

Attendance Card Bodycote plc – Annual General Meeting



Annual General Meeting to be held on Friday, 24 May 2019 at Springwood Court, Springwood Close, Tytherington Business Park, Macclesfield, Cheshire SK10 2XF at 12.00pm.

If you wish to attend this meeting in your capacity as a holder of Ordinary Shares, please sign this card and on arrival hand it to the Company's representatives. This will facilitate entry to the meeting.

You may submit your proxy electronically using the Sharevote website at www.sharevote.co.uk, you will need your Voting ID, Task ID and Shareholder reference Number which can be found below.

Notice of Availability – Notice of AGM and Annual Report 2018

Important – please read carefully.

You can now access the 2018 Annual Report and Notice of AGM by visiting this website: www.bodycote.com

You can submit your proxy online at www.sharevote.co.uk

Please note the deadline for receiving proxies is 12.00pm on 22 May 2019.

Signature of person
attending meeting

Form of Proxy Bodycote plc – Annual General Meeting

Voting ID

Task ID

I/We, the undersigned, being a Member(s) of BODYCOTE plc,
HEREBY APPOINT THE CHAIRMAN OF THE MEETING or (see note 1)

Shareholder
Reference Number

Name of proxy

Number of shares
proxy appointed over

as my/our proxy to attend, speak and vote for me/us and on my/our behalf as indicated below at the Annual General Meeting of the Company to be held at Springwood Court, Springwood Close, Tytherington Business Park, Macclesfield, Cheshire, SK10 2XF at 12.00pm on 24 May 2019 and at every adjournment thereof and in respect of any business which may properly come before the meeting. If you wish to appoint multiple proxies please see note 2 over. ☐ Please also tick here if you are appointing more than one proxy.

Resolutions Please mark 'X' to indicate how you wish to vote

Ordinary Business:

1. Receive the Annual Report and Financial Statements
2. Declaration of Final Dividend
3. Declaration of Special Dividend
4. Re-election of Ms A.C. Quinn as a Director
5. Re-election of Mr S.C. Harris as a Director
6. Re-election of Ms E. Lindqvist as a Director
7. Re-election of Mr I.B. Duncan as a Director
8. Re-election of Mr D. Yates as a Director
9. Re-election of Mr P. Larmon as a Director
10. Re-election of Ms L. Chahbazi as a Director

FOR	AGAINST	DISCRETIONARY	VOTE WITHHELD
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolutions Please mark 'X' to indicate how you wish to vote

11. Appointment of Auditors
12. Authorise Audit Committee to fix Auditors' Remuneration
13. Approve the Remuneration Report
14. Approve the Remuneration Policy
- Special Business:**
15. Authority to allot shares
16. Disapplication of pre-emption rights in respect of 5% of issued share capital
17. Disapplication of pre-emption rights in respect of an additional 5% of issued share capital
18. Authority to buy own shares
19. Notice period for general meeting
20. Amend the Articles

FOR	AGAINST	DISCRETIONARY	VOTE WITHHELD
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

Date

You may submit your
proxy electronically at
www.sharevote.co.uk

NOTES

- (1) Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see over). If the proxy is being appointed in relation to less than your full voting entitlement, please enter 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 shareholder, the full voting entitlement for that designated account).

(2) To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.

(3) The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communication from the Company in accordance with section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

(4) The "Vote Withheld" option is provided to enable you to abstain on any particular resolution. However, it should be noted that a "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of votes "For" and "Against" a resolution.
- (5) On receipt of this form duly signed, without any specific direction as to how you wish your votes to be cast, or with 'Discretionary' selected, you will be deemed to have authorised your proxy to vote, or abstain from voting, as they think fit.

(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 the 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.

(7) Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual. (Shareholders wishing to vote online should visit www.sharevote.co.uk and follow the instructions.)

(8) The completion and return of this form will not preclude a member from attending the meeting and voting in person. If you attend the meeting in person, your proxy vote will automatically be terminated.

(9) The Form of Proxy (see over) must arrive at Equiniti Limited, Aspect House, Spencer Road, Lancing, BN99 6DA during usual business hours, accompanied by any power of attorney under which it is executed (if applicable), no later than 12.00pm on 22 May 2019.

(10) If you prefer you may return the proxy form to the Registrar in an envelope addressed to FREEPOST RTHJ-CLLL-KBKU, Equiniti Limited, Aspect House, Spencer Road, Lancing, BN99 8LU.



Freepost RTHJ-CLLL-KBKU
Equiniti
Aspect House
Spencer Road
LANCING
BN99 8LU