

to be held at:

Springwood Court, Springwood Close, Tytherington Business Park,
Macclesfield, Cheshire SK10 2XF on Monday 27 April 2009, at 2:00pm.

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. 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 2:00pm on 25 April 2009.

Bodycote plc
Registered in England No 519057
Registered Office:
Springwood Court, Springwood Close,
Tytherington Business Park, Macclesfield,
Cheshire SK10 2XF
25 March 2009

From the Chairman, Mr A. M. Thomson

Dear Ordinary Shareholders

As you will see from the notice of the Annual General Meeting of the Company, to be held on 27 April 2009, in addition to the ordinary business to be transacted at the meeting your Board is proposing 5 items of special business as set out in resolutions 7 to 11 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; and authority for the Company to call General Meetings on 14 days' notice.

The Company's current articles of association, the proposed new articles of association and a marked up copy of the current articles of association will be available for inspection at the registered office of the Company at Springwood Court, Springwood Close, Tytherington Business Park, Macclesfield, Cheshire SK10 2XF and at the offices of Eversheds LLP, 1 Wood Street, London EC2V 7WS 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 1:45pm on 27 April 2009 until the conclusion of the Annual General Meeting at Springwood Court, Springwood Close, Tytherington Business Park, Macclesfield, Cheshire SK10 2XF.

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 2:00pm on 25 April 2009. 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,



Alan Thomson
Chairman

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 56th annual general meeting of **BODYCOTE PLC** will be held at Springwood Court, Springwood Close, Tytherington Business Park, Macclesfield, Cheshire SK10 2XF on Monday 27 April 2009, at 2:00pm 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 2008.
2. To approve the Board Report on Remuneration.
3. To declare a final dividend of 5.35p per share for the year ended 31 December 2008.
4. To elect Mr S C Harris as a Director of the Company.
5. To elect Dr K Rajagopal as a Director of the Company.
6. To re-appoint Deloitte 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 resolution 7 as an ordinary resolution and as to resolutions 8, 9, 10 and 11 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 £10,608,260 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) 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 to the allotment of equity securities and the sale of treasury shares:-
 - (a) 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) pursuant to the terms of the Bodycote executive share incentive schemes;
 - (c) (otherwise than pursuant to sub-paragraphs (a) and (b) above) up to an aggregate nominal value of £1,619,586 being 5% of the issued share capital of the Company at 25 February 2009;and 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 17³/₄^{ths} pence each in the Company provided that:
 - (a) the maximum number of shares hereby authorised to be acquired is 18,753,112;
 - (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 17³/₄^{ths} 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.
10. 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.
11. That as permitted by the EU Shareholders Rights Directive (2007/36/EC) 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 2010.

By order of the Board

J. R. Grime
Secretary



Springwood Court, Springwood Close,
Tytherington Business Park, Macclesfield,
Cheshire SK10 2XF
25 March 2009

Following the formal business of the meeting the Chief Executive, Mr S C Harris, will give a brief review of the Group's progress and activities.

Explanatory Notes for Special Business

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

Under the provisions of Section 80 of the Companies Act 1985 ('the 1985 Act') the Directors are not able to allot shares except with the general or specific approval of shareholders. A general authority was granted on 8 December 2008 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 £10,608,260 (being the unissued share capital at 25 February 2009), which represents 24.7% 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 1985 Act 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 £1,619,586 (being 5% of the issued ordinary share capital at 25 February 2009) and accordingly recommend the approval of the special resolution set out as resolution number 8.

Purchase of own Shares (Resolution 9)

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 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 2008. At that date outstanding share options over unissued shares totalled 1,987,453 and this represented 0.1% 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 still represent 0.1% of the consequently reduced share capital.

Adoption of new Articles of Association (Resolution 10)

It is proposed in Resolution 10 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 phased implementation of the Companies Act 2006 ('the 2006 Act').

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 2006 Act have not been noted below, but are available to see in the marked up copy of the Current Articles available for inspection. The principal changes are:

Ordinary, special and extraordinary meetings

The 2006 Act does not refer to 'extraordinary' resolutions, only to ordinary and special resolutions. The Companies Act 2006 Third Commencement Order provides that any reference to an extraordinary resolution in a company's articles of association continues to have effect and shall be construed in accordance with section 378 of the 2006 Act. The New Articles have all references to 'extraordinary' resolutions replaced with references to 'special' resolutions.

