

## Notice of Annual General Meeting 2017 to be held at:

Springwood Court, Springwood Close, Tytherington Business Park, Macclesfield, Cheshire SK10 2XF on Wednesday 17 May 2017, at 12:00 noon. Attendees will be required to register on arrival prior to the start of the meeting. Further instructions will be notified to attendees by the Chairman of the meeting prior to and during the course of the meeting. Please note that the building is wheelchair accessible.

**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 (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.capitashareportal.com](http://www.capitashareportal.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 Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU during normal office hours, no later than 48 hours before the time of the meeting.

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Bodycote plc  
Registered in England and Wales  
No 519057

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

20 March 2017  
From the Chairman, Mr A. M. Thomson

### Dear Shareholder,

As you will see from the notice of the Annual General Meeting of the Company, to be held on 17 May 2017, 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 12 to 17, an explanation of which is given on page 3 of this document.

The ordinary business of the meeting will include proposals to re-elect all the Directors of the Company in line with the UK Corporate Governance Code and to approve the annual remuneration report.

The special business relates to the renewal of the authority for Directors to allot shares; the renewal of the authority for Directors to allot shares on a non-pre-emptive basis; the renewal of authority for the Company to purchase its own shares; and the renewal of authority for the Company to call General Meetings on 14 days' notice. As an additional item of special business this year, shareholders are being asked to approve certain proposed amendments to the Company's articles of association.

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 48 hours before the time of the meeting. The completion of the form of proxy will not prevent you from attending the meeting in person if you wish to do so.

Yours sincerely,

**Alan Thomson**

Chairman

## Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the 64th annual general meeting of BODYCOTE PLC will be held at Springwood Court, Springwood Close, Tytherington Business Park, Macclesfield, Cheshire SK10 2XF on Wednesday 17 May 2017, at 12:00 noon for the following purposes:

### As ordinary business

1. To receive the audited financial statements and the Reports of the Directors and Auditors for the year ended 31 December 2016.
2. To declare a final dividend of 10.8p per share for the year ended 31 December 2016.
3. To re-elect Mr A.M. Thomson as a Director of the Company.
4. To re-elect Mr S.C. Harris as a Director of the Company.
5. To re-elect Ms E. Lindqvist as a Director of the Company.
6. To re-elect Mr I.B. Duncan as a Director of the Company.
7. To elect Mr D.Yates as a Director of the Company.
8. To elect Mr P. Larmon as a Director of the Company.
9. To re-appoint Deloitte LLP as Auditors of the Company.
10. To authorise the Audit Committee to fix the remuneration of the Auditors.
11. To approve the annual report on remuneration for the period ending 31 December 2016 ("Remuneration Report").

### As special business

To consider and, if thought fit, to pass the following resolutions, of which resolution 12 will be proposed as an ordinary resolution and resolutions 13, 14, 15, 16 and 17 as special resolutions:

12. That in accordance with section 551 of the Companies Act 2006, 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:
  - (a) comprising equity securities (as defined by section 560(1) of the Companies Act 2006) up to an aggregate nominal amount of £22,046,468 (two thirds) (such amount to be reduced by the nominal amount of any equity securities (within the meaning of section 560 of the said Act) allotted pursuant to the authority in paragraph (b) below) in connection with an offer by way of a rights issue:
    - (i) to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
    - (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary but subject to 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
  - (b) in any other case, up to a nominal amount of £11,023,234 (one third) (such amount to be reduced by the nominal amount of any equity securities allotted pursuant to the authority in paragraph (a) above in excess of £11,023,234,  
and such power shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2018 or on the date falling not more than 15 calendar months after the passing of this resolution, whichever is earlier, save that the Company 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 had not ended. These authorities are in substitution for all existing authorities under section 551 of the Companies Act 2006 (which, to the extent unused at the date of this resolution, are revoked with immediate effect).
13. That, subject to the passing of resolution 12 as set out in the notice of this meeting, and in accordance with Article 17 of the Articles of Association (or Article 16 of the Articles of Association proposed to be adopted pursuant to resolution 17 as set out in the notice of this meeting) of the Company, the Directors be empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash pursuant to the general authority conferred by resolution 12 as set out in the notice of this meeting and be empowered pursuant to section 573 of the Companies Act 2006 to sell ordinary shares (as defined in section 560 of the Companies Act 2006) held by the Company as treasury shares (as defined in section 724 of the Companies Act 2006) for cash, as if section 561(1) of the Companies Act 2006 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:
  - (a) in connection with or pursuant to an offer by way of rights, open offer or other pre-emptive offer to the holders of 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;
  - (b) otherwise than pursuant to sub-paragraphs (a) above, up to an aggregate nominal amount of £1,653,485,  
and such power shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2018 or on the date falling not more than 15 calendar months after the passing of this resolution, 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 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. These authorities are in substitution for all existing authorities under sections 570 and 573 of the Companies Act 2006 (which, to the extent unused at the date of this resolution, are revoked with immediate effect).
14. That, subject to the passing of resolutions 12 and 13 as set out in the notice of this meeting, and in accordance with Article 17 of the Articles of Association (or Article 16 of the Articles of Association proposed to be adopted pursuant to resolution 17 as set out in the notice of this meeting) of the Company, the Directors be empowered, in addition to any authority granted under resolution 13 as set out in the notice of this meeting, pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash pursuant to the general authority conferred by resolution 12 as set out in the notice of this meeting and be empowered pursuant to section 573 of the Companies Act 2006 to sell ordinary shares (as defined in section 560 of the Companies Act 2006) held by the Company as treasury shares (as defined in section 724 of the Companies Act 2006) for cash, as if section 561(1) of the Companies Act 2006 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:
  - (a) up to an aggregate nominal amount of £1,653,485; and
  - (b) be used only for the purposes of financing (or refinancing, if such refinancing occurs within six 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 such power shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2018 or on the date falling not more than 15 calendar months after the passing of this resolution, 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 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.
15. That the Company be generally and unconditionally authorised, pursuant to Article 9 of the Articles of Association of the Company and pursuant to section 701 of the Companies Act 2006, to make market purchases (as defined in section 693(4) of the Companies Act 2006) of up to 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 of the Company may from time to time determine, provided that:
  - (a) the amount paid for each share (exclusive of expenses) shall not be more than the higher of (1) 105% 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 (2) an amount equal to the higher of the price of the last independent trade and current independent bid as derived from the London Stock Exchange Trading system or less than the nominal value per share; and

