

to be held at:

The Stanneylands Hotel, Stanneylands Road, Wilmslow SK9 4EY
on Wednesday 30 April 2008, at 11:30am.

This document is important and requires your immediate attention:

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised pursuant to the Financial Services and Markets Act 2000.

If you have sold or transferred all of your shares in Bodycote International plc (the Company), please forward this document together with the accompanying Form of Proxy to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale was effected without delay, for delivery to the purchaser or transferee.

If you have sold some but not all of your shares, please contact your stockbroker, bank or other agent through whom the sale was effected without delay for advice as to how to proceed.

Shareholders may, as an alternative, register a proxy electronically on the company registrar's website at www.capitaregistrars.com. To be valid, the form of proxy, or registration of your proxy electronically, in accordance with the instructions printed thereon, must be lodged by post or by hand with the Company's registrars, Capita Registrars, Proxy Department, 34 Beckenham Road, Beckenham, Kent BR3 4TU during normal office hours, no later than 11:30am on 28 April 2008.

Bodycote International plc
Registered in England No 519057
Registered Office: Hulley Road
Hurdsfield, Macclesfield,
Cheshire SK10 2SG
27 March 2008

From the Chairman, Mr J. A. S. Wallace

Dear Ordinary Shareholders

As you will see from the notice of the Annual General Meeting of the Company, to be held on 30 April 2008, in addition to the ordinary business to be transacted at the meeting your Board is proposing 6 items of special business as set out in resolutions 9 to 14 an explanation of which is given on page 4 of this circular.

Briefly these relate to; the renewal of the authority for Directors to allot shares; the disapplication of pre-emption rights to permit limited allotment of ordinary shares for cash; the renewal of authority for the Company to purchase its own shares; adoption of new articles of association; change of the Company's name; and use by the Company of electronic communications.

The Company's current articles of association, the proposed new articles of association and a marked up copy will be available for inspection at the registered office of the Company at Hulley Road, Hurdsfield, Macclesfield, Cheshire SK10 2SG and at the offices of Eversheds LLP, Senator House, 85 Queen Victoria Street, London EC4V 4JL at any time during normal business hours on each business day (Saturdays, Sundays, and public holidays excepted) from the date of the notice of Annual General Meeting up to the close of the Annual General Meeting, and from 9:45am on 30 April 2008 until the conclusion of the Annual General Meeting at The Stanneylands Hotel, Stanneylands Road, Wilmslow SK9 4EY.

Your Board believes that the resolutions to be proposed are all in the best interests of the Company and its shareholders as a whole and accordingly recommend that you vote in favour of them.

You will find enclosed a form of proxy which, to be effective, you should please complete in accordance with the instructions given and return so as to reach the Company's registrar as soon as possible but in any event not later than 11:30am on 28 April 2008. The completion of the form of proxy will not prevent you from attending the meeting in person if you wish to do so.

I hope that those attending the meeting will also stay for the presentation to be given by the Chief Executive.

Yours sincerely,



James Wallace
Chairman

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 55th annual general meeting of **BODYCOTE INTERNATIONAL PLC** will be held at The Stanneylands Hotel, Stanneylands Road, Wilmslow SK9 4EY on Wednesday 30 April 2008, at 11:30am for the following purposes:

As ordinary business

1. To receive and consider the annual report and statement of accounts for the year ended 31 December 2007.
2. To approve the Board Report on Remuneration.
3. To declare a final dividend of 5.25p per share.
4. To elect Mr A M Thomson as a Director of the Company.
5. To elect Mr J A Biles as a Director of the Company.
6. To re-elect Mr J D Hubbard as a Director of the Company.
7. To re-elect Mr J Vogelsang as a Director of the Company.
8. To re-appoint Deloitte & Touche LLP as auditors of the Company and authorise the Directors to fix their remuneration.

As special business

To consider and, if thought fit, to pass the following resolutions, which will be proposed as to resolutions 9 and 14 as ordinary resolutions and as to resolutions 10, 11, 12 and 13 as special resolutions:

