

# Bodycote plc – Annual General Meeting

Annual General Meeting to be held on Wednesday, 25 May 2022 at Sofitel Business Centre, Terminal 5 London Heathrow Airport, London TW6 2GD, UK at 12 noon.

## Notice of Availability – Notice of AGM

Important – please read carefully.

You can now access the Notice of AGM by visiting this website:  
[www.bodycote.com](http://www.bodycote.com)

You can submit your proxy online at [www.sharevote.co.uk](http://www.sharevote.co.uk)

Please note the deadline for receiving proxies is 12 noon on 23 May 2022.

You may submit your proxy electronically using the Sharevote website at [www.sharevote.co.uk](http://www.sharevote.co.uk), you will need your Voting ID, Task ID and Shareholder Reference Number which can be found below.

In light of current UK Government guidance with regards to COVID-19 and the relaxation of social distancing, the Board intends to allow for shareholders to attend the Annual General Meeting in person. This remains subject to the Board being able to ensure shareholders can do so safely and in accordance with prevailing regulations and guidance issued by the UK Government. The Company will therefore be operating the Annual General Meeting in line with current COVID-19 guidelines and those put in place by the venue including politely requesting that shareholders wear a mask during the Annual General Meeting (unless you are exempt from doing so). It is uncertain what regulations or guidance may be in force as at the date of the Annual General Meeting, therefore the Board will keep the situation under review and may need to make further changes to the arrangements relating to the Annual General Meeting, including how it is conducted. Shareholders should therefore continue to monitor the Company's website [www.bodycote.com/investors/shareholder-information/agm-details/](http://www.bodycote.com/investors/shareholder-information/agm-details/) and announcements for any updates.

The Board respectfully requests that you should not attend the Annual General Meeting if you have (or may have) COVID-19, if you (or anyone you live with) are suffering from COVID-19 symptoms even if those symptoms are mild, if you have come into close contact with someone who has tested positive for COVID-19 or if you are required to self-isolate in accordance with UK Government guidance for any reason. Anyone arriving at the Annual General Meeting venue with COVID-19 symptoms will not be admitted in order to ensure the safety of all those in attendance and prevent the spread of COVID-19.

## Form of Proxy Bodycote plc – Annual General Meeting

Voting ID

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

Task ID

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 Sofitel Business Centre, Terminal 5 London Heathrow Airport, London TW6 2GD, UK at 12 noon on 25 May 2022 and at every adjournment thereof and in respect of any other 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. Re-election of Mr D. Dayan as a Director
4. Re-election of Mr S.C. Harris as a Director
5. Re-election of Ms E. Lindqvist as a Director
6. Re-election of Mr I.B. Duncan as a Director
7. Re-election of Mr D. Yates as a Director
8. Re-election of Mr P. Larmon as a Director
9. Re-election of Ms L. Chahbazi as a Director
10. Re-election of Mr K. Boyd as a Director

| FOR | AGAINST | DISCRETIONARY | VOTE WITHHELD |
|-----|---------|---------------|---------------|
| X   | X       | X             | X             |
| X   | X       | X             | X             |
| X   | X       | X             | X             |
| X   | X       | X             | X             |
| X   | X       | X             | X             |
| X   | X       | X             | X             |
| X   | X       | X             | X             |
| X   | X       | X             | X             |
| X   | X       | X             | X             |

## Resolutions

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

11. Re-appointment of Auditors
12. Authorise Audit Committee to fix Auditors' Remuneration
13. Approve the Remuneration Report
14. Approve the Remuneration Policy

| FOR | AGAINST | DISCRETIONARY | VOTE WITHHELD |
|-----|---------|---------------|---------------|
| X   | X       | X             | X             |
| X   | X       | X             | X             |
| X   | X       | X             | X             |
| X   | X       | X             | X             |

### 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

| FOR | AGAINST | DISCRETIONARY | VOTE WITHHELD |
|-----|---------|---------------|---------------|
| X   | X       | X             | X             |
| X   | X       | X             | X             |
| X   | X       | X             | X             |
| X   | X       | X             | X             |
| X   | X       | X             | X             |

Signature

Date

You may submit your proxy  
electronically at  
[www.sharevote.co.uk](http://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. Additionally, each holder may appoint more than one or more proxies provided that each proxy is appointed to exercise rights attached to different shares.
- (2) The Board recommends however that members should appoint only the "Chairman of the meeting" as their proxy, rather than appointing one or more named persons who may not be able to attend should there be a change in UK Government guidance or regulation in relation to COVID-19.
- (3) 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).
- (4) 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.
- (5) 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.
- (6) 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.
- (7) 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.
- (8) 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.
- (9) 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](http://www.sharevote.co.uk) and follow the instructions.)
- (10) 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.  
  
Institutional investors may also be able to appoint a proxy electronically via the Proxymity platform – please go to [www.proxymity.io](http://www.proxymity.io)
- (11) 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 noon on 23 May 2022.
- (12) 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