- (b) the authority herein contained shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2018 or on the date falling not more than 15 calendar months from the date of this resolution, whichever is earlier, save that the Company may before such expiry make a contract to purchase its own shares which would or might be 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.

16. 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 of the Company provided that the authority of this resolution shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2018.
17. That the Articles of Association set out in the document produced to this meeting (and signed by the Chairman of the meeting for the purposes of identification) be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company.

By order of the Board:

<b>U.S. Ball</b>	Springwood Court
Group Company Secretary	Springwood Close
20 March 2017	Tytherington Business Park
	Macclesfield
	Cheshire
	SK10 2XF

### Explanation of Ordinary Business

#### Final Dividend (Resolution 2)

The Directors are recommending a final dividend for the year ended 31 December 2016 of 10.8 pence per ordinary share. If approved, the final dividend will be paid on 2 June 2017 to shareholders whose names appear on the register on the close of business on 21 April 2017.

#### Retirement of Directors (Resolutions 3 to 8)

Under the articles of association of the Company 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, 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 of the Company. Accordingly, the Directors retiring and offering themselves for re-election are Mr A.M. Thomson, Mr S.C. Harris, Ms E. Lindqvist and Mr I.B. Duncan. Having been appointed since the last AGM, Mr P. Larmon and Mr D. Yates will stand for election.

#### Remuneration Report (Resolution 11)

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 only.

The Remuneration Report gives details of the Directors' remuneration for the period ended 31 December 2016.

### Explanation of Special Business

#### Renewal of authority to allot shares (Resolution 12)

The Companies Act 2006 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 12 renews a similar authority given at last year's Annual General Meeting. Resolution 12 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 up to an aggregate nominal amount of £11,023,234, representing approximately one third of the current issued share capital of the Company (excluding treasury shares). In addition, in accordance with the latest institutional guidelines issued by the Investment Association, the resolution also seeks authority for the Directors to allot further of the Company's shares by way of a pre-emptive rights issue up to a maximum nominal amount of £22,046,468, (representing approximately two-thirds 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 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 12 will expire on the conclusion of the Annual General Meeting of the Company to be held in 2018 or on the date falling not more than 15 calendar months after the passing of this resolution, whichever is earlier.

#### Disapplication of pre-emption rights (Resolutions 13 and 14)

The Companies Act 2006 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 Companies Act 2006. The authority given to the Directors at the last Annual General Meeting to allot shares for cash pursuant to section 560 of the Companies Act 2006 expires on the date of this year's Annual General Meeting.

Resolutions 13 and 14, 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. The resolutions take a different form to the resolution proposed at last year's Annual General Meeting.

Resolution 13 facilitates issues made by way of rights to shareholders which are not strictly in accordance with section 561(1) of the Companies Act 2006, and authorises other allotments of up to a maximum aggregate nominal amount of £1,653,485, representing approximately 5 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 13 will expire on the conclusion of the Annual General Meeting of the Company to be held in 2018 or on the date falling not more than 15 calendar months after the passing of this resolution, whichever is earlier.

