Notice of 2019 Annual General Meeting to be held at:
Springwood Court, Springwood Close, Tytherington Business Park, Macclesfield, Cheshire SK10 2XF on Friday 24 May 2019 at 12 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 ("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, no later than 48 hours before the time of the meeting.

Dear Shareholder,
As you will see from the notice of the Annual General Meeting of the Company, to be held on 24 May 2019, 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 15 to 20.

The ordinary business of the meeting will include the approval of the Annual Report, the declaration of dividends, appointment of auditors, authorisation of auditors’ remuneration, proposals to re-elect each of the Directors, in line with the UK Corporate Governance Code and to approve the annual remuneration report as well as the remuneration policy. Further explanation of the ordinary business off the Annual General Meeting is set out on page 3 of this notice.

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 disapplication of pre-emption rights, 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 a further item of special business this year, shareholders are also being asked to approve an amendment to the Company’s articles of association. Further details of the special business of the Annual General Meeting are set out on pages 3 to 4 of this notice.

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,

Anne C. Quinn
Chair

www.bodycote.com
Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 66th annual general meeting of BODYCOTE PLC will be held at Springwood Court, Springwood Close, Tyathtington Business Park, Macclesfield, Cheshire SK10 2XF on Friday, 24 May 2019, at 12 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 2018.
2. To declare a final dividend of 13.3p per share for the year ended 31 December 2018.
3. To declare a special dividend of 20p per share for the year ended 31 December 2018.
4. To re-elect Ms A.C. Quinn as a Director of the Company.
5. To re-elect Mr S.C. Harris as a Director of the Company.
6. To re-elect Ms E. Lindqvist as a Director of the Company.
7. To re-elect Mr I.B. Duncan as a Director of the Company.
8. To re-elect Mr D. Yates as a Director of the Company.
9. To re-elect Mr P. Larmson as a Director of the Company.
10. To re-elect Ms L. Chahbazi as a Director of the Company.
11. To appoint PricewaterhouseCoopers LLP ("PwC") as Auditors of the Company.
12. To authorise the Audit Committee to fix the remuneration of the Auditors.
13. To approve the annual report on remuneration for the year ended 31 December 2018 ("Remuneration Report").
14. To approve the Directors' remuneration policy ("Remuneration Policy").

As special business

To consider and, if thought fit, to pass the following resolutions, of which Resolution 15 will be proposed as an ordinary resolution and Resolutions 16 to 20 will be proposed as special resolutions:

15. That in accordance with section 561 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:
   (a) (comprising equity securities as defined by section 560(1) of the Act) up to an aggregate nominal amount of £22,046,468 (representing two thirds of the existing issued ordinary share capital) (such amount to be reduced by the nominal amount of any equity securities (within the meaning of section 560 of the Act) allotted pursuant to the authority in paragraph (b) below) in connection with an offer by a 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 such exclusion or other limitations 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 (representing one third of the existing issued ordinary share capital) (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 authorities shall expire on the conclusion of the next Annual General Meeting of the Company to be held in 2020 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 or agree to 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.
16. That, subject to the passing of Resolution 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 Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the general authority conferred by Resolution 15 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(1) 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:
   (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 2020 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 or agree to 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. Such authorities are in substitution for all existing power under sections 570 and 573 of the Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect).
17. That the Company be generally and unconditionally authorised, pursuant to article 9 of the Articles and pursuant to section 701 of the Act, to make market purchases (as defined in section 693(4) of the Act) 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 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 Tradepath system or less than the nominal value per share; and
   (b) the authority herein contained shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2020 or on the date falling not more than 15 calendar months from the passing 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 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.
19. That as permitted by section 307A of the Act any general meeting of the Company (other than the Annual General Meeting of the Company) shall be called by notice at least 14 clear days in accordance with the provisions of the Articles provided that the authority of this resolution shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2020.

20. That Articles shall be amended with effect from the conclusion of the Annual General Meeting by deleting article 96 and replacing it with the following article:

“96. Fees may be paid out of the funds of the Company to directors who are not managing or executive directors at such rates as the Directors may from time to time determine, provided that such fees do not in the aggregate exceed the sum of £1,000,000 per annum (exclusive of value added tax if applicable) or such other figure as the Company may by ordinary resolution from time to time determine.”

By order of the Board:

U.S. Ball
Group Company Secretary

21 March 2019

Tyttherington Business Park
Macclesfield
Cheshire
SK10 2XF

Explanation of Ordinary Business

Special Dividend (Resolution 3)

In light of the continued strong financial performance, cash generation and the robustness of the Company’s balance sheet, the Directors consider it appropriate to propose a one-off special dividend in addition to the final dividend recommended under Resolution 2. The approval of this Resolution is not dependent on the approval of Resolution 2, nor vice versa. If this Resolution is approved, the recommended special dividend will rank pari passu with the final dividend.

