plan

2.1. Timing of issue of Sharesave Plan invitations

Subject always to relevant restrictions on dealing in Ordinary Shares, initial invitations to apply for Sharesave Options are likely to be issued within a period of 42 days from the adoption of the Sharesave Plan with any subsequent invitations normally being issued within a period of 42 days beginning with the fourth dealing day following the announcement of the Company's results for any period. Subject also to relevant restrictions on dealing in Ordinary Shares, invitations to apply for Sharesave Options may be issued at other times in circumstances considered by the Directors to be exceptional. No Sharesave Options may be granted after 20 September 2028.

2.2. Tax treatment

The Sharesave Plan is a tax advantaged plan under Schedule 3 of the Income Tax (Earnings and Pensions) Act 2003.

2.3. Eligibility

Any UK-based employee (including any full-time director) of the Company or other participating subsidiary who has been employed at a relevant invitation or grant date for a qualifying period of such length as the Directors may determine from time to time (but not exceeding five years prior to the relevant grant date) and any other employee or director who is nominated by the Directors is eligible to participate in the Sharesave Plan.

2.4. Exercise price

The price per share at which Ordinary Shares may be acquired upon exercise of a Sharesave Option is determined by the Directors before Sharesave Options are granted on any occasion. It must not be less than the higher of:

- 80% of the market value of a Ordinary Share when invitations are issued to eligible employees; and
- in the case of Sharesave Options to subscribe for new Ordinary Shares, the nominal value of an Ordinary Share.

No payment is required for the grant of a Sharesave Option.

2.5. Monthly savings

Any employee who applies for a Sharesave Option must enter into an HM Revenue and Customs approved "save as you earn" contract (the "Savings Contract"). The employee agrees to enter into a Savings Contract for a period of three years and to make monthly savings contributions of a fixed amount, currently of not less than £5 nor more than £500, over three years. Upon expiry of the Savings Contract, the participant may be entitled to receive a tax-free bonus in addition to repayment of the savings contributions. The participant may elect to apply the proceeds of the Savings Contract to exercise the Sharesave Option and acquire Ordinary Shares. Alternatively, the participant may choose to withdraw the proceeds of the Savings Contract.

2.6. Exercise of Sharesave Options

Sharesave Options will normally be exercisable only during the period of six months following the maturity of the related Savings Contract.

2.7. Leaving employment

Early exercise of a Sharesave Option is permitted following death or cessation of employment by reason of injury, disability, redundancy, retirement, a TUPE business transfer, the participant's employer company ceasing to be an associated company or where the business or part of the business which employs the participant is transferred to a company outside of the Group.

In such cases, Sharesave Options may be exercised within six months of leaving, to the extent that the funds then available in the participant's Savings Contract permit. In the case of death, personal representatives may exercise the deceased participant's Sharesave Option within twelve months of the date of death.

In other circumstances, Sharesave Options will lapse on cessation of employment.

2.8. Corporate events

Early exercise of Sharesave Options is permitted in the event of a takeover, reconstruction or voluntary winding-up of the Company.

Alternatively, in the event of a takeover or reconstruction, by agreement with the acquiring company, participants may, as specified in the rules of the Sharesave Plan, release their Sharesave Options in consideration of the grant of options over shares in the acquiring company.

2.9. Dilution limits

In any ten year period ending on the relevant date of grant of a Sharesave Option, the maximum number of new Ordinary Shares which may be issued or made issuable pursuant to Sharesave Options and other awards or options granted under the Existing Share Option Schemes shall not exceed 10% of the issued Ordinary Share capital of the Company from time to time.

If Sharesave Options are to be satisfied by a transfer of existing Ordinary Shares, the percentage limit stated above will not apply. Insofar as it is necessary to ensure compliance with the guidance included in The Investment Association's Principles of Remuneration from time to time, the percentage limit will apply to Sharesave Options or other awards and options satisfied or to be satisfied by the transfer of Ordinary Shares held in treasury.

2.10. Rights attaching to Ordinary Shares

Ordinary Shares allotted or transferred under the Sharesave Plan will rank equally in all respects with all other Ordinary Shares then in issue (except for any rights attaching to Ordinary Shares by reference to a record date preceding the allotment or transfer of such Ordinary Shares).

