

NOTICE OF GENERAL MEETING

John Menzies plc

(incorporated and registered in Scotland with registered number SC034970)

Notice is hereby given that a general meeting of John Menzies plc (“**Company**”) will be held at 11.00 am on 11 October 2016 at the offices of DLA Piper Scotland LLP, Collins House, Rutland Square, Edinburgh, EH1 2AA (“**General Meeting**”) for the purpose of considering and, if thought fit, passing the following Resolutions, of which the Resolutions numbered 1 to 4 (inclusive) shall be proposed as ordinary resolutions and the Resolutions numbered 5 to 6 (inclusive) shall be proposed as special resolutions:

ORDINARY RESOLUTIONS

1. That: (a) the proposed acquisition by the Company of ASIG Holdings Limited and ASIG Holdings Corp (the “**Proposed Acquisition**”), as described in the combined prospectus and circular to the shareholders of the Company dated 16 September 2016 and substantially on the terms and subject to the conditions set out in the acquisition agreement entered into in connection with the Proposed Acquisition, be, and is hereby, approved; and
(b) the board of directors of the Company (“**Board**”) (or any duly constituted committee thereof) be and are hereby authorised to take all necessary or appropriate steps and to do all necessary or appropriate things to implement or complete, or to procure the implementation or completion of, the Proposed Acquisition and give effect thereto with such modifications, variations, revisions, waivers or amendments (not being modifications, variations, revisions, waivers or amendments of a material nature) as the Board (or any duly authorised committee thereof) may deem necessary, expedient or appropriate in connection with the Proposed Acquisition.
2. That, in addition to all existing authorities, the board of directors of the Company (“**Board**”) be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company up to a nominal amount of £5,481,850.75 pursuant to or in connection with the issue by way of rights of up to 21,927,403 new ordinary shares at a price of 343 pence per new ordinary share (“**Rights Issue**”) to (i) qualifying shareholders on the register of members of the Company at close of business on 10 October 2016 and (ii) holders of equity securities in the capital of the Company as required by the rights of those securities or as the Board otherwise considers necessary, but subject to such exclusions or other arrangements as the Board may deem necessary or expedient to deal with treasury shares, record dates, legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depository receipts or any other matter, such authority to apply until the conclusion of the annual general meeting of the Company to be held in 2017 or on 30 June 2017, if earlier, but, in each case, so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority given by this Resolution 2 has expired and the Board shall be entitled to allot such shares and to grant such rights pursuant to any such offer or agreement as if the authority conferred by this Resolution 2 had not expired.
3. That, subject to and conditional upon admission to the premium listing segment of the Official List and to trading on the London Stock Exchange plc’s main market for listed securities, respectively, of the new ordinary shares of 25 pence each to be issued by the Company in connection with the issue by way of rights of up to 21,927,403 new ordinary shares as authorised and approved pursuant to Resolution 2 of this Notice of General Meeting, and in addition to all existing authorities, the board of directors of the Company (“**Board**”) be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (“**Act**”) to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company, such rights and shares together being “*relevant securities*”:

- (a) otherwise than pursuant to paragraph (b) below, up to an aggregate nominal amount of £1,827,283.50 (such amount to be reduced by the aggregate nominal amount of any equity securities (as defined by section 560 of the Act) allotted under paragraph (b) below in excess of £1,827,283.50; and
- (b) comprising equity securities up to an aggregate nominal amount of £3,654,567.00 (such amount to be reduced by the nominal amount of any relevant securities allotted under paragraph (a) above) in connection with an offer by way of a rights issue to: (i) holders of ordinary shares in the capital of the Company in proportion (as nearly as may be practicable) to their respective holdings; and (ii) holders of equity securities in the capital of the Company as required by the rights of those securities or as the Board otherwise considers necessary, but subject to such exclusions or other arrangements as the Board may deem necessary or expedient to deal with treasury shares, fractional entitlements, record dates, legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depository receipts or any other matter,

such authority to apply until the conclusion of the annual general meeting of the Company to be held in 2017 or on 30 June 2017, if earlier, but, in each case, so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority given by this Resolution 3 has expired and the Board shall be entitled to allot such shares and to grant such rights pursuant to any such offer or agreement as if the authority conferred by this Resolution 3 had not expired.

