

Notice of 2023 Annual General Meeting to be held at:

Leonardo Royal Hotel London St Paul's, 10 Godliman Street, London, EC4V 5AJ on Wednesday, 31 May 2023 at 12 noon.

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 plc ("**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.sharevote.co.uk. 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 registrar, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA during normal office hours or registered electronically on the Company registrar's website at www.sharevote.co.uk, no later than 12 noon on 26 May 2023.

Bodycote plc
Registered in England and Wales
No 519057

Registered Office:
Springwood Court, Springwood Close
Tytherington Business Park
Macclesfield
Cheshire SK10 2XF

17 March 2023
From the Chair, Mr Daniel Dayan

Dear Shareholder,

As you will see from the enclosed notice of the Annual General Meeting of the Company ("**Notice of AGM**"), to be held on Wednesday, 31 May 2023 at 12 noon, in addition to the ordinary business to be transacted at the meeting, your Board is proposing seven items of special business, as set out in Resolutions 14 to 20.

The ordinary business of the meeting will include the approval of the Annual Report, declaration of a final dividend, appointment of auditors, authorisation of auditors' remuneration, proposals to re-elect each of the Directors in line with the UK Corporate Governance Code and approval of the annual remuneration report. Further explanation of the ordinary business of the Annual General Meeting is set out on page 2 of the Notice of AGM.

The special business includes the renewal of the authority for Directors to allot shares, the renewal of the powers for Directors to allot shares on a non-pre-emptive basis, the renewal of the authority for the Company to purchase its own shares, giving authority for the Directors to amend the rules of the Bodycote Incentive Plan 2016, adoption of new Articles of Association and the renewal of authority for the Company to call General Meetings on 14 days' notice. Further details of the special business of the Annual General Meeting are set out on pages 2 and 3 of the Notice of AGM.

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 in order to be considered valid not later than 12 noon on 26 May 2023. If you wish to vote electronically, you can do so through www.sharevote.co.uk. CREST members who wish to appoint a proxy via the CREST electronic proxy appointment service should refer to the CREST section on page 3 of the Notice of AGM. Institutional investors may also be able to appoint a proxy electronically via the Proxymity voting platform, information about which can be found on page 3 of the Notice of AGM. All proxies must be lodged not later than 12 noon on 26 May 2023.

Please note, that if you are unable to attend the Annual General Meeting in person, you are strongly recommended to vote by proxy and to appoint the Chair of the meeting as your proxy to exercise all or any of your rights to attend, vote or speak at the Annual General Meeting by using the methods described above. Alternatively, you may appoint another person as your proxy to exercise all or any of your rights to attend, vote and speak at the Annual General Meeting, though should restrictions be reintroduced or circumstances arise that prevented such person from attending the Annual General Meeting in person or electronically, your vote may not be cast.

Shareholders may submit questions for the Board of Directors in writing in advance of the Annual General Meeting to the registered office address given above or by email to agm@bodycote.com stating your name and Investor Code (as printed on your share certificate or obtained through Equiniti, the registrar). Representative answers will be published on the Company website in due course.

Recommendation

Your Board believes that Resolutions 1 to 20 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 as they intend to do in respect of their own beneficial holdings.

Yours sincerely,

Daniel Dayan
Chair

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 70th Annual General Meeting of BODYCOTE PLC will be held at Leonardo Royal Hotel London St Paul's, 10 Godliman Street, London, EC4V 5AJ on Wednesday, 31 May 2023, at 12 noon for the following purposes:

As ordinary business

- To receive the audited financial statements and the strategic, Directors' and Auditors' reports for the year ended 31 December 2022.
- To declare a final dividend of 14.9p per share for the year ended 31 December 2022.
- To re-elect Mr D. Dayan as a Director of the Company.
- To re-elect Mr S.C. Harris as a Director of the Company.
- To re-elect Mr I.B. Duncan as a Director of the Company.
- To re-elect Mr P. Larmon as a Director of the Company.
- To re-elect Ms L. Chahbazi as a Director of the Company.
- To re-elect Mr K. Boyd as a Director of the Company.
- To elect Ms. C. Gordon who has been appointed by the Board since the last Annual General Meeting as a Director of the Company.
- To elect Mr. B. Fidler who has been appointed by the Board since the last Annual General Meeting as a Director of the Company.
- To re-appoint PricewaterhouseCoopers LLP as Auditors of the Company.
- To authorise the Audit Committee to fix the remuneration of the Auditors.
- To approve the Directors' annual report on remuneration for the year ended 31 December 2022 ("**Remuneration Report**").