General meetings

Section 336(1) of the 2006 Act requires a public company to hold its annual general meeting ('AGM') within six months beginning with the day following its accounting reference date (with transitional provisions extending this to seven months). This is in contrast to the requirement in section 366 of the 1985 Act which provided that every company had to hold an AGM each year and that 'not more than 15 months shall elapse' between each AGM. Article 58 has been amended and now provides simply that the AGM has to be held in accordance with the Statutes.

The 2006 Act does not refer to extraordinary meetings, only to AGMs and 'general' meetings. Reference to extraordinary general meetings have therefore been removed from the New Articles.

Circulation of resolutions on the requisition of members

The provisions of Article 64 have been updated to reflect market practice in respect of (i) the application of the provisions of section 153 of the 2006 Act, which provides for the exercise of rights by beneficial owners and enables a beneficial owner to join in requests under section 314 and 338 of the 2006 Act for statements and resolutions to be circulated; and, (ii) the application of sections 314, 316, 338 and 340 of the 2006 Act, which set out when and in what circumstances the shareholders who requisition the resolution and statement and or the Company will be liable for costs.

Directors' conflicts of interest

At the 2008 AGM, provisions were adopted in the Current Articles for the purpose of complying with the 2006 Act in respect of a situation where a Director has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the Company's interests. The articles contained provisions to come into effect when the relevant sections of the 2006 Act came into force with effect from 1 October 2008. Due to the discrepancy between the timing of the Company's 2008 AGM and the coming into force of the provisions of the 2006 Act in respect of directors' conflicts of interest, there was little market practice on how a company would codify in its articles of association the ability of the Directors to authorise a conflict. The revised wording set out in the New Articles more accurately reflects (i) market practice as it has become established; and, (ii) expressly allows for the Company to delegate the authorisation of conflicts to a committee of the Directors.

Notice Period for General Meetings (Resolution 11)

There is a conflict between the provisions of the EU Shareholder Rights Directive (2007/36/EC) ('the Directive') and the 2006 Act regarding the length of notice for calling general meetings. Section 307(2) of the 2006 Act provides that a general meeting of a public company (other than an AGM) must be called by at least 14 days notice. Article 5.1 of the Directive requires at least 21 clear days notice.

Until this legislative conflict is resolved (anticipated to be by 3 August 2009), the Directors consider it desirable that general meetings of the Company, other than the AGM, can be called on at least 14 clear days notice, as envisaged by the 2006 Act. Resolution 11, which will be proposed as a special resolution, will implement this proposal and the authority of this Resolution will expire at the conclusion of the next AGM.

Notes on Proxies and Voting Rights

1. A form of proxy is enclosed for use by shareholders. Appointment of a proxy does not preclude a shareholder from attending the meeting and voting in person. Every member who is entitled to attend and vote at the meeting is entitled to appoint one or more proxies (who need not be a member of the Company) to attend and to speak and vote on his or her behalf whether by show of hands or on a poll. A member can appoint more than one proxy in relation to the meeting, providing that each proxy is appointed to exercise the rights attaching to different shares held by him. 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 notarially) must be returned by one of the following methods:-
 - (i) in hard copy form by post, by courier or by hand (during normal business hours) to the Company's registrars, Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU;
 - (ii) via www.capitashareportal.com; or
 - (iii) in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out belowand in each case must be received by the Company not less than 48 hours before the time of the meeting.
2. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the 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.
3. Arrangements will be made to facilitate voting (or withholding of votes) by corporate representatives or multiple corporate representatives of a single shareholder either through the chairman of the meeting or a designated corporate representative in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators.
4. If you are a person with information rights under section 146 of the 2006 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.
5. 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 6:00pm on 25 April 2009 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 6:00pm on 25 April 2009 shall be disregarded in determining the rights of any person to attend or vote at the meeting.
6. As at 25 February 2009 the Company's issued share capital consists of 187,531,124 ordinary shares of 17³/₄ pence each, carrying one vote each and 1,658,625 non-voting non-cumulative redeemable preference shares of 40p each. 219,318 ordinary shares are held in treasury (0.1% of the total in issue). Accordingly the total voting rights in the Company as at 25 February 2009 are 187,311,806.
7. Brief biographical details of Directors standing for election at the meeting are set out in the Annual Report and Accounts for the year ended 31 December 2008. There is no director's service contract of more than one year's duration.