

Shareholder Reference Number

I/We, the undersigned, being a member of the above-named Company, hereby appoint
the Chair or
(insert alternate proxy) (delete as appropriate) as my/our proxy to vote in my name/our names
and on my/our behalf at the General Meeting and at any adjournment or postponement thereof.

Vote online at www.shareview.co.uk

RESOLUTION
Please mark 'X' to indicate how you wish to vote
SPECIAL RESOLUTION

For Against Vote Withheld

(A) for the purpose of giving effect to the scheme of arrangement dated 28 September 2026 (as modified or supplemented) (the “Scheme”) between the Company and the holders of Scheme Shares (as defined in the Scheme), a copy of which has been produced to this meeting and, for the purposes of identification signed by the chair of this meeting, in its original form or with or subject to any modification, addition, or condition agreed by the Company and Vulcan Alpha Bidco Limited (“BidCo”) and approved or imposed by the High Court of Justice of England and Wales, the directors of the Company (or a duly authorised committee thereof) be and hereby are authorised to take all such actions as they may consider necessary or appropriate for carrying the Scheme into effect; and
(B) with effect from the passing of this resolution, the articles of association of the Company be and are hereby amended by the adoption and inclusion of the following new article 191:

“191 Scheme of Arrangement

191.1 In this article 191, references to the “Scheme” are to the Scheme of Arrangement under Part 26 of the Companies Act 2006 between the Company and the holders of Scheme Shares (as defined in the Scheme) dated 28 September 2026 (with or subject to any modification, addition or condition approved or imposed by the High Court of Justice of England and Wales and agreed by the Company and Vulcan Alpha Bidco Limited (“BidCo”)) and (save as defined in this article “191” terms defined in the Scheme shall have the same meanings in this article “191”).

191.2 Notwithstanding any other provisions in these articles, if the Company issues or transfers out of treasury any shares (other than to BidCo, any subsidiary or subsidiary undertaking of BidCo, or any nominee of BidCo or of any such company (each a “BidCo Company”)) on or after the Voting Record Time (as defined in the Scheme) and prior to the Scheme Record Time (as defined in the Scheme) such shares shall be issued or transferred subject to the terms of the Scheme (and shall be Scheme Shares for the purposes thereof) and the original holder or subsequent holders of such shares shall be bound by the Scheme accordingly.

191.3 Notwithstanding any other provision of these articles, subject to the Scheme becoming Effective, any shares issued or transferred out of treasury to any person (other than under the Scheme or to a BidCo Company or its nominee(s)) at or after the Scheme Record Time (a “New Member”) (each a “Post-Scheme Share”) shall be issued or transferred on terms that they shall on the Effective Date or if later on issue or transfer (but subject to the terms of article 191.4 below), be immediately transferred to BidCo (or such person as it may direct) (the “Purchaser”), who shall be obliged to acquire each Post-Scheme Share in consideration of and conditional upon the payment by or on behalf of BidCo to the New Member (or, in the case of Post-Scheme Shares issued pursuant to the cash consideration that a the Company on the New Member’s behalf) of an amount in cash for each Post-Scheme Share equal to the cash consideration that a New Member would have been entitled to under the Scheme had such Post-Scheme Share been a Scheme Share.

191.4 On any reorganisation of, or material alteration to, the share capital of the Company (including any subdivision and/or consolidation) carried out after the Effective Date, the value of the consideration per Post-Scheme Share to be paid under article 191.3 shall be adjusted by the Company in such manner as the auditors of the Company or an investment bank selected by the Company may determine to be appropriate to reflect such reorganisation or alteration. References in this article to such Bodycote Shares shall, following such adjustment, be construed accordingly.