As special business

To consider and, if thought fit, to pass the following resolutions, of which Resolution 14 will be proposed as an ordinary resolution and Resolutions 15 to 20 will be proposed as special resolutions:

- That in accordance with section 551 of the Companies Act 2006 ("**Act**"), the Directors be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company;
 - up to a nominal amount £11,023,234 (representing one third of the existing issued ordinary share capital); and
 - comprising equity securities (as defined by section 560 of the Act) up to a further aggregate nominal amount of £11,023,234 (representing one third of the existing issued ordinary share capital) in connection with an offer by way of a rights issue:
 - to holders of ordinary shares in the capital of the Company in proportion (as nearly as may be practicable) to their respective holdings; and
 - to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,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, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange,and such authorities shall expire on the conclusion of the next Annual General Meeting of the Company to be held in 2024 or on 30 August 2024, whichever is earlier, save that, the Company may make offers or agreements which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of any such offer or agreement as if the authority hereby conferred had not ended. 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).
- That, subject to the passing of Resolution 14 as set out in the notice of this meeting, and in accordance with article 16 of the articles of association of the Company ("**Articles**"), the Directors be empowered pursuant to section 570 of the Companies Act 2006 ("**Act**") to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the general authority conferred by Resolution 14 as set out in the notice of this meeting and be empowered pursuant to section 573 of the Act to sell ordinary shares (as defined in section 560 of the Act) held by the Company as treasury shares (as defined in section 724 of the Act) for cash, as if section 561 of the Act did not apply to such allotment or sale, provided that this power shall be limited to allotments of equity securities and the sale of treasury shares:
 - in connection with or pursuant to an offer of equity securities (whether by way of rights issue, open offer or otherwise) to the holders of ordinary shares in the Company and other persons entitled to participate therein in proportion (as nearly as practicable) to their respective holdings, subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the regulations or requirements of any regulatory authority or any stock exchange in any territory;
 - otherwise than pursuant to sub-paragraph (a) above up to an aggregate nominal amount of £3,306,970.20; and
 - otherwise than pursuant to sub-paragraph (a) of this resolution, up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time pursuant to sub-paragraph (b), such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,and such power shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2024 or on 30 August 2024, whichever is earlier, save that the Company may before such expiry make an offer or agreement for cash which would or might require equity securities to be allotted or treasury shares to be sold after such expiry, and the Directors may allot equity securities

or sell treasury shares in pursuance of 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 sections 570 and 573 of the Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect).

- That, subject to the passing of Resolutions 14 and 15 as set out in the notice of this meeting, and in accordance with article 16 of the Articles, the Directors be empowered, in addition to any power granted under Resolution 15 as set out in the notice of this meeting, pursuant to section 570 of the Companies Act 2006 ("**Act**") to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the general authority conferred by Resolution 14 as set out in the notice of this meeting and be empowered pursuant to section 573 of the Act to sell ordinary shares (as defined in section 560 of the Act) held by the Company as treasury shares (as defined in section 724 of the Act) for cash, as if section 561 of the Act did not apply to such allotment or sale, provided that this power shall be limited to allotments of equity securities and the sale of treasury shares:
 - up to an aggregate nominal amount of £3,306,970.20 to be used only for the purposes of financing (or refinancing, if such refinancing occurs within twelve months of the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and
 - otherwise than pursuant to sub-paragraph (a) of this resolution, up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time pursuant to sub-paragraph (a), such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,and such power shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2024 or on 30 August 2024, whichever is earlier, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted or treasury shares to be sold for cash after such expiry, and the Directors may allot equity securities or sell treasury shares for cash in pursuance of 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 sections 570 and 573 of the Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect).
- That the Company be generally and unconditionally authorised, pursuant to article 9 of the Articles and pursuant to section 701 of the Companies Act 2006 ("**Act**"), to make market purchases (as defined in section 693(4) of the Act) of up to an aggregate of 19,145,617 ordinary shares in the capital of the Company (being approximately 10 per cent of the current issued ordinary share capital of the Company) on such terms and in such manner as the Directors may from time to time determine, provided that:
 - the minimum price (excluding expenses) which may be paid for an ordinary share is 17 3/11 pence; and
 - the maximum price (excluding expenses) which may be paid for an ordinary share is:
 - an amount equal to 105 per cent of the average middle market quotation for ordinary shares as derived from the Daily Official List of London Stock Exchange plc for the five business days before the date on which the contract for the purchase is made; and
 - an amount equal to the higher of the price of the last independent trade and current independent bid for an ordinary share on the trading venue where the purchase is carried out;

