

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about any aspect of the proposals referred to in this document, or the action you should take, you should seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other appropriate independent financial advisor.**

**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 09.30am on Thursday 17 September 2020 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 09.30am on Tuesday 15 September 2020. 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 8 to 10 of this document
"Annual General Meeting" or "AGM"	the annual general meeting of the Company convened for 09.30am on Thursday 17 September 2020 and any adjournments thereof
"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 and the Begbies Traynor Group Sharesave Plan
"Form of Proxy"	the form of proxy for use at the AGM
"Group"	the Company and its subsidiary undertakings
"Ordinary Shares"	ordinary shares of 5 pence each in the capital of the Company
"QCA Code"	the corporate governance code published by the Quoted Companies Alliance
"Reduction of Share Premium"	the reduction by the sum of £20,000,000 of the share premium account of the Company to increase distributable reserves for which approval is being sought by Resolution 11, subject to the confirmation of the High Court and matters set out in this document
"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

## LETTER FROM THE CHAIRMAN



19 August 2020

*Directors:*

Ric Traynor (Executive Chairman)  
Nick 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)  
Peter Wallqvist (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

### **2020 ANNUAL GENERAL MEETING**

I am pleased to invite you to the 16th Annual General Meeting of our Company, which will be held at the head office, 340 Deansgate, Manchester M3 4LY, on Thursday 17 September 2020. The meeting will commence at 09.30am and the doors will be open from 09.00am. You will find the AGM Notice set out at the end of this document and a Form of Proxy is enclosed.

In light of the ongoing situation associated with the COVID-19 (coronavirus) pandemic, it is the Company's intention that the meeting will take place as described above, subject to appropriate social distancing measures and in line with HM Government guidelines applicable at that time which currently means that those in physical attendance must wear an appropriate face covering. Shareholders are strongly encouraged to utilise the option to appoint the Chairman as proxy, as an alternative to attending in person, or requiring an alternative proxy to attend. Please note that, due to social distancing measures, the number of attendees in physical attendance at the AGM will be heavily restricted. If you are planning on attending in person you should contact the Company by email ([legal.mail@btguk.com](mailto:legal.mail@btguk.com)) to advise of this and provide contact details so that in the event of any change in HM Government advice you can be contacted. The Company will continue to monitor the COVID-19 situation as it evolves in the coming weeks and reserves the right to implement additional measures in advance of the meeting if these are necessary. Any such measures will be announced via the regulated news service and posted on the Company's website at <https://www.begbies-traynorgroup.com/investor-relations/news>.

The items of business that will be put before the Annual General Meeting include the following:

- (i) approving the appointment of our new non-executive director, Peter Wallqvist (Resolution 3);
- (ii) approving the reappointment of one of our executive directors, Mark Fry (Resolution 4);
- (iii) approving the reappointment of two of our non-executive directors who have each served as Directors for more than nine years, John May and Graham McInnes (Resolutions 5 and 6);
- (iv) the renewal of the Directors' general authority to allot Ordinary Shares (Resolution 9);
- (v) 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 10); and
- (vi) the reduction by the sum of £20,000,000 of the share premium account of the Company.

This year Shareholders will be asked to approve eleven resolutions. Resolutions 1 to 9 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 10 and 11 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 2020 is enclosed with this notice. Copies of the 2020 Annual Report and Accounts are available on the Company's website at [www.begbies-traynorgroup.com/investor-relations/results-centre](http://www.begbies-traynorgroup.com/investor-relations/results-centre) 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 1.9 pence per Ordinary Share, making a total cash dividend in respect of the financial period ended 30 April 2020 of 2.8 pence per Ordinary Share. The final dividend, if approved, will be payable on 5 November 2020 to those Shareholders whose names appear on the register of members of the Company at the close of business on 9 October 2020.

### **Resolutions 3 to 6: Reappointment of Directors**

Resolution 3 proposes the approval of the appointment of one of the Company's non-executive directors, Peter Wallqvist, as a Director. Peter was appointed as a non-executive director on 19 December 2019 by the Board and, in accordance with the Company's articles of association, as a director appointed during the year he must be re-elected at the AGM if he is to continue to hold office. Biographical details of Peter are set out on the Company's website at <https://www.begbies-traynorgroup.com/investor-relations/corporate-governance>.

Resolution 4 proposes the reappointment of one of the Company's executive directors, Mark Fry, as a Director 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. Mark is the relevant Director retiring by rotation as he is the one who has been a Director for the longest period of time since last being reappointed by Shareholders.

Resolutions 5 and 6 propose the reappointment of two of the Company's independent non-executive directors, John May and Graham McInnes, as Directors of the Company. In accordance with the Company's corporate governance policy, which follows the QCA Code, the Company seeks re-election on an annual basis of those independent non-executive directors who have been Directors of the Company for a period in excess of nine years.

The biographies of all those Directors who are standing for re-election are set out on the Company's website at [www.begbies-traynorgroup.com/investor-relations/corporate-governance](http://www.begbies-traynorgroup.com/investor-relations/corporate-governance) and on pages 20 to 21 of the 2020 Annual Report and Accounts.