2.11. Variation of share capital

If there is a variation in the Ordinary Share capital of the Company, the Directors may make such adjustments pursuant to the rules of the Sharesave Plan, as they consider appropriate to the total number of Ordinary Shares subject to any Sharesave Option and the exercise price payable upon the exercise of any Sharesave Option.

2.12. Alteration of the Sharesave Plan

The Directors may amend the Sharesave Plan in any respect. However, they may not make any alteration to the advantage of participants without the prior approval of Shareholders in general meeting to the provisions relating to eligibility, any overall and individual limitations on the number/monetary value of Ordinary Shares in respect of which Sharesave Options may be granted or the basis for determining a participant's right to acquire Ordinary Shares and the adjustment of such rights in the event of a variation of share capital unless the alteration is necessary to comply with any change in legislation, to maintain the Sharesave Plan's tax advantaged status, to obtain or maintain favourable tax, exchange control or regulatory treatment for participants in the Sharesave Plan, as appropriate, or any member of the Group, or the alteration is a minor amendment to benefit the administration of the Sharesave Plan.

3. Changes to the Sharesave Plan rules

This summary does not form part of the rules of the Sharesave Plan and should not be taken as affecting the interpretation of their detailed terms and conditions. The Directors reserve the right up to the time of the Annual General Meeting to make such amendments and additions to the rules of the Sharesave Plan as they consider appropriate provided that such amendments do not conflict in any material respect with this summary.

BEGBIES TRAYNOR GROUP PLC

(Registered in England and Wales with company no. 5120043)

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2018 Annual General Meeting of Begbies Traynor Group plc ('Company') will be held at the offices of the Company at 340 Deansgate, Manchester M3 4LY on Thursday 20 September 2018 at 11.00am to consider and, if thought fit, to pass the following resolutions, of which resolutions 1 to 7 and 10 will be proposed as ordinary resolutions and resolutions 8 and 9 will be proposed as special resolutions:

1. To receive the Company's annual accounts, strategic report and directors' and auditor's reports for the year ended 30 April 2018.
2. To declare a final dividend for the year ended 30 April 2018 of 1.7 pence per ordinary share of 5 pence in the capital of the Company, to be paid on 8 November 2018 to shareholders whose names appear on the register of members at the close of business on 12 October 2018.
3. To reappoint John May, who retires by rotation, as a director of the Company.
4. To reappoint Graham McInnes, who retires by rotation, as a director of the Company.
5. To reappoint BDO LLP as auditor of the Company.
6. To authorise the directors of the Company to determine the remuneration of the auditor.
7. That, pursuant to section 551 of the Companies Act 2006 ('Act'), the directors be and are generally and unconditionally authorised to exercise all the powers of the Company to allot Relevant Securities:
 - (a) comprising equity securities (as defined in section 560(1) of the Act) up to an aggregate nominal amount of £3,680,483 (such amount to be reduced by the aggregate nominal amount of Relevant Securities allotted pursuant to paragraph 7(b) of this resolution) in connection with a rights issue to holders of ordinary shares in the capital of the Company (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 but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, 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
 - (b) otherwise than pursuant to paragraph 7(a) of this resolution, up to an aggregate nominal amount of £1,840,241,

provided that (unless previously revoked, varied or renewed) these authorities shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 20 December 2019 (whichever is the earlier), save that, in each case, the Company may make an offer or agreement before the authority expires which would or might require Relevant Securities to be allotted after the authority expires and the directors may allot Relevant Securities pursuant to any such offer or agreement as if the authority had not expired.

In this resolution, '**Relevant Securities**' means Ordinary Shares in the Company or rights to subscribe for, or to convert any security into, Ordinary Shares in the Company; a reference to the allotment of Relevant Securities includes the grant of such a right; and a reference to the nominal amount of a Relevant Security which is a right to subscribe for, or to convert any security into, Ordinary Shares in the Company is to the nominal amount of the Ordinary Shares which may be allotted pursuant to that right.

These authorities are 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).

