

WEDNESDAY



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20/10/2010

COMPANIES HOUSE

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**Ordinary Resolution Authorising Directors to allot shares  
In accordance with section 551 of the Companies Act 2006**

**Company Number: 05120043**

**Company Name: Begbies Traynor Group plc ("the Company")**

At the ANNUAL GENERAL MEETING of the Company convened and held at 340 Deansgate, Manchester M3 4LY on 30 September 2010 the following Ordinary Resolution was duly passed

- 1 **That:** pursuant to section 551 of the Companies Act 2006 ("**Act**")
- (a) the directors be and are generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company ("**Relevant Securities**"), otherwise than pursuant to paragraph 1(b) of this resolution, up to an aggregate nominal amount of £1,500,000, (such amount to be reduced by the aggregate nominal amount of Relevant Securities allotted pursuant to paragraph 1(b) of this resolution in excess of £1,500,000), provided that (unless previously revoked, varied or renewed) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 30 December 2011 (whichever is the earlier), save that the Company may make an offer or agreement before the expiry of this authority which would or might require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and the directors may allot shares or grant such rights pursuant to any such offer or agreement as if the authority conferred by this resolution had not expired, and
  - (b) the directors be and are generally and unconditionally authorised to exercise all the powers of the Company to allot equity securities (within the meaning of section 560 of the Act) up to an aggregate nominal amount of £3,000,000 (such amount to be reduced by the aggregate nominal amount of Relevant Securities allotted pursuant to paragraph 1(a) of this resolution) in connection with a rights issue (as defined in the listing rules published by the Financial Services Authority) to holders of ordinary shares in the capital of the Company (as defined in section 560 of the Act but excluding the convertible redeemable A ordinary shares of 3 pence each) ("**Ordinary Shares**") in proportion (as nearly as practicable) to the respective numbers of Ordinary Shares held by them, subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange, provided that (unless previously revoked, varied or renewed) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 30 December 2011 (whichever is the earlier), save that the Company may make an offer or agreement before the expiry of this authority which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities pursuant to any such offer or agreement as if the authority conferred by this resolution had not expired

This authority is in substitution for all existing authorities under section 551 of the Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect)

  
Secretary of the Company

**Special Resolution authorising Directors to disapply pre-emption rights on the allotment of equity securities pursuant to Section 560 of the Companies Act 2006**

**Company Number:** 05120043

**Company Name:** Begbies Traynor Group plc ("the Company")

At the ANNUAL GENERAL MEETING of the Company convened and held at 340 Deansgate, Manchester M3 4LY on 30 September 2010 the following Special Resolution was duly passed

**That.**

subject to and conditional upon the passing of resolution 6, pursuant to section 570 of the Companies Act 2006 ("Act")

- (a) the directors be and are generally empowered to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by Resolution 6(a) as if section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to
  - (i) the allotment of equity securities in connection with an offer of equity securities (whether by way of a rights issue, open offer or otherwise) to holders of ordinary shares in the capital of the Company (as defined in section 560 of the Act but excluding the convertible redeemable A ordinary shares of 3 pence each) ("Ordinary Shares") in proportion (as nearly as practicable) to the respective numbers of Ordinary Shares held by them, subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange, and
  - (ii) the allotment of equity securities for cash (otherwise than pursuant to paragraph (i) above) up to an aggregate nominal amount of £450,000,

provided that (unless previously revoked, varied or renewed) this power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 30 December 2011 (whichever is the earlier), save that the Company may make an offer or agreement before the expiry of this power which would or might require equity securities to be allotted for cash after such expiry and the directors may allot equity securities for cash pursuant to any such offer or agreement as if the power conferred by this resolution had not expired, and

- (b) the directors be and are generally empowered to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by Resolution 6(a) as if section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities in connection with a rights issue (as defined in the listing rules published by the Financial

Services Authority) to holders of Ordinary Shares in proportion (as nearly as practicable) to the respective numbers of Ordinary Shares held by them, subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange, provided that (unless previously revoked, varied or renewed) this power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 30 December 2011 (whichever is the earlier), save that the Company may make an offer or agreement before the expiry of this power which would or might require equity securities to be allotted for cash after such expiry and the directors may allot equity securities for cash pursuant to any such offer or agreement as if the power conferred by this resolution had not expired

