

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 20 September 2018 the following Resolution was duly passed:

1. 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:

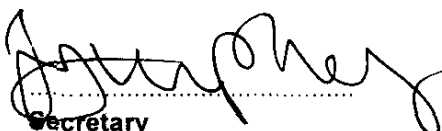
(a) comprising equity securities (as defined in section 560(1) of the Act) up to an aggregate nominal amount of £3,680,483 (such amount to be reduced by the aggregate nominal amount of Relevant Securities allotted pursuant to paragraph 7(b) of this resolution) in connection with a rights issue to holders 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 £1,840,241,

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 20 December 2019 (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).


Secretary

SATURDAY



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RM 29/09/2018 #40
COMPANIES HOUSE

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")

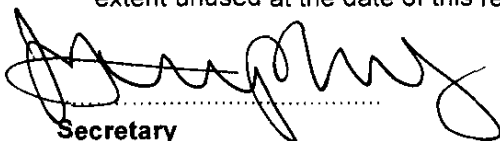
At the ANNUAL GENERAL MEETING of the Company convened and held at 340 Deansgate, Manchester M3 4LY on 20 September 2018 the following Special Resolution was duly passed:

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:

1. 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 £552,072,

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 20 December 2019 (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).



Secretary

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 20 September 2018 the following Special Resolution was duly passed:

1. 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 20 December 2019 (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

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 20 December 2019 (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