9. That the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount of £10,835,177 PROVIDED THAT the authority hereby given shall expire on the date which is fifteen calendar months after the passing of this resolution unless previously renewed, varied or revoked by the Company in general meeting save that the Directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or an agreement so to do made by the Company before the expiry of this authority.
10. That, subject to the passing of the resolution numbered 9, the Directors be and they are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (within the meaning of Section 94 of the Companies Act 1985) and sell relevant shares (as defined in Section 94 of the Companies Act 1985) held by the Company as treasury shares (as defined in Section 162A of the Companies Act 1985) for cash pursuant to the authority conferred by the said resolution as if Section 89(1) of the Companies Act 1985 did not apply to any such allotment or sale provided that this power shall be limited:
 - (a) to the allotment of equity securities (within the meaning of Section 94 of the Companies Act 1985) in connection with rights issues in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them subject to such exclusions or other arrangements as the Directors consider appropriate, necessary or expedient to deal with any fractional entitlements or with any requirements of any regulatory body or recognised investment exchange or otherwise;
 - (b) to the allotment of equity securities pursuant to the terms of the Bodycote International executive share incentive schemes;
 - (c) to the allotment or sale (otherwise than pursuant to sub-paragraphs (a) and (b) above) of equity securities or relevant shares held as treasury shares up to an aggregate nominal value of £1,608,241 being 5% of the issued share capital of the Company at 29 February 2008; and
 - (d) the authority hereby given shall expire at the close of the next annual general meeting of the Company to be held after the date hereof unless such authority is renewed prior to such time; but the Company shall be entitled, before such authority expires, to make an offer or agreement that would or might require relevant securities to be allotted after such expiry.
11. That the Company be and it is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 163(3) of the Companies Act 1985) of ordinary shares of 10 pence each in the Company provided that:
 - (a) the maximum number of shares hereby authorised to be acquired is 32,164,822;
 - (b) the maximum price which may be paid for any such share is an amount equal to 105% of the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the share is contracted to be purchased;
 - (c) the minimum price which may be paid for any such share is 10 pence; and
 - (d) the authority hereby given shall expire at the close of the next annual general meeting of the Company to be held after the date hereof unless such authority is renewed prior to such time; but a contract of purchase may be made before such expiry which will or may be executed wholly or partly thereafter, and a purchase of shares may be made in pursuance of any such contract.
12. That the articles set out in the document produced to the meeting (and signed by the Chairman for the purpose of identification) be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all existing articles of association PROVIDED THAT the provisions set out at Articles 105 and 106 of the articles of association to be adopted pursuant to this resolution 12 shall not take effect until such time as the provisions of section 175 of the Companies Act 2006 come into force.
13. That the name of the Company be changed to Bodycote plc.
14. That the Company may send or supply documents, notices or information to its members by making such documents, notices or information available to its members on a website or by other electronic means or in electronic form.

By order of the Board

J. R. Grime
Secretary



Hulley Road, Hurdsfield,
Macclesfield, Cheshire SK10 2SG
27 March 2008

Following the formal business of the meeting the Chief Executive, Mr J D Hubbard, will give a brief review of the Group's progress and activities.

Explanatory Notes for Special Business

Renewal of authority to allot shares (Resolutions 9 and 10)

Under the provisions of Section 80 of the Companies Act 1985 the Directors are not able to allot shares except with the general or specific approval of shareholders. A general authority was granted on 23 May 2007 in respect of the shares then unissued and it is now proposed in resolution number 9 in the notice convening the annual general meeting that this authority be renewed for a period of fifteen months from the date of passing the resolution in respect of £10,835,177 (being the unissued share capital at 29 February 2008), which represents 25.2% of the authorised share capital.

The Board has no present intention of issuing any further shares nor will any such issue be made which would effectively alter the control of the Company without the prior approval of shareholders in general meeting.

Sections 89 and 95 of the Companies Act 1985 provide that any ordinary shares issued and or treasury shares sold for cash must first be offered to existing shareholders unless their approval is obtained that this stipulation should not be applied. The Directors consider it desirable that they should have the authority to make allotments of ordinary shares or sell treasury shares for cash, other than by way of rights issues to existing shareholders, up to a maximum nominal amount of £1,608,241 (being 5% of the issued ordinary share capital at 29 February 2008) and accordingly recommend the approval of the special resolution set out as resolution number 10.

Purchase of own Shares (Resolution 11)

Under Article 56 the Company is empowered to purchase its own shares. The Directors consider that the power to make purchases in the market of the Company's own shares should be maintained and accordingly recommend the approval of the special resolution set out as resolution number 11. The Directors intend to exercise this authority only where, in the light of market conditions prevailing at that time, they believe that the effect of such purchases would be to increase earnings per share. Any shares purchased in this way will be cancelled and the number of shares in issue will be reduced accordingly, or held as treasury shares.

The resolution specifies the maximum and minimum prices at which shares may be bought, and the maximum number of shares which may be bought, this being 10% of the Company's issued ordinary share capital at 31 December 2007. At that date outstanding share options over unissued shares totalled 2,685,296 and this represented 0.8% of the Company's issued share capital. In the event that the Company utilised the authority proposed by resolution 11 in full, outstanding share options would then represent 0.9% of the consequently reduced share capital.

Adoption of new Articles of Association (Resolution 12)

It is proposed in Resolution 12 to adopt new articles of association (the "New Articles") in order to update the Company's current articles of association (the "Current Articles") primarily to take account of changes in English company law brought about by the Companies Act 2006.

The principal changes introduced in the New Articles are summarised below. Other changes, which are of a minor, technical or clarifying nature and also some more minor changes which merely reflect changes made by the Companies Act 2006 have not been noted below, but are available to see in the mark-up copy of the Current Articles available for inspection. The principal changes are:

Convening extraordinary and annual general meetings

The provisions in the Current Articles dealing with the convening of general meetings and the length of notice required to convene general meetings are being amended to conform to new provisions in the Companies Act 2006. In particular an extraordinary general meeting to consider a special resolution can be convened on 14 days notice whereas previously 21 days notice was required.