Resolution 14 was not sought at last year's Annual General Meeting and seeks authority to allot an additional maximum aggregate nominal amount of £1,653,485, representing approximately 5 per cent of the current issued ordinary share capital of the Company without having to comply with statutory pre-emption rights. The power proposed under Resolution 14 will be limited for use only for the purposes of financing (or refinancing, if such refinancing occurs within six 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.

The Directors intend to adhere to the Statement of Principles issued by The Pre Emption Group, as updated in March 2015, and not allot shares on a non pre-emptive basis pursuant to the authority in resolution 13 in excess of an amount equal to 7.5 per cent of the total issued ordinary share capital of the Company (excluding treasury shares) within a rolling three year period, without prior consultation with shareholders.

#### Purchase of own Shares (Resolution 15)

Under Article 9 of the Articles of Association 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 15. 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, this being 10 per cent of the Company's issued ordinary share capital at 31 December 2016. At that date there were no share options over unissued shares.

#### Calling General Meetings on 14 clear days' notice (Resolution 16)

Section 307A of the Act provides that a general meeting of a 'traded company' such as Bodycote plc 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 the meeting is not an annual general meeting;
- that 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
- that 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 16, 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 of this resolution will expire at the conclusion of the next Annual General Meeting.

#### Adoption of New Articles of Association (Resolution 17)

The Company's current Articles of Association have not been updated since 28 April 2010. The Company is using the occasion of the Annual General Meeting to propose certain amendments to the Company's Articles of Association.

Resolution 17 will be proposed as a special resolution. If passed, the resolution will effect the adoption of new articles of association ("New Articles"). The principal amendments of the New Articles (other than those which are deemed to be of a minor, non-substantive, technical or clarificatory nature) are to:

- remove the provisions relating to share warrants in light of the Small Business, Enterprise and Employment Act 2015, which prohibits the creation of new bearer shares and requires existing bearer shares to be converted into registered shares;
- remove redundant provisions relating to the issue of stock (which is not relevant in the Company's case) and other redundant provisions which were relevant when the Company had an authorised share capital in place; and
- allow for general meetings to be held electronically as well as physically in accordance with the Companies (Shareholders' Rights Regulations) 2009 (the "Shareholders' Rights Regulations") and the Companies Act 2006. If this Resolution is passed, the changes introduced in the New Articles will allow for meetings to be held and conducted in such a way that persons who are not present together at the same place may attend at, speak and vote at the meeting by electronic means. Nothing in the New Articles will preclude physical general meetings being held.

A copy of the New Articles and a copy of the Articles, marked to show all the changes proposed, are available for inspection as noted on page 3 of this document and will be available for inspection at the meeting.

#### Notes on Voting and Voting Rights:

1. Any member entitled to attend, vote and speak at the Annual General Meeting is entitled to appoint one or more proxies (who need not be a member of the Company) to attend and to vote instead of the member. 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 Companies Act 2006.
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](http://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 totals of the voting rights that members are entitled to exercise at the meeting in respect of the shares of each class.

Any members' statements, members' resolutions and members' matters of business received by the Company after the date 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 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 registrars, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU;
  - (b) via [www.capitashareportal.com](http://www.capitashareportal.com) by logging in and selecting the 'Proxy Voting' link. If you have not previously registered for electronic communications, you will first be asked to register as a new user, for which you will require your investor code (which can be found on the enclosed proxy form, your share certificate and tax voucher), family name and post code (if resident in the UK); 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 each case must be received by the Company not less than 48 hours before the time of the meeting. 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. 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 (a '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 10) by the latest time(s) for receipt of proxy appointments specified in the 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 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.

7. 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 2016. There is no Director's service contract of more than one year's duration.
8. The total number of ordinary shares of 17 3/11ths pence in issue as at 28 February 2017, 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.
9. Pursuant to Chapter 5 of Part 16 of the Companies Act 2006 (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 you;
  - (b) by e-mail to [agm@bodycote.com](mailto:agm@bodycote.com)
  - (c) by fax to +44(0)1625-505313 marked for the attention of the Group Company Secretary.

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 addresses at paragraphs (b) and (c) above are, in accordance with Article 178 of the Company's Articles of Association, specified solely for the purpose of communications in respect of this meeting and for no other purpose.

10. A copy of the proposed New Articles and a copy of the Current Articles, marked to show all the changes proposed by resolution 16 and copies of the draft rules will be available for inspection at the registered office of the Company at Springwood Court, Springwood Close, Tytherington Business Park, Macclesfield, Cheshire SK10 2XF 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. 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.