

# JOHN MENZIES PLC

(Incorporated and registered in Scotland with registered number SC034970)

## NOTICE OF GENERAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that a **GENERAL MEETING** of shareholders of John Menzies plc (the "**Company**") will be held at the offices of DLA Piper Scotland LLP at Collins House, Rutland Square, Edinburgh EH1 2AA at 11.00 a.m. on 17 September 2019 ("**General Meeting of Shareholders**") for the purposes of considering and, if thought fit, passing the following resolutions. Resolutions 1 to 4 (inclusive) shall be proposed as ordinary resolutions and resolution 5 shall be proposed as a special resolution. Holders of ordinary shares in the Company will be entitled to vote on resolutions 1 to 4 (inclusive). Holders of ordinary shares and holders of preference shares in the Company will be entitled to vote on resolution 5.

The results of the voting at the General Meeting of Shareholders will be announced through a Regulatory Information Service and will appear on the Company's website ([www.johnmenziesplc.com](http://www.johnmenziesplc.com)).

## ORDINARY RESOLUTIONS

1. THAT the directors' remuneration policy (as that term is used in section 439A of the Companies Act 2006), as set out in Part IV (*Revised Remuneration Policy*) of the circular to shareholders of the Company dated 22 August 2019 of which this Notice of General Meeting of Shareholders forms part, be and is hereby approved and will take effect immediately after the end of this General Meeting of Shareholders on 17 September 2019.
2. THAT, subject to the passing of Resolution 1 above, the rules of the John Menzies plc 2019 Long Term Incentive Plan (the "**2019 LTIP**") (the principal features of which are summarised in Part II (*Summary of Principal Terms of the John Menzies plc 2019 Long Term Incentive Plan*) of the circular to shareholders of the Company dated 22 August 2019 of which this Notice of General Meeting of Shareholders forms part) be and are hereby approved and the directors of the Company (the "**Directors**") be authorised to:
  - a) do all such things in accordance with applicable law as may be necessary or desirable to carry the 2019 LTIP into effect, including making such modifications as the Directors consider appropriate to take account of the requirements of the Financial Conduct Authority, Her Majesty's Revenue and Customs and best practice; and
  - b) adopt further schemes for the benefit of employees outside the United Kingdom based on the 2019 LTIP but modified to take account of local tax, exchange control or securities law in overseas territories, provided that any shares made available under such further schemes are treated as counting against any limits on individual or overall participation in the 2019 LTIP.
3. THAT, subject to the passing of Resolution 1 above, the rules of the John Menzies plc 2019 Transformation Incentive Plan (the "**2019 TIP**") (the principal features of which are summarised in Part III (*Summary of Principal Terms of the John Menzies plc 2019 Transformation Incentive Plan*) of the circular to shareholders of the Company dated 22 August 2019 of which this Notice of General Meeting of Shareholders forms part) be and are hereby approved and the directors of the Company (the "**Directors**") be authorised to:
  - a) do all such things in accordance with applicable law as may be necessary or desirable to carry the 2019 TIP into effect, including making such modifications as the Directors consider appropriate to take account of the requirements of the Financial Conduct Authority, Her Majesty's Revenue and Customs and best practice; and
  - b) adopt further schemes for the benefit of employees outside the United Kingdom based on the 2019 TIP but modified to take account of local tax, exchange control or securities law in overseas territories, provided that any shares made available under such further schemes are treated as counting against any limits on individual or overall participation in the 2019 TIP.

4. THAT, subject to and conditional on the passing of Resolution 5 below, the directors of the Company ("**Directors**") 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 ordinary shares of £0.25 each in the capital of the Company (the "**Ordinary Shares**") and to grant rights to subscribe for, or convert any security into, Ordinary Shares up to an aggregate nominal amount of £99,613.50 pursuant to or in connection with the repayment and cancellation of the preference shares of £1.00 each in the capital of the Company ("**Preference Shares**") to holders of Preference Shares on the Company's Register of Members at close of business on 31 October 2019, such authority to apply until the conclusion of the annual general meeting of the Company to be held in 2020 or on 30 June 2020, 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 Ordinary Shares to be allotted or rights to subscribe for or to convert any security into Ordinary Shares to be granted after the authority given by this Resolution 4 has expired and the Directors shall be entitled to allot such Ordinary 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 RESOLUTION**

5. THAT, subject to the confirmation of the Court of Session, Edinburgh, the issued share capital of the Company be reduced by cancelling and repaying the issued preference shares of £1.00 each in the capital of the Company ("**Preference Shares**"), the repayment to be on such terms that each holder of Preference Shares shall receive ordinary shares of £0.25 each in the capital of the Company ("**Ordinary Shares**") in the amount of 2 Ordinary Shares for every 7 Preference Shares held and so in proportion for any other number of Preference Shares and otherwise in accordance with paragraph 4 of Part I of the document of which the notice of this special resolution forms part.

