

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

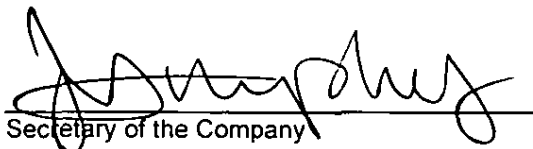
Company Number 05120043

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 22 September 2016 the following Special Resolution was duly passed

8 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 22 December 2017 (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 A Ordinary Shares for cash pursuant to the authority conferred by resolution 8(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 22 December 2017 (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


Secretary of the Company

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