

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 9.30am on Thursday 22 September 2022 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 9.30am on Tuesday 20 September 2022. 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:

"2013 Share Option Scheme"	the Begbies Traynor Group plc Share Option Scheme 2013
"Act"	the Companies Act 2006, as amended
"AGM Notice" or "Notice of AGM"	the notice convening the AGM set out on pages 9 to 11 of this document
"Annual General Meeting" or "AGM"	the annual general meeting of the Company convened for 9.30am on Thursday 22 September 2022 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 2013 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
"New Share Option Scheme"	the Begbies Traynor Group plc Share Option Scheme 2022, further details of which are set out in Part 2 of this document
"Ordinary Shares"	ordinary shares of 5p each in the capital of the Company
"QCA Code"	the corporate governance code published by the Quoted Companies Alliance
"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

PART 1 - LETTER FROM THE CHAIRMAN



24 August 2022

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

2022 ANNUAL GENERAL MEETING

I am pleased to invite you to the 18th Annual General Meeting of our Company, which will be held at the head office, 340 Deansgate, Manchester M3 4LY, on Thursday 22 September 2022. The meeting will commence at 9.30am and the doors will be open from 9.00am. You will find the AGM Notice set out at the end of this document and a Form of Proxy is enclosed.

At the time of writing, UK Government restrictions relating to public gatherings have been relaxed, and it is the Company's intention that the meeting will take place as described above. The Company reserves its right to alter arrangements for the AGM, and in the event that in the Company's view it becomes necessary to do so (in response to UK Government requirements and/or health and safety considerations), we will seek to provide Shareholders with as much notice as practicable in the circumstances. Any updates will be announced via the regulated news service and posted on the Company's website at <https://www.begbies-traynorgroup.com/investor-relations>.

Shareholders are encouraged to register their proxy votes in advance of the AGM and to utilise the option to appoint the chairman as proxy. If you are planning on attending the AGM in person, please contact the Company by email (legal.mail@btguk.com) to advise of this.

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

- (i) approving the reappointment of one of our non-executive directors, Mark Stupples (Resolution 3);
- (ii) 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 4 and 5);
- (iii) the renewal of the Directors' general authority to allot Ordinary Shares (Resolution 8);
- (iv) the renewal of the general disapplication of statutory pre-emption rights which would otherwise apply to the allotment of equity securities for cash which is sought at each annual general meeting (Resolution 9); and
- (v) the proposed adoption of the New Share Option Scheme which is (except as explained below) in substantively the same terms as the 2013 Share Option Scheme (which is due to expire) (Resolution 10).

This year Shareholders will be asked to approve ten resolutions. Resolutions 1 to 8 and Resolution 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. Resolution 9 will be proposed as a special resolution. At least 75% of the votes cast must support this resolution if it is 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 2022 is enclosed with this notice. Copies of the 2022 annual report and accounts are available on the Company's website at www.begbies-traynorgroup.com/investor-relations/results-centre. 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 2.4p per Ordinary Share, making a total cash dividend in respect of the financial period ended 30 April 2022 of 3.5p per Ordinary Share. The final dividend, if approved, will be payable on 3 November 2022 to those Shareholders whose names appear on the register of members of the Company at the close of business on 7 October 2022.

Resolutions 3 to 5: Reappointment of Directors

Resolution 3 proposes the reappointment of one of the Company's non-executive directors, Mark Stupples, 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 4 and 5 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 and on page 27 of the 2022 annual report and accounts.

Resolutions 6 and 7: Reappointment of auditor and auditor's remuneration

The Company is required to appoint an auditor at each annual general meeting at which accounts are laid. Therefore, Resolution 6 proposes the reappointment of Crowe U.K. LLP as auditor and Resolution 7 authorises the Directors to determine the auditor's remuneration.

Resolution 8: Authority to allot shares

The directors of a company may only allot shares if they have been authorised to do so by shareholders in a general meeting. Resolution 8 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 8 authorises the Directors to allot Ordinary Shares up to an aggregate nominal amount of £5,138,037 (representing approximately two thirds of the issued share capital of the Company as at 17 August 2022, 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 8; and
- (b) the second part of Resolution 8 authorises the Directors to allot Ordinary Shares up to an aggregate nominal amount of £2,569,019 (which represents approximately one third of the issued share capital of the Company as at 17 August 2022, 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 22 December 2023 (whichever is earlier).