and the authority herein contained shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2024 or on 30 August 2024, whichever is earlier, save that the Company may, before such expiry, make a contract to purchase its own shares which would or may be completed or executed wholly or partly after such expiry, and the Company may make a purchase of its own shares in pursuance of such contract as if the authority hereby conferred had not expired.

- That the Directors be empowered to amend the rules of the Bodycote Incentive Plan 2016, as summarised in the Explanatory Notes to the AGM Notice and the Board be authorised to do all acts and things which they may consider necessary or expedient for the purpose of bringing these amendments into effect.
- That, with effect from the conclusion of the Annual General Meeting and pursuant to section 21(1) of the Companies Act 2006, the Articles of Association produced to the meeting, and for the purpose of identification signed by the Chair, be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company.
- That as permitted by section 307A of the Companies Act 2006 any general meeting of the Company (other than the Annual General Meeting of the Company) shall be called by notice of at least 14 clear days in accordance with the provisions of the Articles of Association provided that the authority of this resolution shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2024.

By order of the Board:

U.S. Ball
Group Company Secretary
17 March 2023

Springwood Court
Springwood Close
Tytherington Business Park
Macclesfield
Cheshire SK10 2XF

Explanation of Ordinary Business Retirement and Election of Directors (Resolutions 3 to 10)

Under the Articles each Director must retire from office and stand for re-election by shareholders as a minimum at every third Annual General Meeting in order to continue to serve as a Director. However, in line with the UK Corporate Governance Code 2018, and to further increase accountability, all Directors will retire at this Annual General Meeting and stand for re-election by the shareholders if they wish to continue to serve as Directors. Accordingly, the Directors retiring and offering themselves for re-election are Mr S.C. Harris, Mr I.B. Duncan, Mr P. Larmon, Ms L. Chahbazi, Mr. K. Boyd and Mr D. Dayan.

As detailed in the Company's announcement on 7 February 2022, Dominique Yates has made the decision to step down from his role as the Chief Financial Officer and retire from the Company. The Board would like to take this opportunity to thank Dominique for his contribution to the Company since his appointment seven years ago and wish him well for the future. As per the announcement, Dominique agreed to stay on until a replacement has been appointed and an orderly handover of his duties has occurred. As at the date of publication of this Notice of AGM, a suitable candidate has been found. Accordingly, Dominique will remain on the Board as the Chief Financial Officer until 30 April 2023 to facilitate an orderly handover and will not seek re-election as a Director at the Annual General Meeting. E. Lindqvist, having served for over 9 years, will retire from the Board at the Annual General Meeting and hand over the Chair of the Remuneration Committee to C. Gordon. Eva will not stand for re-election. The Board would also like to take this opportunity to thank Eva for her contributions.

Ms C. Gordon and Mr B. Fidler, were appointed as additional Directors on 1 June 2022 and 24 February 2023 respectively, and therefore offer themselves for election pursuant to article 116.1 of the Articles.

Biographical details of the Directors, including their membership of Board committees, are set out in the Annual Report and Accounts for the year ended 31 December 2022 on pages 46 to 47.

