

**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 adviser.

**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**

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## **BEGBIES TRAYNOR GROUP PLC**

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

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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 21 September 2017 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 11.00am on Tuesday 19 September 2017. 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 11 of this document
"Annual General Meeting" or "AGM"	the annual general meeting of the Company convened for 11.00am on Thursday 21 September 2017 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
"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
"Existing Share Option Schemes"	the Begbies Traynor Group plc Share Option Schemes, the Eddisons employee shareholder status scheme and the Begbies Traynor Group plc Employee Share Incentive Plan
"Form of Proxy"	the form of proxy for use at the AGM
"Group"	the Company and its subsidiary undertakings
"Independent Directors"	the Directors other than Richard Traynor
"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
"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



25 August 2017

*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 Stupple (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 A Ordinary Shares and Deferred Shares and the holders of Share Options.*

Dear Shareholder

### 2017 ANNUAL GENERAL MEETING

I am pleased to invite you to the thirteenth Annual General Meeting of our Company, which will be held at the head office, 340 Deansgate, Manchester M3 4LY on Thursday 21 September 2017. 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 our new non-executive director, Mark Stupple (Resolution 3);
- (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);
- (v) ratifying entering into the new lease of our Manchester head office, which constitutes a substantial property transaction (Resolution 10); and
- (vi) amending the Company's articles of association to allow the Directors to approve and sign an agreement to buy back any Deferred Shares in issue and seeking the approval of Shareholders to authorise the buy back of the 30,377,784 Deferred Shares currently in issue (Resolutions 11 and 12).

This year Shareholders will be asked to approve 12 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, 9, 11 and 12 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 2017 is enclosed with this notice. Copies of the 2017 Annual Report and Accounts are available on the Company's website at [www.begbies-traynorgroup.com/investor-relations/financial-information/financial-reports](http://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 1.6 pence per Ordinary Share, making a total cash dividend in respect of the financial period ended 30 April 2017 of 2.2 pence per Ordinary Share. The final dividend, if approved, will be payable on 8 November 2017 to those Shareholders whose names appear on the register of members of the Company at the close of business on 13 October 2017.

### **Resolution 3: Reappointment of director**

Resolution 3 proposes the reappointment of the Company's non-executive director Mark Stupple as a director. Mark was appointed as a non-executive director on 11 July 2017 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 Mark are set out on the Company's website at [www.begbies-traynorgroup.com/investor-relations/company-information/directors.aspx](http://www.begbies-traynorgroup.com/investor-relations/company-information/directors.aspx).

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

Resolution 4 proposes my reappointment as the Company's executive chairman. This is in accordance with the Company's articles of association which require that one third of the Directors (rounded down to the nearest whole number) who are subject to retirement by rotation, retire at each annual general meeting. I am the relevant director retiring by rotation as I am the one who has been a director for the longest period of time since last being reappointed by Shareholders. My biographical details are set out on the Company's website at [www.begbies-traynorgroup.com/investor-relations/company-information/directors.aspx](http://www.begbies-traynorgroup.com/investor-relations/company-information/directors.aspx) and on page 11 of the 2017 Annual Report and Accounts.

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

During the year the Board appointed BDO LLP as auditors of the Company in place of Deloitte LLP. 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 £3,573,371 (representing two thirds of the issued share capital of the Company as at 14 August 2017, 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 £1,789,686 (which represents approximately one third of the issued share capital of the Company as at 14 August 2017, 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 21 December 2018 (whichever is earlier).

As at 14 August 2017, being the latest practicable date prior to publication of this document, 107,201,124 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 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 £536,006 (which represents approximately 10% of the Company's issued share capital as at 14 August 2017 (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 21 December 2018 (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 over the past four years 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 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 21 December 2018 (whichever is earlier).

#### **Resolution 10: Affirmation of substantial property transaction**

As announced to the stock market on 27 July 2017, the Company's immediate subsidiary, Begbies Traynor Limited, has entered into a new lease of our Manchester head office premises with its existing landlord, being an entity in which I have an equity interest. As the value of this transaction is in excess of £100,000 and given my equity interest in the landlord, it constitutes a substantial property transaction under sections 190 and 191 of the Act. Accordingly the affirmation and ratification of Shareholders to the entry into of the new lease is being sought at the AGM, and I will abstain from voting on this resolution.

The new lease is for a ten year term and incorporates a tenant's only break clause to terminate the lease at the end of the fifth year. The annualised rental cost of the new lease over the ten year lease term (inclusive of market incentives) is £344,000.

This lease, which has been commercially negotiated and is considered by the Independent Directors to represent a fair and reasonable market valuation, replaces the Company's previous lease of the same property (disclosed as a related party transaction in the relevant annual report and accounts). The new lease represents a significant financial reduction on the previous commitment by approximately £331,000 per annum. This reflects a smaller lettable area and a reduced cost per sq ft of £23.50 compared to £25.00 under the previous lease (exclusive of market incentives). In assessing the appropriateness of the new lease, the Group has also undertaken a thorough exercise of considering alternative property options in Manchester city centre.