- 4. That, the award of ordinary shares in the Company to Dr Dermot Smurfit as part of his remuneration as a director of the Company on the terms described in the combined prospectus and circular to the shareholders of the Company dated 16 September 2016 be and is hereby approved for the purposes of section 226B of the Companies Act 2006 (“Act”) and the board of directors of the Company (“Board”) be authorised to do all such acts and things necessary to implement that award and in addition to all existing authorities, the Board be generally and unconditionally authorised in accordance with section 551 of the Act to exercise all powers of the Company to allot such shares in the Company and to grant such rights to subscribe for or convert any security into shares in the Company up to a nominal amount of £15,000 to Dr Dermot Smurfit, such authority to apply until the conclusion of the annual general meeting of the Company to be held in 2019 or 30 June 2019, if earlier, but, in each case, so that the Company may, before such expiry make offers and enter into agreements with Dr Dermot Smurfit which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority given by this Resolution 4 has expired and the Board shall be entitled to allot such shares and to grant such rights pursuant to any such offer or agreement as if the authority conferred by this Resolution 4 had not expired.

SPECIAL RESOLUTIONS

- 5. That, subject to and conditional upon Resolutions 2 and 3 of this Notice of General Meeting (“Resolutions 2 and 3”) being duly passed, and in addition to all existing powers, the board of directors of the Company (“Board”) be given power pursuant to section 570 of the Companies Act 2006 (“Act”) to allot equity securities for cash pursuant to the authority conferred by Resolution 3, as if section 561(1) of the Act did not apply to any such allotment or sale, provided that this power shall be limited to:
 - (a) the allotment of equity securities in connection with an offer or issue of equity securities (but, in the case of an allotment pursuant to the authority granted under paragraph (b) of Resolutions 2 and 3, such power shall be limited to the allotment of equity securities in connection with a rights issue only) to: (i) the holders of ordinary shares in the capital of the Company in proportion (as nearly as may be practicable) to their respective holdings; and (ii) the holders of equity securities in the capital of the Company as required by the rights of those securities or as the Board otherwise considers necessary, but subject to such exclusions or other arrangements as the Board may deem necessary or expedient to deal with treasury shares, fractional entitlements, record dates, or legal or practical problems

arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depository receipts or any other matter; and

- (b) the allotment pursuant to the authority granted by paragraph (a) of Resolutions 2 and 3 (otherwise than pursuant to paragraph (a) of this Resolution 5) to any person or persons of equity securities up to an aggregate nominal amount of £1,041,314.25, representing approximately 5.0 per cent. of the enlarged issued ordinary share capital of the Company following the issue by way of rights of 21,227,403 new ordinary shares,

such power to apply until the conclusion of the annual general meeting of the Company to be held in 2017 or on 30 June 2017, if earlier, but so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require equity securities to be allotted after the power given by this Resolution 5 has expired and the Board shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred by this Resolution 5 had not expired.

6. That, subject to and conditional upon Resolution 4 in this Notice of General Meeting (“**Resolution 4**”) being duly passed, and in addition to all existing powers, the board of directors of the Company (“**Board**”) be given power pursuant to section 571 of the Companies Act 2006 (“**Act**”) to allot equity securities for cash pursuant to the authority conferred by Resolution 4, as if section 561(1) of the Act did not apply to any such allotment or sale, such power to be limited to the allotment or sale of equity securities pursuant to the authority granted by Resolution 4 up to a nominal amount of £15,000, such power to apply until the conclusion of the annual general meeting of the Company to be held in 2019 or on 30 June 2019, if earlier, but, in each case, so that the Company may, before such expiry make offers and enter into agreements with Dr Dermot Smurfit which would, or might, require equity securities to be allotted after the power given by this Resolution 6 has expired and the Board shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred by this Resolution 6 had not expired.