Remuneration Report (Resolution 13)

UK listed companies are required to put before shareholders in general meeting a resolution inviting shareholders to approve the Remuneration Report. This is an advisory vote and the Directors' entitlement to receive remuneration is not conditional on it. The Remuneration Report gives details of the Directors' remuneration for the period ended 31 December 2022 and has been prepared in accordance with Part 3 of Schedule 8 of The Large and Medium-Size Companies and Groups (Accounts and Reports) Regulations 2008 (as amended).

Explanation of Special Business

Renewal of authority to allot shares (Resolution 14)

The Act provides that Directors shall only allot unissued shares with the authority of shareholders in general meeting. The authority given to the Directors at the last Annual General Meeting to allot (or issue) unissued shares expires on the date of this year's Annual General Meeting.

Resolution 14 renews a similar authority given at last year's Annual General Meeting. Resolution 14 will be proposed as an ordinary resolution for the renewal of the Directors' general authority to issue shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company:

- (a) up to a maximum nominal amount of £11,023,234 (representing approximately one third of the current issued share capital of the Company (excluding treasury shares); and
- (b) in accordance with the latest institution guidelines issued by the Investment Association, up to a further aggregate nominal amount of £11,023,234 by way of a pre-emptive rights issue (representing approximately a further one third of the current issued share capital of the Company (excluding treasury shares)).

The Directors have no present intention of exercising either of these authorities, however consider that it is in the best interests of the Company to have the authorities available so that they have the maximum flexibility permitted by institutional shareholder guidelines to allot shares or grant rights to be allotted without the need for a general meeting should they determine that it is appropriate to do so.

As at the date of this document, no ordinary shares are held by the Company as treasury shares.

If given, the authority granted under Resolution 14 will expire on the conclusion of the Annual General Meeting of the Company to be held in 2024 or on 30 August 2024, whichever is earlier.

Disapplication of pre-emption rights (Resolutions 15 and 16)

The Act also provides that any allotment of new shares for cash must be made pro rata to individual shareholders' holdings, unless such provisions are disapplied under section 570 of the Act. The authorities given to the Directors at the last Annual General Meeting to allot shares for cash pursuant to section 570 of the Act expire on the date of this year's Annual General Meeting.

Resolutions 15 and 16 which will be proposed as special resolutions will enable the Directors' to allot equity securities for cash or sell treasury shares for cash, without first offering them to shareholders pro rata to their holdings. These resolutions take a similar form as the resolutions proposed at last year's Annual General Meeting.

Resolution 15 facilitates issues made by way of rights to shareholders which are not strictly in accordance with section 561 of the Act, and authorises other allotments of up to a maximum aggregate nominal amount of £3,306,970.20, representing approximately 10 per cent of the current issued ordinary share capital of the Company without having to comply with statutory pre-emption rights.

This resolution renews the authority obtained at last year's Annual General Meeting. If given, the authority granted under Resolution 15 will expire on the conclusion of the Annual General Meeting of the Company to be held in 2024 or on 30 August 2024, whichever is earlier.

Resolution 16 seeks authority to allot an additional maximum aggregate nominal amount of £3,306,970.20, representing approximately 10 per cent of the current issued ordinary share capital of the Company without having to comply with statutory pre-emption rights. Like last year, the power proposed under Resolution 16 will be limited for use only for the purposes of financing (or refinancing, if such refinancing occurs within twelve months of the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of this notice. If given, the authority granted under Resolution 16 will expire on the conclusion of the Annual General Meeting of the Company to be held in 2024 or on 30 August 2024, whichever is earlier.

The Directors intend to adhere to the 2022 Statement of Principles issued by The Pre-emption Group, which provides that a company can seek annual disapplication of (i) 10 per cent of the issued ordinary share capital to be issued on an unrestricted basis; (ii) an additional 10 per cent of issued ordinary share capital to be used for either an acquisition or specified capital investment provided that, in the circular for the AGM at which such additional authority is sought, the company confirms that it intends to use it only in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding 12 month period and is disclosed in the announcement of the issue; (iii) a further 2 per cent for a follow-on offer to existing holders of securities not allocated shares under an issue made under either (i) or (ii).