*By order of the Board*

John Geddes  
Corporate Affairs Director & Group Company Secretary  
2 Lochside Avenue  
Edinburgh Park  
Edinburgh  
EH12 9DJ

22 August 2019

## **Notes:**

### **1. Transfer**

If you have sold or transferred all your ordinary shares of £0.25 each in the capital of the Company (“**Ordinary Shares**”) and/or all of your preference shares of £1.00 each in the capital of the Company (“**Preference Shares**”), you should forward this document to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was made, so that they can pass them to the person who now holds the Ordinary Shares and/or Preference Shares (as the case may be).

### **2. Appointment of proxies**

A shareholder entitled to attend, speak and vote at the General Meeting of Shareholders may appoint a proxy or proxies (who need not be a shareholder of the Company) to attend, speak and vote at the General Meeting of Shareholders on their behalf. A form of proxy for shareholders which may be used to make such appointment and give proxy instructions is enclosed. The appointment of a proxy will not prevent a shareholder from subsequently attending and voting at the General Meeting of Shareholders in person.

A shareholder may appoint more than one proxy in relation to the General Meeting of Shareholders provided that each proxy is appointed to exercise the rights attached to a different share(s) held by that shareholder. Forms of proxy must be returned to the Company’s Registrar at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, so as to be received not later than 11.00 a.m. on 15 September 2019.

### **3. Appointment of proxies electronically**

Shareholders who would prefer to register the appointment of their proxy electronically via the internet can do so by visiting [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) and following the instructions provided. In order for a proxy appointment made electronically to be valid, it must be lodged on [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) and received not later than 11.00 a.m. on 15 September 2019. Any communication found to contain a computer virus will not be accepted.

### **4. Appointment of proxies through CREST**

Alternatively, if you are a member of CREST, you may register the appointment of a proxy by using the CREST electronic proxy appointment service. Further details are given below.

CREST members who wish to appoint a proxy or proxies for the General Meeting of Shareholders, including any adjournment(s) thereof, through the CREST electronic proxy appointment service, may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a 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.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 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/en/about/our-rules.html](http://www.euroclear.com/en/about/our-rules.html)). The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given for a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Computershare Investor Services PLC (CREST participant ID 3RA50) by the latest time for receipt of proxy appointments specified above.

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 Computershare Investor Services PLC is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. 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(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. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

#### **5. Right to attend and vote**

Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001 and section 360B of the Companies Act 2006 (“**2006 Act**”), the Company specifies that in order to have the right to attend and vote at the General Meeting of Shareholders (and also for the purpose of calculating how many votes a shareholder entitled to attend and vote may cast) a person must be entered on the Register of Members of the Company by not later than 10.00 p.m. on 15 September 2019. Changes to entries on the Register of Members after this time shall be disregarded in determining the rights of any person to attend or vote at the General Meeting of Shareholders and the number of Ordinary Shares and/or Preference Shares on which they can vote.

#### **6. Right to ask questions**

Shareholders attending the General Meeting of Shareholders have the right to ask questions relating to the business of the General Meeting of Shareholders and the Company has the obligation to answer such questions unless to do so would fall within one of the statutory exceptions. Therefore, no answer will be given if:

- (i) it is undesirable in the interests of the Company or the good order of the General Meeting of Shareholders that the question be answered;
- (ii) to do so would unduly interfere with the preparation for the General Meeting of Shareholders or involve disclosure of confidential information; or
- (iii) the answer has already been given on a website in the form of an answer to a question.

#### **7. Nominated Persons**

Any person to whom this Notice of General Meeting is sent who is a person nominated under section 146 of the 2006 Act to enjoy information rights (a “**Nominated Person**”) may, under an agreement between them and the shareholder by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the General Meeting of Shareholders. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statement of the rights of shareholders in relation to the appointment of proxies above does not apply to Nominated Persons. The rights described in these sections can be exercised only by shareholders of the Company.

#### **8. Information about Ordinary Shares, Preference Shares and voting**

Holders of Ordinary Shares are entitled to vote on resolutions 1 to 5 (inclusive) at the General Meeting of Shareholders. Holders of Preference Shares are only entitled to vote on resolution 5 at the General Meeting of Shareholders. Votes will be taken by poll rather than on a show of hands. All votes cast at the General Meeting will be added to those that were validly lodged with the Company’s Registrar prior to the General Meeting of Shareholders.