As at 17 August 2022, being the latest practicable date prior to publication of this document, 154,141,110 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 Company's Existing Share Option Schemes and its New Share Option Scheme, and to satisfy consideration obligations in respect of corporate acquisitions and other similar commitments.

Resolution 9: Disapplication of pre-emption rights

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

- (a) the first part of Resolution 9, 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 8, 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 9 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 8. This part of the Resolution would enable the Directors to issue Ordinary Shares for cash up to an aggregate nominal amount of £770,706 (which represents approximately 10% of the Company's issued share capital as at 17 August 2022 (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 22 December 2023 (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 10: Adoption of the New Share Option Scheme

Resolution 10 proposes the adoption of the New Share Option Scheme, an unapproved share option scheme under which employees and partners of the Group can acquire and/or receive Ordinary Shares in the Company.

The Company has previously operated an unapproved share option scheme (the 2013 Share Option Scheme), which was adopted in 2013 and under which share options have been granted to senior employees and partners of the Group. In accordance with its rules the 2013 Share Option Scheme expires in September 2023. The Remuneration Committee is of the view that a share option scheme of this type is useful in providing incentives for employees and partners within the Group's service lines which can support the corporate objectives of the Company through carefully selected performance criteria and align the interests of those senior executives, staff and partners with those of Shareholders. The Company therefore wishes to adopt the New Share Option Scheme so that it can continue to offer this type of incentive.

The New Share Option Scheme will operate in a similar way to the 2013 Share Option Scheme, save for certain updates set out below and modifications to improve its administration.

The principal substantive difference between the 2013 Share Option Scheme and the New Share Option Scheme is that the dilution limit in the New Share Option Scheme is increased from 10% to 15% of the Company's issued ordinary share capital in any ten year period. The Directors feel that that this increase, which is consistent with the guidance for small growth companies published by the Quoted Companies Alliance, is in the best interests of the Company, as the current 10% threshold does not provide sufficient headroom to offer regular and meaningful awards to partners and senior staff within the Group's service lines. The revised limit will support the Company in retaining and incentivising key partners and senior management of the Group, whilst also offering share schemes to the wider employee population for the purposes of retention. It is also the case that the Group is now significantly larger with more senior staff in its multiple service lines and head office function. The dilution limit permitted in respect of awards to executive directors of the Company will be 5% of the Company's issued ordinary share capital in any ten year period. This is also consistent with the guidance published by the Quoted Companies Alliance. The maximum individual participation limits in the 2013 Share Option Scheme have been restated.

The other substantive changes from the 2013 Share Option Scheme are the inclusion in the New Share Option Scheme of market standard malus and clawback provisions (whereby benefits provided under the New Share Option Scheme can be withheld or recovered in certain circumstances) and the ability to require that participants retain the Ordinary Shares they acquire on exercise of their Options for an appropriate holding period.

A summary of the main features of the New Share Option Scheme can be found 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, Shareholders are **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 and note that the Company reserves the right to refuse access to anyone who has not given prior notice of their attendance or where the venue's capacity has been reached. By appointing the chairman as proxy, you will ensure that your vote will be counted even if (due to prevailing circumstances at the time) the meeting has to be restricted or you are unable to attend.

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 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 9.30am on Tuesday 20 September 2022 (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.

Shareholders are 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. By appointing the chairman as proxy, you will ensure that your vote will be counted even if (due to prevailing circumstances at the time) attendance at the meeting has to be restricted or you are unable 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

PART 2: SUMMARY OF THE PRINCIPAL FEATURES OF THE NEW SHARE OPTION SCHEME

The New Share Option Scheme will be administered by the Remuneration Committee.

The New Share Option Scheme constitutes an employees' share scheme (within the meaning of section 1166 of the Act) under which options to acquire Ordinary Shares ("Options") may be granted to any director or employee of a member of the Group. Under a schedule to the New Share Option Scheme, Options may also be granted to any person who is a partner within the Group ("Partner"). Actual participation is at the discretion of the Remuneration Committee.

No consideration is payable for the grant of Options.