Purchase of own shares (Resolution 17)

Under article 9 of the Articles 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 17. 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 and would be in the best interests of the Company and of its shareholders generally. 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, being 10 per cent of the Company's issued ordinary share capital at 17 March 2023. At that date there were no share options over unissued shares.

Amending the rules of the Bodycote Incentive Plan 2016 (Resolution 18)

At the Annual General Meeting of the Company on 27 May 2016 the shareholders approved the rules of the Bodycote Incentive Plan 2016. These were further amended by board resolution on 30 May 2018 (data protection regulations).

Resolution 18 seeks authority to amend the rules of the Bodycote Incentive Plan 2016 to:

- (a) align the maximum award from 175% to 200% of salary, 200% having been approved in the Remuneration Policy at the 2022 Annual General Meeting; and
- (b) change the wording of paragraph 6.5 of the rules so that when the Company is in a protracted closed period due to a potential acquisition it can make the award from year A in year B.

Adopting new Articles of Association (Resolution 19)

Resolution 19 proposes that the Company adopts updated Articles of Association ("New Articles"), principally in order to reflect developments in law and practice since the Company's current articles ("Current Articles") were last amended. A copy of the New Articles, together with a copy marked to show the changes from the Current Articles, is available for inspection and can be viewed on the Company's website. A summary of the principal changes is set out in the Appendix.

Calling General Meetings on 14 clear days' notice (Resolution 20)

Section 307A of the Act provides that a general meeting of a 'traded company' such as the Company must be called by at least 21 days' notice, but may be called by at least 14 days' notice if three conditions are met. The three conditions are that:

- (a) the meeting is not an Annual General Meeting;
- (b) the company offers 'the facility for shareholders to vote by electronic means accessible to all shareholders', a condition that is met if there is a facility to appoint a proxy by means of a website; and
- (c) shareholders have approved the holding of general meetings on 14 clear days' notice by passing a special resolution at the previous Annual General Meeting or at a general meeting held since the last Annual General Meeting.

The Directors consider it desirable that general meetings of the Company, other than the Annual General Meeting, can be called on at least 14 clear days' notice. Resolution 20, which will be proposed as a special resolution, will authorise the Company to call general meetings other than Annual General Meetings on 14 days' notice and the authority granted by this resolution will expire at the conclusion of the next Annual General Meeting.

Notes on Voting and Voting Rights:

1. Any member who is entitled to attend, vote and speak at the Annual General Meeting is entitled to appoint any one or more proxies (who need not be members of the Company) to attend and to vote instead of the member. The Board recommends however that members should appoint only the "Chairman of the meeting" as their proxy, rather than appointing one or more named persons who may not be able to attend. Completion and return of a Form of Proxy will not preclude a member from attending and voting at the meeting in person, should he subsequently decide to do so.

2. Any member attending the Annual General Meeting has the right to ask any question relating to the business being dealt with at the meeting. The Company will answer any such questions unless exempted by the provisions of section 319A of the Act. However like last year, members may submit questions for the Board of Directors in writing in advance of the meeting to the registered office address given above or by email to agm@bodycote.com stating their name and Investor Code (as printed on their share certificate or obtained through Equiniti, the registrar). Representative answers will be published on the Company's website in due course.
3. From the date of this notice and for the following two years the following information will be available on the Company's website and can be accessed at www.bodycote.com:

- (a) the matters set out in this notice of meeting;
- (b) the total numbers of shares in the Company and shares of each class, in respect of which members are entitled to exercise voting rights at the meeting; and
- (c) the total number of the voting rights that members are entitled to exercise at the meeting in respect of the shares.

Any members' statements, members' resolutions and members' matters of business received by the Company after the date of this notice will be added to the information already available on the website as soon as reasonably practicable and will also be made available for the following two years.