Votes of members, including by proxy

Under the Companies Act 2006 proxies are entitled to vote on a show of hands. The time limits for the appointment or termination of a proxy appointment have been altered by the Companies Act 2006 so that articles cannot provide that they should be received more than 48 hours before the meeting or, in the case of a poll taken more than 48 hours after the meeting, more than 24 hours before the time for the taking of a poll, with weekends and bank holidays being permitted to be excluded for this purpose. Multiple proxies may be appointed provided that each proxy is appointed to exercise the rights attached to a different share held by the shareholder. The New Articles reflect these new provisions.

Age limit of Directors on appointment

The Current Articles contain a provision limiting the age at which a director can be appointed. Such provision could now fall foul of the Employment Equality (Age) Regulations 2006 and so has been removed from the New Articles.

Directors' conflicts of interest

The Companies Act 2006 sets out directors' general duties which largely codify the existing law, but with some changes. Under the Companies Act 2006, from 1 October 2008 a director must avoid a situation where he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the Company's interests. The requirement is very broad and could apply, for example, if a director becomes a director of another company or a trustee of another organisation. The Companies Act 2006 allows directors of public companies to authorise conflicts and potential conflicts where the articles of association contain a provision to this effect. The Companies Act 2006 also allows the articles to contain other provisions for dealing with directors' conflicts of interest to avoid a breach of duty.

The New Articles give the directors authority to approve such situations and to include other provisions to allow conflicts of interest to be dealt with in a similar way to the current position.

There are safeguards which will apply when directors decide whether to authorise a conflict of potential conflict. First, only directors who have no interest in the matter being considered will be able to take the relevant decision, and secondly, in taking the decision the directors must act in a way they consider, in good faith, will be most likely to promote the Company's success. The directors will be able to impose limits or conditions when giving authorisation if they think this is appropriate.

Electronic and web communications

In addition to Resolution 14, provisions of the Companies Act 2006 which came into force in January 2007 enable companies to communicate with members by electronic and or website communications. The New Articles continue to allow communications to members in electronic form and, in addition, they also permit the Company to take advantage of the new provisions relating to website communications. The Company will notify the member (either in writing, or by other permitted means) when a relevant document or information is placed on the website and a member can always request a hard copy version of the document or information.

Directors' indemnities and loans to fund expenditure

The Companies Act 2006 has in some areas widened the scope of the powers of a company to indemnify directors and to fund expenditure incurred in connection with certain actions against directors. In addition, the existing exemption allowing a company to provide money for the purpose of funding a director's defence in court proceedings now expressly covers regulatory proceedings and applies to associated companies.

Change of Company Name (Resolution 13)

It is proposed to change the name of the Company to 'Bodycote plc' so as to align the Company's name with how it is identified in the market and because use of the word 'International' is now superfluous.

Electronic Communications (Resolution 14)

The Disclosure and Transparency Rules issued by the Financial Services Authority require that a decision for a company to use electronic means to convey information to shareholders must be taken in general meeting. The Company wishes to seek the approval of members in general meeting to the communication by the Company with its members by electronic means, including by way of website or in any other electronic form (subject to the requirements of any enactment). This Resolution simply enables the Company to use these forms of communication: the Company is required to seek the individual agreement of each shareholder to such means of communication (please see the notes to Resolution 12).

Notes on Proxies and Voting Rights

1. Every member who is entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and on a poll vote in his or her stead. A proxy need not be a member. If two or more valid forms of proxy are delivered in respect of the same share, the one which is valid will be the one which was delivered last (regardless of its date or the date of its execution).
2. To appoint more than one proxy, additional proxy forms may be obtained by contacting the Company on 01625-505300 or you may use a photocopy of the form of proxy. Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy (i.e. 'in respect of [NUMBER] shares'). All such forms must be signed and should be returned together in the same envelope to Capita Registrars, Proxy Department, 34 Beckenham Road, Beckenham, Kent BR3 4TU.
3. If you are person with information rights under section 146 of the Companies Act 2006 you do not have the right to appoint a proxy. Any such forms returned by such persons will be ineffective. You may however have specific rights to instruct the member who granted you information rights as to how such member exercises their right to appoint a proxy.
4. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders registered in the Register of Members of the Company as at 11:30am on 28 April 2008 or, if the meeting is adjourned, shareholders on the Company's register of members not later than 48 hours before the time fixed for the adjourned meeting, shall be entitled to attend or vote at the Meeting in respect of the number of shares registered in their names at that time. Changes to entries on the Register of Members after 11:30am on 28 April 2008 shall be disregarded in determining the rights of any person to attend or vote at the Meeting.
5. As at 29 February 2008 the Company's issued share capital consists of 321,648,223 ordinary shares of 10 pence each, carrying one vote each, Accordingly the total voting rights in the Company as at 29 February 2008 are 321,648,223.
6. Brief biographical details of Directors standing for election or re-election at the Meeting are set out on page 28 of the Annual Report and Accounts for the year ended 31 December 2007. There is no director's service contract of more than one year's duration.

A form of proxy is enclosed for those entitled to vote. Instructions are given for electronic proxy voting and voting by CREST.