

Bodycote plc – Annual General Meeting

Annual General Meeting to be held on Wednesday, 31 May 2023 at Leonardo Royal Hotel London St Paul's, 10 Godliman Street, London, EC4V 5AJ at 12 noon.

Name Surname
Address 1
Address 2
Address 3

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
You can submit your proxy online at www.sharevote.co.uk
Please note the deadline for receiving proxies is 12 noon on 26 May 2023

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.

Form of Proxy Bodycote plc – Annual General Meeting

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)

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 Leonardo Royal Hotel London St Paul's, 10 Godliman Street, London, EC4V 5AJ at 12 noon on 31 May 2023 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.

Voting ID

Task ID

Shareholder
Reference Number

Resolutions

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

Ordinary Business:

	FOR	AGAINST	DISCRETIONARY	VOTE WITHHELD
1. Receive the Annual Report and Financial Statements	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Declaration of Final Dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of Mr D. Dayan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Re-election of Mr S.C. Harris as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Re-election of Mr I.B. Duncan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Re-election of Mr P. Larmon as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Re-election of Ms. L. Chahbazi as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Re-election of Mr K. Boyd as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Election of Ms C. Gordon as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Election of Mr B. Fidler as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

Resolutions

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

	FOR	AGAINST	DISCRETIONARY	VOTE WITHHELD
11. Re-appointment of Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Authorise Audit Committee to fix Auditors' Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Approve the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Business:				
14. Authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. General disapplication of pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. Disapplication of pre-emption rights for acquisitions or specified capital investments	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. Authority to buy own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18. Authority to amend the rules of the Bodycote Incentive Plan 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19. Adopt new Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20. Notice period for general meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Date

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

NOTES

- (1) Every holder has the right to appoint one 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.
- (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 communications 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 working 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 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
- (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 26 May 2023.
- (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