The new lease represents a related party transaction for the purposes of the AIM Rules. The Independent Directors (being the Directors excluding myself, given my equity interest in the landlord) consider, having consulted with the Company's nominated advisor, Canaccord Genuity Limited, that the terms of the transaction are fair and reasonable insofar as the Shareholders are concerned.

### **Resolution 11 - Amendments to the Articles**

The Company currently has 30,377,784 Deferred Shares in issue. These have resulted from awards made under the Partner Share Plan which did not vest. The Deferred Shares carry no rights to dividend or rights to vote and the Company has the right under the articles of association to purchase them at any time for £1.00 in aggregate. The Company is proposing to amend its articles of association to allow the Directors to approve and sign the necessary agreements to effect such repurchase from time to time.

### **Resolution 12 – Approval of Off Market Purchase**

The Company is proposing to exercise its rights set out in the articles of association (as amended by Resolution 11) to purchase the existing 30,377,784 Deferred Shares in issue. Resolution 12 authorises the Company to purchase the existing 30,377,784 Deferred Shares. Subject to the granting of the relevant authorisation sought by Resolution 12 the Company proposes to effect the purchase of the existing 30,377,784 Deferred Shares for the aggregate consideration of £1.00 and then cancel these Deferred Shares. In view of the negligible amount of the aggregate consideration for the Deferred Shares, those holders of Deferred Shares will not be entitled to have any part of the aggregate consideration paid to them. The terms of the relevant contract for sale will be on display at the Company's registered office and at the Annual General Meeting. If the Resolution is passed, and the contract for sale completed, the existing 30,377,784 Deferred Shares will be treated as cancelled.

### **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.

Please note that holders of A Ordinary Shares 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 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 19 September 2017 (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 in the case of Resolutions 1 to 9, 11 and 12 and the Independent

Directors for the purpose of Resolution 10, 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

A handwritten signature in black ink, appearing to read "Ric Traynor".

**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 2017 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 21 September 2017 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, 9, 11 and 12 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 2017.
2. To declare a final dividend for the year ended 30 April 2017 of 1.6 pence per ordinary share of 5 pence in the capital of the Company, to be paid on 8 November 2017 to shareholders whose names appear on the register of members at the close of business on 13 October 2017.
3. To reappoint Mark Stupples, who has been appointed by the board since the last annual general meeting, as a director of the Company.
4. To reappoint Richard Traynor, 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 £3,573,371 (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 £1,786,686,

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 21 December 2018 (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 £536,006,

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 21 December 2018 (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 21 December 2018 (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 21 December 2018 (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 entering into of a lease by the Company's immediate subsidiary, Begbies Traynor Limited, of Floors 2 to 5, 340 Deansgate, Manchester M3 4LY on 27 July 2017 with a limited liability partnership in which one of the Company's directors, Richard Traynor has an interest, be ratified and affirmed for the purposes of section 196 of the Companies Act 2006.

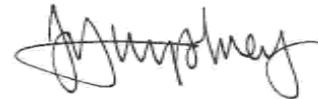
11. That the Company's articles of association be amended by the replacement of the existing Article 5.4.5, with the following new Article 5.4.5:

*"The Deferred Shares in issue from time to time may be repurchased by the Company at any time. On all the Deferred Shares in issue, there will be paid an aggregate sum equal to £1.*

*The Company may at any time and from time to time appoint any person to execute on behalf of the holders of the Deferred Shares in issue at that time an agreement for the Company to effect such repurchase (in accordance with the provisions of the Act), for the aggregate sum of £1, without obtaining the sanction of the holder or holders thereof, the recipient of such sum being determined by the Directors by lot."*

12. Subject to the passing of Resolution 11, the Company be and is irrevocably authorised pursuant to section 694 of the Companies Act 2006 (such authority to expire on 21 December 2018) to purchase the 30,377,784 Deferred Shares in issue as at 14 August 2017 in consideration of the payment of one pound pursuant to a contract for sale to the Company of such Deferred Shares (a copy of which contract has been produced to the meeting and initialled for the purposes of identification by the chairman thereof, and having been on display at the registered office of the Company and at the meeting in accordance with the Companies Act 2006), such contract be approved and the Directors of the Company be authorised to do all such things as they may deem necessary to complete such contract and carry it into effect.

By order of the board



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

25 August 2017

**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 19 September 2017 (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 14 August 2017, (being the latest practicable date prior to the publication of this document) the issued share capital of the Company was:

- 2.1 107,201,124 ordinary shares of 5 pence each, carrying one vote each;
- 2.2 0 convertible redeemable A ordinary shares of 3 pence each, each of which carries no right to vote; and
- 2.3 30,377,784 deferred shares of 1 pence each, each of which carries no right to vote.

The total number of voting rights in the Company as at 14 August 2017 was therefore 107,201,124. 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 19 September 2017 (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 19 September 2017 (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 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 19 September 2017.

### *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 is offering themselves for reappointment at the meeting are set out on the Company's website at [www.begbies-traynorgroup.com/investor-relations/company-information/directors.aspx](http://www.begbies-traynorgroup.com/investor-relations/company-information/directors.aspx) and in the case of Richard Traynor on page 11 of the 2017 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 a copy of the buy back contract for the 30,377,784 Deferred Shares the subject of Resolution 12.

### *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.