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

#### **9. Venue arrangements**

To facilitate entry to the General Meeting of Shareholders, shareholders are requested to bring the attendance card which is attached to the form of proxy.

Mobile phones may not be used at the General Meeting of Shareholders and cameras and recording equipment are not allowed in the General Meeting of Shareholders.

## **10. Corporate representatives**

Any corporation which is a shareholder of the Company may appoint one or more corporate representatives who may exercise, on its behalf, all of its powers as a shareholder, provided that not more than one corporate representative exercises powers over the same Ordinary Share and/or Preference Share (as the case may be).

## **11. Documents on display**

The following documents will be available for inspection at the Company's registered office during normal business hours on weekdays (Saturdays, Sundays and public holidays excepted) from the date of this Notice of General Meeting of Shareholders and at the place of the General Meeting of Shareholders from 15 minutes prior to and up until the close of the General Meeting of Shareholders:

- a) the Company's articles of association;
- b) the Rules of the John Menzies plc 2019 Long Term Incentive Plan;
- c) the Rules of the John Menzies plc 2019 Transformation Incentive Plan; and
- d) the circular to shareholders of the Company dated 22 August 2019 (the "**Circular**").

## **12. Total number of Ordinary Shares and voting rights**

As at 21 August 2019, being the latest practicable date prior to the date of this Notice of General Meeting of Shareholders, the Company's issued share capital consisted of 84,451,849 Ordinary Shares (including 181,642 treasury shares) and 1,394,587 Preference Shares. For the purposes of resolution 5 that will be proposed to all Shareholders, the total number of voting rights as at that date is 85,664,794.

## **13. Copy of this Notice of General Meeting of Shareholders**

A copy of this Notice of General Meeting of Shareholders and other information required by section 311A of the 2006 Act can be found at [www.johnmenziesplc.com](http://www.johnmenziesplc.com).

## **14. Communication**

You may not use any electronic address (within the meaning of section 333(4) of the 2006 Act) provided in this Notice of General Meeting of Shareholders (or in any related documents including the form(s) of proxy and Executive Chairman's Letter, as set out in the Circular) to communicate with the Company for any purposes other than those expressly stated.

# JOHN MENZIES PLC

(Incorporated and registered in Scotland with registered number SC034970)

## NOTICE OF CLASS MEETING OF PREFERENCE SHAREHOLDERS

Notice is hereby given that a class meeting of the preference shareholders of John Menzies plc (“**Company**”) will be held at the offices of DLA Piper Scotland LLP at Collins House, Rutland Square, Edinburgh EH1 2AA at 11.15 a.m. on 17 September 2019 (“**Class Meeting**”) for the purpose of considering and, if thought fit, passing the following resolution as consent of the class of preference shareholders in the Company:

THAT, subject to the confirmation of the Court of Session, Edinburgh, the issued share capital of the Company be reduced by cancelling and repaying the issued preference shares of £1.00 each in the capital of the Company (“**Preference Shares**”), the repayment to be on such terms that each holder of Preference Shares shall receive ordinary shares of £0.25 each in the capital of the Company (“**Ordinary Shares**”) in the amount of 2 ordinary shares for every 7 Preference Shares held and so in proportion for any other number of Preference Shares and otherwise in accordance with paragraph 4 of Part I of the document of which the notice of this special resolution forms part.

*By order of the Board*

John Geddes  
Corporate Affairs Director & Group Company Secretary  
2 Lochside Avenue  
Edinburgh Park  
Edinburgh, Scotland  
EH12 9DJ

22 August 2019

### Notes:

#### 1. Transfer

If you have sold or transferred all of your preference shares of £1.00 each in the capital of the Company (“**Preference Shares**”), you should forward this document to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was made, so that they can pass them to the person who now holds the Preference Shares (as the case may be).

#### 2. Appointment of proxies

A shareholder entitled to attend, speak and vote at the Class Meeting may appoint a proxy or proxies (who need not be a shareholder of the Company) to attend, speak and vote at the Class Meeting on their behalf. A form of proxy for shareholders which may be used to make such appointment and give proxy instructions is enclosed. The appointment of a proxy will not prevent a shareholder from subsequently attending and voting at the Class Meeting in person.

A shareholder may appoint more than one proxy in relation to the Class Meeting provided that each proxy is appointed to exercise the rights attached to a different Preference Share(s) held by that shareholder. Forms of proxy must be returned to the Company’s Registrar at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, so as to be received not later than 11.15 a.m. on 15 September 2019.