8. That, subject to and conditional upon the passing of resolution 7 and pursuant to section 570 of the Companies Act 2006 ('Act'), the directors be and are generally empowered to allot equity securities (as defined in section 560(1) of the Act) for cash pursuant to the authorities granted by resolution 7 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with an offer of equity securities (whether by way of a rights issue, open offer or otherwise, but, in the case of an allotment pursuant to the authority granted by paragraph (a) of resolution 7, such power shall be limited to the allotment of equity securities in connection with a rights issue) to holders of ordinary shares in the capital of the Company (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 but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, 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
- (b) the allotment of equity securities pursuant to the authority granted by paragraph (b) of resolution 7 (otherwise than pursuant to paragraph 8(a) of this resolution) up to an aggregate nominal amount of £552,072,

and (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 20 December 2019 (whichever is the earlier), save that the Company may make an offer or agreement before this power expires which would or might require equity securities to be allotted for cash after this power expires and the directors may allot equity securities for cash pursuant to any such offer or agreement as if this power 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).

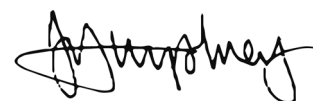
9. That:

- (a) in addition to the authorisations proposed to be granted by resolution 7, 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 after the passing of this resolution or on 20 December 2019 (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 Act, the directors be and are empowered to allot A Ordinary Shares for cash pursuant to the authority conferred by resolution 9(a) as if section 561(1) 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 20 December 2019 (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 A Ordinary Shares to be allotted for cash after such expiry and the directors may allot A Ordinary Shares for cash pursuant to any such offer or agreement as if the power conferred by this resolution had not expired.

10. That the Directors be and are hereby authorised to establish the Begbies Traynor Group Sharesave Plan ('Sharesave Plan'), a copy of the draft rules of which has been produced to the meeting and initialled by the Chairman for the purpose of identification only and to do all such acts and things as may be necessary or expedient to give effect to the Sharesave Plan and to ensure that the Sharesave Plan meets the requirements for such tax advantaged plans as set out in Schedule 3 of the Income Tax (Earnings and Pensions) Act 2003.

By order of the board



.....
John Humphrey
Company Secretary

22 August 2018

Registered office:
340 Deansgate
Manchester
M3 4LY

Registered in England and Wales with company no. 5120043

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 Tuesday 18 September 2018 (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.

Total voting rights

2. As at 15 August 2018 (being the latest practicable date prior to the publication of this document) the issued share capital of the Company was:
 - 2.1 110,414,478 Ordinary Shares, carrying one vote each.

The total number of voting rights in the Company as at 15 August 2018 was therefore 110,414,478. No shares are held by the Company in treasury.

Proxies

3. 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 4, 5 and 6 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.

4. A form of proxy is enclosed. When appointing more than one proxy, please 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 6ZY, no later than 11.00am on Tuesday 18 September 2018 (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).

5. 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 11.00am on Tuesday 18 September 2018 (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 provider(s) 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 provider(s) 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.

Electronic proxy voting through the internet

6. You are able to appoint a proxy online by visiting www.investorcentre.co.uk/eproxy. You will be required to enter your control number, shareholder reference number and PIN which can be found either on your proxy form or within the email notifying you of the meeting. The proxy appointment and instructions must be received by the Company's registrars no later than 11.00am on Tuesday 18 September 2018.

Corporate representatives

7. 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

8. Biographical details of the directors who are offering themselves for reappointment at the meeting are set out on the Company's website at www.begbies-traynors.com/investor-relations/company-information/directors.aspx and on page 11 of the 2018 Annual Report and Accounts.

Documents available for inspection

9. Copies of the following documents will be available for inspection at the registered office of the Company during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this notice until the date of the Annual General Meeting and at the place of the Annual General Meeting from at least 15 minutes prior to and until the conclusion of the Annual General Meeting:

- 9.1.1 copies of the service contracts of the executive directors;
- 9.1.2 copies of the letters of appointment of the non-executive directors; and
- 9.1.3 copies of the draft rules of the Sharesave Plan.

Electronic communications with the Company

10. You may not use any electronic address provided in this Notice of AGM, the accompanying letter from the Company Secretary or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated. Any electronic communication sent by a shareholder to the Company or Computershare Investor Services PLC which is found to contain a virus will not be accepted by the Company.

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Begbies Traynor Group plc is a company registered in England and Wales No: 5120043. Registered Office: 340 Deansgate, Manchester M3 4LY