191.5 To give effect to any transfer of Post-Scheme Shares required pursuant to article 191.3, the Company may appoint any person as attorney and/or agent for the New Member to transfer the Post-Scheme Shares to the Purchaser and/or its nominees and do all such other things and execute and deliver all such documents or deeds as may in the opinion of such attorney or agent be necessary or desirable to vest the Post-Scheme Shares in the Purchaser and pending such vesting to exercise all such rights attaching to the Post-Scheme Shares as the Purchaser may direct. If an attorney or agent is so appointed, the New Member shall not thereafter (except to the extent that the attorney or agent fails to act in accordance with the directions of the Purchaser) be entitled to exercise any rights attaching to the Post-Scheme Shares unless so agreed in writing by the Purchaser. The attorney or agent shall be empowered to execute and deliver as transferor a form or forms of transfer or other instrument(s) or instruction(s) of transfer (whether as a deed or otherwise) on behalf of the New Member (or any subsequent holder) in favour of the Purchaser and the Company may give a good receipt for the consideration for the Post-Scheme Shares and may register the Purchaser as holder thereof and issue to it certificate(s) for the same. The Company shall not be obliged to issue a certificate to the New Member for the Post-Scheme Shares. The Purchaser shall settle the consideration due to the New Member pursuant to article 191.3 above by:

- (a) sending a cheque drawn on a UK clearing bank in favour of the New Member for the purchase price of such Post-Scheme Shares; or
- (b) in the case of Post-Scheme Shares issued pursuant to the Bodycote Share Plans, payment to the Company on the New Member’s behalf by such method as may be agreed between BidCo and the Company, in each case, as soon as practicable and in any event no later than 14 days after the date on which the Post-Scheme Shares are issued or transferred to the New Member.

191.6 If the Scheme shall not have become Effective by 1 September 2027 (or such later date (if any) as: (i) BidCo and Bodycote may agree; or (ii) (in a competitive situation) as may be specified by BidCo with the consent of the Panel, and in each case as the Court may allow (if so required), this article 191 shall be of no effect.

191.7 Notwithstanding any other provision of these articles, both the Company and the board shall refuse to register the transfer of any shares effected between the Scheme Record Time and the Effective Date other than to the Purchaser and/or its nominee(s) pursuant to the Scheme.”

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signature

Date

Form of Proxy for use by holders of ordinary shares of 17 3/11 pence each (the “Ordinary Shares”) in the capital of the Company at the meeting to be held at Hilton London Paddington, 146 Praed Street, London, W2 1EE on 21 October 2026 at 10.15 a.m. (or as soon thereafter as the separate meeting of the holders of Ordinary Shares convened by the Court shall have concluded or been adjourned) (the “General Meeting”) and at any adjournment or postponement thereof.

Notice of the General Meeting and details of the business to be transacted are contained in the notice of meeting dated 28 September 2026 (the “Notice”), which is set out in Part XII of the scheme document of the Company dated 28 September 2026 (the “Scheme Document”). Please read the Notice and the accompanying notes carefully before completing this Form of Proxy.

Signature of person attending

Signature

Notes:

1. Terms defined in the Scheme Document shall have the same meanings when used in this Form of Proxy, unless the context otherwise requires. Full details of the resolution to be proposed at the General Meeting, with explanatory notes, are set out in the Notice. Before completing the Form of Proxy, please also read the sections entitled "Action to be Taken" set out on pages 8 to 11 and paragraph 18 of Part II (*Explanatory Statement*) of the Scheme Document.
2. Every holder of Ordinary Shares has the right to appoint some other person(s) of their choice, as their proxy to exercise all or any of their rights, to attend, speak and vote on their behalf at the General Meeting. The completion and return of this Form of Proxy will not prevent you from attending in person and voting at the General Meeting should you subsequently decide to do so.
3. If you wish to appoint some person other than the Chair of the General Meeting as your proxy you should delete the words "the Chair" and insert in the space provided the name of the person whom you wish to represent you. Proxies need not be shareholders of the Company.
4. If you wish to appoint more than one proxy to attend the meeting, each proxy must be appointed to exercise the rights attached to different shares held by the member. If you wish to appoint more than one proxy you should contact Equiniti for further forms of proxy or photocopy the Form of Proxy as required.
5. Where two or more forms of proxy are delivered for use in respect of the same shares, the one which was received last (regardless of when it was signed or by what means it was delivered) shall be treated as replacing and revoking the others which have been delivered. If it cannot be determined which form of proxy was received last, none of the forms shall be treated as valid.
6. If you wish your proxy to cast all of your votes for or against the resolution you should insert an "X" in the appropriate box. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box titled "Number of Ordinary Shares" the number of shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a holder of Scheme Shares, the full voting entitlement for that designated account). In the absence of instructions, your proxy may vote or abstain from voting as he, she or they thinks fit on the resolution and, unless instructed otherwise, may also vote or abstain from voting as he, she or they thinks fit on any other business (including on a motion to amend the resolution, to propose a new resolution or to adjourn the General Meeting) which may properly come before the General Meeting.
7. The "Vote Withheld" option is provided to enable you to instruct your proxy to abstain from voting on the resolution. A "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" or "Against" the resolution.
8. Any alterations made to this Form of Proxy should be initialled by you.
9. This Form of Proxy must be signed by the shareholder or their attorney. Where the shareholder is a corporation, the signature must be under seal or signed by a duly authorised representative. In the case of joint shareholders, any one shareholder may sign this Form of Proxy. The vote of the senior joint shareholder (whether in person or by proxy) will be taken to the exclusion of all others, seniority being determined by the order in which the names stand in the register of members in respect of the joint shareholding.
10. To be valid, this Form of Proxy (together with any power of attorney or other authority under which it is signed, or a duly certified copy thereof) must be returned to the Company's Registrar, Equiniti, at Highdown House, Yeoman Way, Worthing, West Sussex, BN99 6DA, so as to be received not later than 10.15 a.m. on 19 October 2026 (or in the event of any adjournment or postponement of the General Meeting, so as to be received as soon as possible and in any event not later than 48 hours before the time appointed for the adjourned or postponed meeting (excluding any part of such 48 hour period falling on a non-working day)). If this Form of Proxy is not lodged by the relevant time, it will be invalid.
11. Entitlement to attend, speak and vote at the General 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 6.30 p.m. on 19 October 2026 (the "**Voting Record Time**") (or, if the meeting is adjourned or