1. Plan limits

Options may be satisfied by the issue of new Ordinary Shares or the transfer of existing Ordinary Shares, including from treasury. In any ten year period, not more than 15% of the Company's issued ordinary share capital may be issued or be issuable under the New Share Option Scheme and all other employees' share schemes adopted by the Company. In addition, in any ten year period, not more than 5% of the Company's issued ordinary share capital may be issued or be issuable under awards granted to executive directors of the Company under all employees' share schemes adopted by the Company.

These limits do not include options or awards that have lapsed or that are satisfied or are intended to be satisfied with existing shares and/or cash. The transfer of treasury shares to satisfy an award will be treated as the new issue of shares for as long as this is required by institutional shareholder guidelines.

2. Individual limits

The aggregate market value (at the date of grant) of Ordinary Shares over which Options may be granted to any one participant in any one financial year of the Company under the New Share Option Scheme, will not exceed two times the amount of that participant's basic salary for that financial year or, in the case of a participant who is a Partner, two times their fixed profit share.

3. Exercise price

The exercise price for each Ordinary Share under Option will be such price as is determined by the Remuneration Committee at the date of grant, not being less than the nominal value of an Ordinary Share and likely to be the mid-market price on the date of grant.

4. Exercise of Options

An Option will normally be exercisable within the period specified by the Remuneration Committee at the date of grant, which will not normally begin prior to the third anniversary of grant and will cease to be exercisable ten years from grant.

If an Option holder ceases to be an employee or Partner by reason of death, permanent incapacity, ill health or disability, Options may be exercised, if at all, by the expiry of the period of two months (12 months in the case of death) following such cessation (or such later period as is agreed by the Remuneration Committee). In such circumstances, exercise of an Option is permitted on a pro-rata basis taking into account the period of time since the grant of the Option, unless the Remuneration Committee in its discretion allows the Option to be exercised over a number of Ordinary Shares in excess of such pro-rata number. Where an Option holder ceases to be an employee or Partner due to retirement, Options may only be exercised to the extent determined by the Remuneration Committee in its discretion at that time.

If an Option holder ceases to be an employee or Partner for any other reason not mentioned above, Options will normally lapse, although the Remuneration Committee has a discretion to permit exercise within such period and to such extent as it thinks fit.

5. Performance targets

Exercise of Options may be subject to the satisfaction of performance criteria specified by the Remuneration Committee at the date of grant. Exceptionally, if the Remuneration Committee considers that such performance conditions are no longer appropriate, it may amend the performance conditions if it considers that any such amended conditions would be a fairer measure of performance and would be no more difficult nor easy to satisfy.

6. Corporate events

In the event of a change of control (other than by way of an internal reorganisation), compromise or arrangement or voluntary winding up of the Company, or a sale of a substantial part of its undertaking and assets, Options may be exercised. Where such event occurs before it has been determined whether or not any performance criteria have been satisfied, the Remuneration Committee will determine the extent to which Options may be exercised taking into account such factors as they think appropriate, including the underlying financial performance of the Company since the date of grant and the length of time since the date of grant.

7. Holding period

If an Option is subject to a post-vesting holding period, the participant must normally hold the net number of shares (after the satisfaction of any tax and social security liabilities) that they acquire on exercise of their Option until the end of the holding period.

8. Withholding and recovery

If the Remuneration Committee determines that certain circumstances have occurred, it may, at any time prior to the third anniversary of the vesting date, if the Option has not yet been exercised, reduce the number of Ordinary Shares to which it relates, or if the Option has been exercised, require that the participant repay an amount relating to the value of the Ordinary Shares delivered.

The circumstances in which the Company may invoke the reduction and recovery provisions include a material misstatement of results, an error or inaccuracy relating to the assessment of a performance condition, reputational damage, misconduct, fraud or material dishonesty, breach of a fiduciary duty or corporate failure.

9. Non-transferability of Options

Options are personal to the participant and not capable of assignment except that, on death, the Option holder's personal representatives may exercise the Option or receive the award.

Options shall be granted by deed with no consideration payable by the participant.