### **Resolutions 7 and 8: Reappointment of auditor and auditor's remuneration**

At last year's annual general meeting the Board reappointed BDO LLP as auditor of the Company. The Company is required to appoint an auditor at each annual general meeting at which accounts are laid. Therefore, Resolution 7 proposes the reappointment of BDO LLP as auditor and Resolution 8 authorises the Directors to determine the auditor's remuneration.

### **Resolution 9: 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 9 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 9 authorises the Directors to allot Ordinary Shares up to an aggregate nominal amount of £4,262,226 (representing two thirds of the issued share capital of the Company as at 10 August 2020, 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 9; and

- (b) the second part of Resolution 9 authorises the Directors to allot Ordinary Shares up to an aggregate nominal amount of £2,131,113 (which represents approximately one third of the issued share capital of the Company as at 10 August 2020, 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 17 December 2021 (whichever is earlier).

As at 10 August 2020, being the latest practicable date prior to publication of this document, 127,866,777 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 to satisfy consideration obligations in respect of corporate acquisitions and other similar commitments.

### **Resolution 10: 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 10, which will be proposed as a special resolution, accordingly seeks two disapplications of these statutory pre-emption rights:

- (a) the first part of Resolution 10, 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 9, 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 10 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 9. This part of the Resolution would enable the Directors to issue Ordinary Shares for cash up to an aggregate nominal amount of £639,334 (which represents approximately 10% of the Company's issued share capital as at 10 August 2020 (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 17 December 2021 (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 11: Reduction of Share Premium**

In order for the Company to pay dividends, it must have available sufficient distributable reserves. As at 30 April 2020, the profit and loss account reserve of the Company stood in credit in the sum of £17,791,000. Shareholders' funds stood at £77,867,000 and amongst the reserves comprising this figure is the share premium account, which stood (and still stands) at £29,459,000.

The Company's financial statements are prepared under UK Generally Accepted Accounting Practice ('UK GAAP') and the credit noted on the profit and loss account reserve provides sufficient distributable reserves to enable the Company to pay dividends now and going forward based on the dividend policy that the Board has adopted. However, the Group's consolidated financial statements are prepared under International Financial Reporting Standards ('IFRSs') which include different accounting policies from UK GAAP notably, in the case of the Group's accounting policies, in relation to consideration for acquisitions. The retained earnings reserve on the consolidated balance sheet stands at a credit of £5,495,000.

Although it is the Company balance sheet and distributable reserves that are relevant for the legal calculation of the Company's ability to pay dividends, the Board considers it desirable to restructure the balance sheet of the Company so that the consolidated balance sheet reflects a more substantial figure for retained earnings as the consolidated accounts attract the attention of investors, observers and those with whom the Company and its subsidiaries do business.

Therefore the Board proposes to reduce the share premium account by the sum of £20,000,000 (referred to in this document as the 'Reduction of Share Premium') and transfer that amount to the profit and loss reserve account, where it will be treated as additional distributable reserves of the Company and be available for all the purposes for which distributable reserves are available. This transfer will also be reflected on the consolidated balance sheet with a reduction in the share premium account and corresponding increase in the retained earnings reserve. There are, however, a number of procedures to adopt before this can take place as described below.

Share premium arises on the issue by the Company of shares at a premium to their nominal value. The premium is credited to the share premium account of the Company. The share premium account is treated by statute as an undistributable capital reserve, except to the extent that its reduction or cancellation is first approved by Shareholders by special resolution and, in the case of a public limited company, subsequently confirmed by order of the High Court on the application to the High Court by the relevant company.

Resolution 11, which is proposed as a special resolution, seeks authority for the share premium account to be reduced by £20,000,000. If it is duly passed at the AGM, it is the intention of the Company thereafter to apply to the High Court for the reduction of the share premium account to be confirmed.

In order to obtain the confirmation of the High Court, the Company will need to demonstrate to the satisfaction of the High Court that it is able to discharge in full its obligations to all creditors of the Company with a debt or claim which, if the date that the Reduction of Share Premium takes effect were to be the hypothetical commencement of the winding up of the Company, would be admissible in proof against the Company, being the statutory test for these purposes. The Reduction of Share Premium takes effect upon the order of the High Court confirming it being registered by the Company with the Registrar of Companies.

The Company must also seek consents to the Reduction of Share Premium from those of its major creditors whose consent is required before the Company is able to undertake a Reduction of Share Premium. The Board is of the view that consent will be obtained from all of those from whom it is necessary or desirable to obtain it.

In the event that the Court was to impose conditions on its confirmation of the Reduction of Share Premium, the Board would decide whether those conditions are acceptable and reserves the right to discontinue the Reduction of Share Premium in those or any other circumstances if it considers it in the interests of the Company to do so.

The Reduction of Share Premium does not affect the voting or dividend rights or the rights on a return of capital of any Shareholder.