This power is in substitution for all existing powers under section 570 of the Act (which to the extent unused at the date of this resolution, are revoked with immediate effect)



Secretary of the Company

**Special Resolution authorising Directors to allot A Ordinary Shares in accordance with Section 551 of the Companies Act 2006 and to disapply pre-emption rights on the allotment of equity securities pursuant to section 560 of the Companies Act 2006**

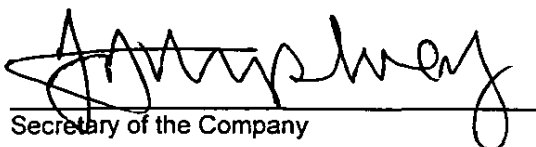
**Company Number** 05120043

**Company Name** Begbies Traynor Group plc ("the Company")

At the ANNUAL GENERAL MEETING of the Company convened and held at 340 Deansgate, Manchester M3 4LY on 30 September 2010 the following Special Resolution was duly passed

**That:**

- (a) in addition to the authorisations proposed to be granted by Resolution 6, pursuant to section 551 of the Companies Act 2006 ("Act") the directors be and are unconditionally authorised to exercise all the powers of the Company to allot convertible redeemable A ordinary shares of 3 pence each ("A Ordinary Shares") in the Company or to grant rights to subscribe for A Ordinary Shares, up to an aggregate nominal amount of £150,000 pursuant to the Begbies Traynor Group plc 2009 Partner Share Plan provided that (unless previously revoked, varied or renewed) such authority shall expire at the conclusion of the next annual general meeting of the Company or on 30 December 2011 (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 7, pursuant to section 571 of the Act, the directors be and are empowered to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by resolution 8(a) as if section 561 of the Act did not apply to any such allotment, up to an aggregate nominal amount of £150,000, provided that (unless previously revoked, varied or renewed) this power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 30 December 2011 (whichever is the earlier), save that the Company may make an offer or agreement before the expiry of this power which would or might require equity securities to be allotted for cash after such expiry and the directors may allot equity securities for cash pursuant to any such offer or agreement as if the power conferred by this resolution had not expired

  
Secretary of the Company

**Special Resolution authorising Directors to make market purchases of ordinary 5 pence shares pursuant to Section 701 of the Companies Act 2006**

**Company Number:** 05120043

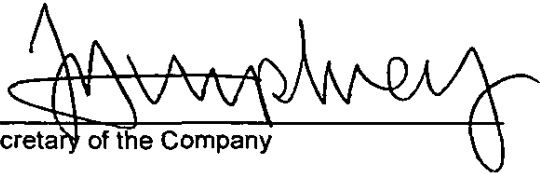
**Company Name:** Begbies Traynor Group plc ("the Company")

At the ANNUAL GENERAL MEETING of the Company convened and held at 340 Deansgate, Manchester M3 4LY on 30 September 2010 the following Special Resolution was duly passed

**That:**

- 1 Pursuant to section 701 of the Companies Act 2006 ("**Act**"), the Company be and is generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 5 pence each in the capital of the Company ("**Ordinary Shares**"), provided that
  - (a) the maximum aggregate number of Ordinary Shares which may be purchased is 22,377,863,
  - (b) the minimum price (excluding expenses) which may be paid for an Ordinary Share is 5 pence, and
  - (c) the maximum price (excluding expenses) which may be paid for an Ordinary Share is an amount equal to 105 per cent of the average of the middle market quotations for an Ordinary Share as derived from the AIM Appendix of the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which the purchase is made,

and (unless previously revoked, varied or renewed) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 30 December 2011 (whichever is the earlier), save that the Company may enter into a contract to purchase Ordinary Shares before this authority expires under which such purchase will or may be completed or executed wholly or partly after this authority expires and may make a purchase of Ordinary Shares pursuant to any such contract as if this authority had not expired

  
Secretary of the Company