Retirement of Directors (Resolutions 4 to 10)

Under the Articles each director must retire from office and stand for re-election by shareholders as a minimum at each 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. Accordingly, Directors retiring and offering themselves for re-election are Ms. A.C. Quinn, Mr S.C. Harris, Ms E. Lindqvist, Mr I.B. Duncan, Mr P. Larmorn, Mr D. Yates and Ms L. Chahbazi.

Audit Retender – Election of new Auditors (Resolution 11)

Following the implementation of The Statutory Auditors and Third Country Auditors Regulations 2016 and the Audit Regulation (EU) 537/2014 on 17 June 2016, the Company is obliged to rotate its external auditors every 20 years and undertake a tendering process every 10 years. As more fully described in the Annual Report, the Company’s Audit Committee undertook a tender process. The result of the tender was that the Audit Committee made a recommendation to the Directors that PwC be appointed as the new external auditor in place of Deloitte LLP subject to shareholder approval. Accordingly, the Directors recommend to shareholders that the following article be deleted from the Company’s Articles and that PwC be appointed as the Company’s auditor to serve until the next Annual General Meeting of the Company to be held in 2020.

Remuneration Report (Resolution 13)

UK listed companies are required to put before shareholders in general meeting a report inviting shareholders to vote on the Remuneration Report. This is an advisory vote. The Remuneration Report gives details of the Directors’ remuneration for the period ended 31 December 2018.

Remuneration Policy (Resolution 14)

Following changes made under the Large and Medium-sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013 and the Enterprise & Regulatory Reform Act 2013, section 439 of the Act requires UK listed companies to ask shareholders to vote on the Remuneration Policy. This vote is binding and a resolution must be put before shareholders at least every three years (or when the policy changes).

Explanation of Special Business

 Renewal of authority to allot shares (Resolution 15)

The Act provides that Directors shall only allot unissued shares with the authority of shareholders in general meeting. The authority given to the Directors to allot unissued shares with the authority of shareholders in general meeting. The Act provides that Directors shall only allot unissued shares with the authority of shareholders in general meeting. The authority given to the Directors to allot unissued shares with the authority of shareholders in general meeting. The authority given to the Directors to allot unissued shares with the authority of shareholders in general meeting. The authority given to the Directors to allot unissued shares with the authority of shareholders in general meeting. The authority given to the Directors to allot unissued shares with the authority of shareholders in general meeting. The authority given to the Directors to allot unissued shares with the authority of shareholders in general meeting. 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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, which will be proportionate 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.

Amendment to the Articles (Resolution 20)

Resolution 20 will be proposed as a special resolution and if passed will effect one amendment to the Articles. In the Articles, the aggregate limit for non-executive directors’ fees is £600,000. This cap has been in place at this level for the last 16 years. During this time the Company has never had more than four non-executive directors. However, following the appointment of Lili Chahbazi as a non-executive director on 1 January 2018, the aggregate non-executive directors’ fees is close to this limit. It is therefore proposed that an amendment to Article 178 of the Articles be made to increase the limit of fees for non-executive directors to £1,000,000. This will allow for the payment of fees to non-executive directors as well as additional headroom for future years.

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 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 Act.

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 totals of the voting rights that members are entitled to exercise at the meeting in respect of the shares.

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 as 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 notarially) 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 to follow are set out and the statement in full or, if supporting a statement sent by e-mail to agm@bodycote.com
   (c) you may submit your proxy appointment electronically by accessing the website www.sharevote.co.uk where full details of the procedure to follow are set out and the statement in full or, if supporting a statement sent by e-mail to agm@bodycote.com
   (d) by e-mail to agm@bodycote.com
   (e) by fax to +44(0)1625 503513

7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proshare appoint system 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 members or other CREST members and those CREST members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service provider(s) for 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 ‘EUFI’ specifications and must contain the information required for such instructions, as described in the CREST Manual, which will be proportionate 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. This will allow for the payment of fees to non-executive directors as well as additional headroom for future years.

8. Biographical details of the Directors, including their membership of the Board committees, are set out in the Annual Report and Accounts for the year ended 31 December 2018. There is no Director’s service contract of more than one year’s duration.

9. The total number of ordinary shares of 17.311th pence in issue as at 2 March 2019, 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 £100,000 in the share capital of the Company or at least 100 members having the right to vote at the meeting, 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 held 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 Company may not require the members making the request to publish such a statement on the Company’s website.

11. A copy of the Articles marked to show the change proposed by Resolution 20 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, Sunday 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, Sunday 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.