

to be held at:

The Stanneylands Hotel, Stanneylands Road, Wilmslow SK9 4EY
on Wednesday 23 May 2007, at 1500 hours.

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 with the company's registrars, Capita Registrars, Proxy Processing Centre, Telford Road, Bicester OX26 4LD, or by hand to The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU during normal office hours, no later than 15:00 hours on 21 May 2007.

Bodycote International plc
Registered in England No 519057
Registered Office: Hulley Road
Hurdsfield, Macclesfield,
Cheshire SK10 2SG
19 April 2007

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 23 May 2007, in addition to the ordinary business to be transacted at the meeting your Board is proposing three items of special business as set out in resolutions 7 to 9 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; and the renewal of authority for the Company to purchase its own shares.

Copies of the Register of Directors' interests in the company's shares, all Directors' service agreements, and the company's Articles of Association, will be available for inspection at the registered office of the company at Hulley Road, Hurdsfield, Macclesfield, Cheshire SK10 2SG 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 2.45 p.m. on 23 May 2007 until the conclusion of the Annual General Meeting at The Stanneylands Hotel, Stanneylands Road, Wilmslow, Cheshire SK9 4EY.

Your Board believes that the resolutions to be proposed are all in the best interests of the Company and its shareholders and accordingly recommend that you vote in favour of them, as the directors propose to do in respect of their own beneficial shareholdings.

You will find enclosed a form of proxy which, to be effective, you should please complete in accordance with the instructions contained in it and return so as to reach the Company's registrar as soon as possible but in any event not later than 1500 hours on 21 May 2007. 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 54th annual general meeting of **BODYCOTE INTERNATIONAL PLC** will be held at The Stanneylands Hotel, Stanneylands Road, Wilmslow SK9 4EY on Wednesday 23 May 2007, at 1500 hours for the following purposes:

As ordinary business

1. To receive the annual report and statement of accounts for the year ended 31 December 2006.
2. To approve the Board Report on Remuneration.
3. To declare a final dividend.
4. To re-elect Mr D F Landless as a Director of the Company.
5. To re-elect Mr R T Scholes as a Director of the Company.
6. To re-appoint Deloitte & Touche LLP as auditors of the Company and authorise the Directors to fix their remuneration

As special business (as detailed below)

7. To authorise the Directors to allot relevant securities within the meaning of the Companies Act 1985.
8. To empower the Directors to allot equity securities pursuant to Section 95 of the Companies Act 1985.
9. To authorise the Directors to make market purchases of ordinary shares pursuant to Section 163(3) of the Companies Act 1985.

As special business

To consider and, if thought fit, to pass the following resolutions which will be proposed as to resolution 7 as an ordinary resolution and as to resolutions 8 and 9 as special resolutions:

7. 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 £10,783,193 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.
8. That, subject to the passing of the resolution numbered 7, 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) 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 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 (otherwise than pursuant to sub-paragraphs (a) and (b) above) of equity securities up to an aggregate nominal value of £1,610,840 being 5% of the issued share capital of the Company at 27 February 2007; 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.
9. 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 32,216,806;
 - (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.

By order of the Board

J. R. Grime
Secretary



Hulley Road, Hurdsfield,
Macclesfield, Cheshire SK10 2SG
19 April 2007

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.

Notes

1. 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 1700 hours on 21 May 2007 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 1700 hours on 21 May 2007 shall be disregarded in determining the rights of any person to attend or vote at the Meeting.
2. 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/her stead. A proxy need not be a member.
3. Brief biographical details of Directors standing for re-election at the Meeting are set out on page 24 of the Annual Report and Accounts for the year ended 31 December 2006.

Explanatory notes

Renewal of authority to allot shares (Resolutions 7 and 8)

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 2006 in respect of the shares then unissued and it is now proposed in resolution number 7 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 £10,783,193 (being the unissued share capital at 27 February 2007), which represents 25.3% 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 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 for cash, other than by way of rights issues to existing shareholders, up to a maximum nominal amount of £1,610,840 (being 5% of the issued ordinary share capital at 27 February 2007) and accordingly recommend the approval of the special resolution set out as resolution number 8.

Purchase of own Shares (Resolution 9)

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 9. 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 2006. At that date outstanding share options over unissued shares totalled 4,801,475 and this represented 1.5% of the Company's issued share capital. In the event that the Company utilised the authority proposed by resolution 9 in full, outstanding share options would then represent 1.7% of the consequently reduced share capital.

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