### **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; however, in light of the ongoing situation associated with the COVID-19 (coronavirus) pandemic, Shareholders are **strongly encouraged to utilise the option to appoint the Chairman as proxy, as an alternative to attending in person**. If you are planning to attend in person please advise the Company of this in advance of the AGM by email to [legal.mail@btguk.com](mailto:legal.mail@btguk.com) and note that, due to social distancing measures that may be necessary, the Company reserves the right to refuse access to anyone who has not given prior notice of their attendance or where the venue's reduced capacity has been reached.

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 Company's legacy tax advantaged employee share incentive plan, 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.

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 09.30am on Tuesday 15 September 2020 (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.

Shareholders should note that in light of the ongoing situation associated with the COVID-19 (coronavirus) pandemic, it is the Company's intention that the meeting will take place as described above, subject to appropriate social distancing measures and in line with HM Government guidelines applicable at that time. The Company will continue to monitor the COVID-19 situation as it evolves in the coming weeks and may need to implement additional measures in advance of the meeting. Any such measures will be announced via the regulated news service and posted on the Company's website at <https://www.begbies-traynorgroup.com/investor-relations/news>.

### **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.

In light of the ongoing situation associated with the COVID-19 (coronavirus) pandemic, Shareholders are strongly encouraged to utilise the option to appoint the Chairman as proxy, as an alternative to attending the meeting in person or requiring an alternative proxy to attend.

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.

Yours faithfully



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

# BEGBIES TRAYNOR GROUP PLC

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

## NOTICE OF ANNUAL GENERAL MEETING

**Notice is given** that the 2020 Annual General Meeting of Begbies Traynor Group plc ('the Company') will be held at the offices of the Company at 340 Deansgate, Manchester M3 4LY, on Thursday 17 September 2020 at 09.30am to consider and, if thought fit, to pass the following Resolutions, of which Resolutions 1 to 9 will be proposed as ordinary resolutions and Resolutions 10 and 11 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 2020.
2. To declare a final dividend for the year ended 30 April 2020 of 1.9 pence per ordinary share of 5 pence in the capital of the Company, to be paid on 5 November 2020 to shareholders whose names appear on the register of members at the close of business on 9 October 2020.
3. To approve the appointment of Peter Wallqvist as a director of the Company.
4. To reappoint Mark Fry, who retires by rotation, as a director of the Company.
5. To reappoint John May as a director of the Company.
6. To reappoint Graham McInnes as a director of the Company.
7. To reappoint BDO LLP as auditor of the Company.
8. To authorise the directors of the Company to determine the remuneration of the auditor.
9. That, pursuant to section 551 of the Companies Act 2006 ('the 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 £4,262,226 (such amount to be reduced by the aggregate nominal amount of Relevant Securities allotted pursuant to paragraph 9(b) of this Resolution) in connection with a rights issue to holders of ordinary shares of 5 pence each in the capital of the Company ('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 9(a) of this Resolution, up to an aggregate nominal amount of £2,131,113,

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 17 December 2021 (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).

10. That, subject to and conditional upon the passing of Resolution 9 and pursuant to section 570 of the Companies Act 2006 ('the 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 9 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:

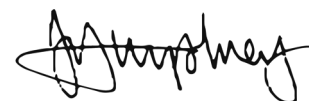
- (a) the allotment of equity securities in connection with an offer of equity securities (whether by way of a rights issue, open offer or otherwise, but, in the case of an allotment pursuant to the authority granted by paragraph (a) of Resolution 9, such power shall be limited to the allotment of equity securities in connection with a rights issue) to holders of Ordinary Shares of 5 pence each in the capital of the Company ('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 9 (otherwise than pursuant to paragraph 10(a) of this Resolution) up to an aggregate nominal amount of £639,334,

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 17 December 2021 (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).

11. 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 £20,000,000.

By order of the Board



.....  
**John Humphrey**  
**Company Secretary**  
**19 August 2020**

**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 15 September 2020 (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 10 August 2020 (being the latest practicable date prior to the publication of this document) the issued share capital of the Company was:

2.1 127,866,777 Ordinary Shares, carrying one vote each.

The total number of voting rights in the Company as at 10 August 2020 was therefore 127,866,777. 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, although in light of the COVID-19 situation shareholders are **strongly encouraged to utilise the option to appoint the Chairman as proxy, as an alternative to attending in person or requiring an alternative proxy to attend.**

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 shareholders 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 registrar, 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 09.30am on Tuesday 15 September 2020 (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 ('a CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such 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 09.30am on Tuesday 15 September 2020 (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](http://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 Form of Proxy or within the email notifying you of the meeting. The proxy appointment and instructions must be received by the Company's registrar no later than 09.30am on Tuesday 15 September 2020.

### 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-traynorgroup.com/investor-relations/corporate-governance](http://www.begbies-traynorgroup.com/investor-relations/corporate-governance) and on pages 20 and 21 of the 2020 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; and
- 9.1.2 copies of the letters of appointment of the non-executive directors.

### 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.



**Begbies Traynor Group plc**

340 Deansgate

Manchester

M3 4LY

**Tel:** 0161 837 1700

**Fax:** 0161 837 1701

**Web:** [www.begbies-traynorgroup.com](http://www.begbies-traynorgroup.com)



**Offices across the UK. [www.begbies-traynorgroup.com](http://www.begbies-traynorgroup.com)**

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