#### 3. Appointment of proxies electronically

Preference Shareholders who would prefer to register the appointment of their proxy electronically via the internet can do so by visiting [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) and following the instructions provided. In order for a proxy appointment made electronically to be valid, it must be lodged on [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) and received not later than 11.15 a.m. on 15 September 2019. Any communication found to contain a computer virus will not be accepted.



#### **4. Appointment of proxies through CREST**

Alternatively, if you are a member of CREST, you may register the appointment of a proxy by using the CREST electronic proxy appointment service. Further details are given below.

CREST members who wish to appoint a proxy or proxies for the Class Meeting, including any adjournment(s) thereof, through the CREST electronic proxy appointment service, may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a 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.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 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/en/about/our-rules.html](http://www.euroclear.com/en/about/our-rules.html)). The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given for a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Computershare Investor Services PLC (CREST participant ID 3RA50) by the latest time for receipt of proxy appointments specified above.

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 Computershare Investor Services PLC is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. 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(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. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

#### **5. Right to attend and vote**

Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001 and section 360B of the Companies Act 2006 ("**2006 Act**"), the Company specifies that in order to have the right to attend and vote at the Class Meeting (and also for the purpose of calculating how many votes a person entitled to attend and vote may cast) a person must be entered on the Register of Members of the Company by not later than 10.00 p.m. on 15 September 2019. Changes to entries on the Register of Members after this time shall be disregarded in determining the rights of any person to attend or vote at the Class Meeting and the number of Preference Shares on which they can vote.

#### **6. Right to ask questions**

Preference Shareholders attending the Class Meeting have the right to ask questions relating to the business of the Class Meeting and the Company has the obligation to answer such questions unless to do so would fall within one of the statutory exceptions. Therefore, no answer will be given if:

- (i) it is undesirable in the interests of the Company or the good order of the Class Meeting that the question be answered;
- (ii) to do so would unduly interfere with the preparation for the Class Meeting or involve disclosure of confidential information; or
- (iii) the answer has already been given on a website in the form of an answer to a question.

## **7. Nominated Persons**

Any person to whom this Notice of Class Meeting is sent who is a person nominated under section 146 of the 2006 Act to enjoy information rights (a “**Nominated Person**”) may, under an agreement between them and the shareholder by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Class Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statement of the rights of shareholders in relation to the appointment of proxies above does not apply to Nominated Persons. The rights described in these sections can be exercised only by shareholders of the Company.

## **8. Information about Preference Shares and voting**

Holders of Preference Shares are entitled to vote on the class consent at the Class Meeting. Votes will be taken by poll rather than on a show of hands. All votes cast at the Class Meeting will be added to those that were validly lodged with the Company’s Registrar prior to the Class Meeting.

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

## **9. Venue arrangements**

To facilitate entry to the Class Meeting, shareholders are requested to bring the attendance card which is attached to the form of proxy.

Mobile phones may not be used at the Class Meeting and cameras and recording equipment are not allowed in the Class Meeting.

## **10. Corporate representatives**

Any corporation which is a shareholder of the Company may appoint one or more corporate representatives who may exercise, on its behalf, all of its powers as a shareholder, provided that not more than one corporate representative exercises powers over the same Preference Share.

## **11. Documents on display**

The following documents will be available for inspection at the Company’s registered office during normal business hours on weekdays (Saturdays, Sundays and public holidays excepted) from the date of this Notice of Class Meeting of Shareholders and at the place of the Class Meeting of Shareholders from 15 minutes prior to and up until the close of the Class Meeting of Shareholders:

- a) the Company’s articles of association;
- b) the Rules of the John Menzies plc 2019 Long Term Incentive Plan;
- c) the Rules of the John Menzies plc 2019 Transformation Incentive Plan; and
- d) the circular to shareholders of the Company dated 22 August 2019 (the “**Circular**”).

## **12. Total number of Preference Shares and voting rights**

As at 21 August 2019, being the latest practicable date prior to the date of this Notice of Class Meeting, the Company’s issued share capital included 1,394,587 Preference Shares. For the purposes of the class consent that will be proposed to Preference Shareholders, the total number of voting rights as at 21 August 2019 is 1,394,587.

## **13. Copy of this Notice of Class Meeting**

A copy of this Notice of Class Meeting can be found at [www.johnmenziesplc.com](http://www.johnmenziesplc.com).



**14. Communication**

You may not use any electronic address (within the meaning of section 333(4) of the 2006 Act) provided in this Notice of Class Meeting (or in any related documents including the form(s) of proxy and Executive Chairman's Letter, as set out in the Circular) to communicate with the Company for any purposes other than those expressly stated.