- postponed to a time more than 48 hours after the Voting Record Time, by 6.30 p.m. on the day which is two Business Days prior to the time of the adjourned or postponed meeting). Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend, speak and vote at (in person or by proxy) the General Meeting.
12. Shareholders wishing to vote online should visit www.shareview.co.uk and login if they have a Shareview portfolio, alternatively click register and enter the required information then follow the instructions. Alternatively, if you have already registered with Equiniti's online portfolio service, Shareview, you can submit your Form of Proxy at www.shareview.co.uk. You will need your Username/ID and Password to log in to the portal. For an electronic proxy appointment to be valid, the appointment must be received by Equiniti not later than 48 hours (excluding any part of such 48 hour period falling on a day that is not a working day) before the time fixed for the General Meeting (as set out in paragraph 10 above) or any adjournment thereof. Full details of the procedure to be followed to appoint a proxy electronically are given on the website.
 13. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by following the procedures described in the CREST Manual. To be valid the appropriate CREST 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 be transmitted so as to be received by Equiniti (ID: RA19) not later than 48 hours (excluding any part of such 48 hour period falling on a day that is not a working day) before the time fixed for the General Meeting (as set out in paragraph 10 above) or any adjournment thereof. 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 Equiniti is able to retrieve the message by enquiry to CREST.
 14. CREST personal members or, where applicable, CREST sponsored members, and those CREST members who have appointed any 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.
 15. CREST members and, where applicable, their CREST sponsors or voting service providers, should note that Euroclear does not make available special procedures in CREST for any particular messages and the normal system timings and limitations apply to the input of CREST proxy instructions. It is 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 any voting service provider(s), to procure that their 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. For further information on the logistics of submitting messages in CREST, 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. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the CREST Regulations.
 16. If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 10.15 a.m. on 19 October 2026 in order to be considered valid or, if the General Meeting is adjourned or postponed, by the time which is 48 hours before the time of the adjourned or postponed General Meeting (excluding any part of such 48 hour period falling on a day that is not a working day).
 17. If you have any queries about the General Meeting or are in any doubt as to how to complete this Form of Proxy please contact Equiniti, by calling the Shareholder Helpline between 8:30 a.m. and 5:30 p.m. (London time) Monday to Friday (except public holidays in England and Wales) on +44 (0)371 384 2050. Calls from outside the United Kingdom will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones. Please note that calls may be monitored or recorded and Equiniti cannot provide advice on the merits of the Acquisition or the Scheme or give any financial, legal or tax advice.
 18. This Form of Proxy should not be used for comments, change of address or queries. Please contact Equiniti using the details set out in Note 17 above.

PLEASE USE REPLY-PAID ENVELOPE PROVIDED