10. Income tax and National Insurance contributions

The New Share Option Scheme contains provisions that will ensure that any income tax and employee's National Insurance contributions that arise as a result of the exercise of any Option or acquisition of Ordinary Shares will be payable by the participant. The Committee may determine that the participant shall also be liable for any employer's National Insurance contributions which arise on exercise of an Option granted under the New Share Option Scheme.

11. Shares issued

Shares issued under the New Share Option Scheme will rank equally with the Company's existing issued Ordinary Shares (save that in the case of Options granted under the New Share Option Scheme, they will not qualify for any dividends or other distributions by reference to a record date prior to the date of exercise of the Option).

12. Variation of capital

In the event of a variation of share capital by way of capitalisation, rights issue, subdivision, consolidation or reduction of share capital or otherwise, the number of Ordinary Shares subject to a subsisting Option and the price payable on exercise, may be adjusted in such manner as the Remuneration Committee may determine.

13. Alterations to the New Share Option Scheme

The Board may alter the terms of the New Share Option Scheme, provided that no amendments may be made to any subsisting Option if the effect would be to materially increase the liability of an Option holder or materially decrease the value of the Option holder's rights without such Option holder's agreement.

14. Pension rights

None of the benefits which may be received under the New Share Option Scheme shall be pensionable.

BEGBIES TRAYNOR GROUP PLC

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

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2022 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 22 September 2022 at 9.30am to consider and, if thought fit, to pass the following Resolutions, of which Resolutions 1 to 8 and 10 will be proposed as ordinary resolutions and Resolution 9 will be proposed as a special resolution:

1. To receive the Company's annual accounts, strategic report and directors' and auditor's reports for the year ended 30 April 2022.
2. To declare a final dividend for the year ended 30 April 2022 of 2.4p per ordinary share of 5p in the capital of the Company, to be paid on 3 November 2022 to shareholders whose names appear on the register of members at the close of business on 7 October 2022.
3. To reappoint Mark Stupples, who retires by rotation, as a director of the Company.
4. To reappoint John May as a director of the Company.
5. To reappoint Graham McInnes as a director of the Company.
6. To reappoint Crowe U.K. LLP as auditor of the Company.
7. To authorise the directors of the Company to determine the remuneration of the auditor.
8. 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 £5,138,037 (such amount to be reduced by the aggregate nominal amount of Relevant Securities allotted pursuant to paragraph 8(b) of this Resolution) in connection with a rights issue to holders of ordinary shares of 5p 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 8(a) of this Resolution, up to an aggregate nominal amount of £2,569,019,

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 22 December 2023 (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).

9. That, subject to and conditional upon the passing of Resolution 8 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 8 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:

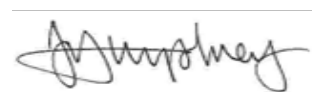
- (a) the allotment of equity securities in connection with an offer of equity securities (whether by way of a rights issue, open offer or otherwise, but, in the case of an allotment pursuant to the authority granted by paragraph (a) of Resolution 8, such power shall be limited to the allotment of equity securities in connection with a rights issue) to holders of ordinary shares of 5p 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 8 (otherwise than pursuant to paragraph 9(a) of this Resolution) up to an aggregate nominal amount of £770,706,

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 22 December 2023 (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).

10. That the rules of the Begbies Traynor Group plc Share Option Scheme 2022 ("New Share Option Scheme"), a copy of the rules of which having been produced to the meeting and initialled by the chairman for the purpose of identification, be and are approved, the New Share Option Scheme be and is adopted and the directors of the Company be and are authorised to do all acts and things which they may consider necessary or desirable to give effect to the New Share Option Scheme.

By order of the board



John Humphrey
Company Secretary

24 August 2022

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 20 September 2022 (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 5p ("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 17 August 2022 (being the latest practicable date prior to the publication of this document) the issued share capital of the Company was:

2.1 154,141,110 Ordinary Shares, carrying one vote each.

The total number of voting rights in the Company as at 17 August 2022 was therefore 154,141,110. 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; shareholders are **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 9.30am on Tuesday 20 September 2022 (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 9.30am on Tuesday 20 September 2022 (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 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 9.30am on Tuesday 20 September 2022.

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 and on page 27 of the 2022 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

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M3 4LY

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Fax: 0161 837 1701

Web: www.begbies-traynorgroup.com



Offices across the UK. 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