By order of the board of directors of the Company

John Geddes
Company Secretary
John Menzies plc
16 September 2016

Registered office:
2 Lochside Avenue
Edinburgh Park
Edinburgh Scotland
EH12 9DJ

Registered number: SC034970
www.johnmenziesplc.com

General Notes:

Proxy appointment

1. A shareholder is entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend and to speak and vote at the meeting. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder.
2. A form of proxy is enclosed. The appointment of a proxy will not prevent a shareholder from subsequently attending and voting at the meeting in person.
3. To appoint a proxy, either (a) you must return the completed and signed form of proxy, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY (“**Registrar**”) (using the enclosed prepaid envelope), or (b) the proxy appointment must be registered electronically on the website at

www.investorcentre.co.uk/eproxy, in each case so as to be received no later than 11.00 am on 7 October 2016. CREST members who wish to appoint a proxy through the CREST electronic proxy appointment services may do so. See notes 13 to 16 (inclusive) to below.

Nominated persons

4. 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 member who holds the 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.

Information about shares and voting

5. At the meeting, votes will be taken by poll rather than on a show of hands. All votes cast at the meeting will be added to those that were validly lodged with the Registrar prior to the meeting.

To vote electronically, you will be asked to provide your Control Number, Shareholder Reference Number and PIN which are detailed on your proxy form.

6. Shareholders are entitled to attend and vote at general meetings of the Company. The total number of issued ordinary shares in the Company on 14 September 2016 (being the latest practicable date prior to the date of this document) is 61,382,731, carrying one vote each on a poll. Therefore, the total number of votes exercisable as at 14 September 2016 is 61,382,731. There are 330,338 shares held in treasury.

Right to attend and vote

7. Entitlement to attend and vote at the meeting, and the number of votes which may be cast at the meeting, will be determined by reference to the Company’s register of members at the close of business on 7 October 2016 or, if the meeting is adjourned, 48 hours (excluding non-business days) before the time fixed for the adjourned meeting (as the case may be). In each case, changes to the register of members after such time will be disregarded.
8. In the case of joint shareholders, where more than one of the joint shareholders purports to appoint a proxy, only the appointment submitted by the most senior shareholder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company’s register of members, the first-named being the most senior.
9. Shareholders may change their proxy instructions by submitting a new proxy appointment using the methods set out or referred to in these notes. The cut-off times for receipt of proxy appointments set out in these notes also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where a shareholder has appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form please contact the Company’s Registrar Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY or telephone the Shareholder Helpline on 0370 703 6303.

If more than one valid proxy appointment is submitted, the appointment received last before the latest time for the receipt of proxies will take precedence.

10. In order to revoke a proxy instruction, a shareholder will need to inform the Company by sending a signed hard copy notice clearly stating its intention to revoke its proxy appointment by writing to the Company’s Registrar Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY. In the case of a shareholder which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by no later than 11.00 am on 7 October 2016. If a shareholder attempts to revoke its proxy appointment but the revocation is received after the time specified then the original proxy appointment will remain valid.

Termination of proxy appointments made through CREST must be made in accordance with the procedures described in the CREST manual.

Venue arrangements

11. To facilitate entry to the meeting, shareholders are requested to bring with them the admission card which is attached to the proxy card.
12. Mobile phones may not be used at the meeting and cameras and recording equipment are not allowed in the meeting.

CREST members

13. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting (and any adjournment of the meeting) by following the procedures described in the CREST manual. The CREST manual can be found at www.euroclear.com. CREST personal members or other CREST sponsored members (and those CREST members who have appointed a voting service provider) should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.
14. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (“**CREST Proxy Instruction**”) must be properly authenticated in accordance with Euroclear UK & Ireland Limited’s specifications and must contain the information required for such instructions, as described in the CREST manual (available via www.euroclear.com/CREST). The message (regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by the Company’s agent (ID number 3RA50) by no later than 11.00 am on 7 October 2016. For this purpose, 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 the Company’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to a proxy appointed through CREST should be communicated to him by other means.
15. CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation 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 a voting service provider, to procure that his/her CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, 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.
16. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Corporate representatives

17. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder, provided that they do not do so in relation to the same shares.

Questions

18. Any shareholder attending the meeting has the right to put questions at the meeting relating to the business being dealt with at the meeting.

Website information

19. A copy of this notice and other information required by section 311A of the Companies Act 2006 can be found at www.johnmenziesplc.com.

Use of electronic address

20. Shareholders may not use any electronic address provided in either this notice of meeting or any related documents (including the enclosed form of proxy) to communicate with the Company for any purposes other than those expressly stated.