4. A form to be used for appointing a proxy or proxies for this meeting to vote on your behalf can be found enclosed with this notice and the Form of Proxy provides details of how to cast a vote electronically.
5. In order to attend and vote at this meeting you must comply with the procedures set out on the front page of the notice of this meeting and any further instructions given to you prior to or during the course of the meeting itself.
6. Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two working days before the day of the meeting or adjourned meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting. In order to be valid, an appointment of proxy (together with any authority under which it is executed or a copy of the authority certified notari ally) must be returned by one of the following methods:
- (a) in hard copy form by post, by courier or by hand to the Company's registrar, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA; or
 - (b) you may submit your proxy appointment electronically by accessing the website www.sharevote.co.uk where full details of the procedure are given. You will need to have Form of Proxy to hand when you log on as it contains information which will be required to validate your submission. For further information, see the guidance notes on the Form of Proxy; or
 - (c) in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below, and in the case of (a), (b) and (c) must be received by the Company by no later than 12 noon on 26 May 2023.
- (d) Institutional investors may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged by no later than 12 noon on 26 May 2023 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment thereof by using the procedures described in the CREST Manual (which can be viewed at www.euroclear.com). 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 by means of CREST to be valid, the appropriate CREST message ("**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ('EUI') specifications and must contain the information required for such instructions, as described in the CREST Manual. The message regardless of whether it relates to the appointment of a proxy or to 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 the issuer's agent (ID RA 19) by the latest time(s) for receipt of proxy appointments specified in this notice of 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 the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) of the Uncertificated Securities Regulations 2001. CREST members and where applicable, their CREST sponsors or voting service providers should note that EUI 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 therefore 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 providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

If you are a person with information rights under section 146 of the Act 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.

8. Biographical details of the Directors, including their membership of Board committees, are set out in the Annual Report and Accounts for the year ended 31 December 2022 on pages 46 and 47. There is no Director's service contract of more than one year's duration.
9. The total number of ordinary shares of 17 3/11th pence in issue as at 17 March 2023, the last practicable day before printing this document and the total number of voting rights, was 191,456,172. No shares were held in treasury.
10. Pursuant to Chapter 5 of Part 16 of the Act (sections 527 to 531), where requested by either a member or members having a right to vote at the meeting and holding at least 5 per cent of total voting rights of the Company or at least 100 members having a right to vote at the meeting and holding, on average, at least £100 of paid up share capital, the Company must publish on its website, a statement setting out any matter that such member or members propose to raise at the Annual General Meeting relating to the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting. Where the Company is required to publish such a statement on its website it may not require the members making the request to pay any expenses incurred by the Company in complying with the request, it must forward the statement to the Company's Auditors no later than the time the statement is made available on the Company's website, and the statement may be dealt with as part of the business of the Annual General Meeting. A member or members wishing to request publication of such a statement on the Company's website must send the request to the Company using one of the following methods:
- (a) in hard copy form to the Secretary at the Registered Office – the request must be signed by the member or members; or
 - (b) by e-mail to agm@bodycote.com;
- Whichever form of communication is chosen, the request must either set out the statement in full or, if supporting a statement sent by another member, clearly identify the statement which is being supported, and be received by the Company at least one week before the Annual General Meeting.
- The address at paragraphs (b) above is, in accordance with article 178 of the Articles, specified solely for the purpose of communications in respect of this meeting and for no other purpose.
11. Copies of the Executive Directors' service contracts and Non-executive Directors' letters of appointment will be available for inspection at the Company's registered office during normal business hours on each business day (Saturday, Sundays and public holidays excepted) from the date of this notice until the conclusion of the Annual General Meeting. The documents referred to above will also be available for inspection at the place of the meeting from at least 15 minutes before the meeting until it ends.

Appendix – Summary of the principal changes to the Company's Articles of Association

Untraced members

In line with market practice, the New Articles provide additional flexibility in relation to the sale of shares owned by Shareholders who are untraced after a period of at least 12 years. Under the Current Articles, the Company is required to give notice to untraced Shareholders of an intention to sell their shares by way of an advertisement in both a national daily newspaper and a local newspaper circulating in the area in which the Shareholder's last known postal address is. Under the New Articles, the Company must instead send a notice to the last registered or known address of the Shareholder or last known email address and use reasonable steps to trace the Shareholder.

Unclaimed dividends

To reflect current market practice, provisions have been included to enable the Company to make use of those unclaimed dividends.

Dividend payment method

The New Articles allow for greater flexibility in the methods of payment of dividends, including payment by bank transfer, electronic means or any other manner as the Directors may decide.