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PLEASE SEE THE IMPORTANT NOTICE AT THE END OF THIS ANNOUNCEMENT.

16 September 2016

## John Menzies plc

## For immediate release

Further to the announcement earlier today by John Menzies plc, a copy of the combined Class 1 circular and prospectus dated 16 September 2016 (the "Prospectus") relating to the proposed \$202m Acquisition of ASIG Holdings Ltd and ASIG Holdings Corp and fully underwritten rights issue to raise gross proceeds of approximately £75 million has been approved by the UK Listing Authority and submitted to the National Storage Mechanism and will shortly be available for inspection at www.morningstar.co.uk/uk/NSM. The Prospectus is also available on the website of John Menzies plc: http://www.johnmenziesplc.com.

The Prospectus, which contains a notice convening a General Meeting to be held at 11.00 a.m. on 11 October 2016, is being posted to shareholders today.

For further information please contact:

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#### MPORTANT NOTICE

The contents of this announcement have been prepared and issued by, and are the sole responsibility of, the Company.

This announcement is not a prospectus but an advertisement and investors should not acquire any Nil Paid Rights, Fully Paid Rights or New Ordinary Shares referred to in this announcement except on the basis of the information contained in the Prospectus. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy or completeness. This announcement cannot be relied upon for any investment contract or decision. The information in this announcement is subject to change.

A copy of the Prospectus when published will be available from the registered office of John Menzies and on John Menzies' website at www.johnmenziesplc.com provided that the Prospectus will not, subject to certain exceptions, be available (whether through the website or otherwise) to John Menzies' Shareholders in the Excluded Territories.

Neither the content of John Menzies' website nor any website accessible by hyperlinks on John Menzies' website is incorporated in, or forms part of, this announcement. The Prospectus will give further details of the New Ordinary Shares, the Nil Paid Rights and the Fully Paid Rights being offered pursuant to the Rights Issue.

This announcement is for information purposes only and is not intended to and does not constitute or form part of any offer or invitation to purchase or subscribe for, or any solicitation to purchase or subscribe for, Nil Paid Rights, Fully Paid Rights or New Ordinary Shares or to take up any entitlements to Nil Paid Rights in any jurisdiction in which such an offer or solicitation is unlawful. The information contained in this announcement is not for release, publication or distribution to persons in any of the Excluded Territories and should not be distributed, forwarded to or transmitted in or into any jurisdiction where to do so might constitute a violation of local securities laws or regulations.

This announcement does not constitute, or form part of, an offer to sell or the solicitation of an offer to purchase or subscribe for any Company securities in in the United States or in any other Excluded Territory. The Provisional Allotment Letters, the Nil Paid Rights, the Fully Paid Rights and the New Ordinary Shares have not been and will not be registered under the US Securities Act of 1933, as amended (the "Securities Act") or under any securities laws of any state or other jurisdiction of the United States, and may not be offered, sold, taken up, exercised, resold, renounced, or otherwise transferred, directly or indirectly, in or into the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States.

There will be no public offering of the Provisional Allotment Letters, the Nil Paid Rights, the Fully Paid Rights or the New Ordinary Shares in the United States or in any other Excluded Territory.

The distribution of this announcement into jurisdictions other than the United Kingdom may be restricted by law, and, therefore, persons into whose possession this announcement comes should inform themselves about and observe any such restrictions. Any failure to comply with any such restrictions may constitute a violation of the securities laws of such jurisdiction. In particular, subject to certain exceptions, this announcement, the Prospectus and the Provisional Allotment Letter should not be distributed, forwarded to or transmitted in any of the Excluded Territories.

This announcement does not constitute a recommendation concerning the Rights Issue. The price and value of securities can go down as well as up. Past performance is not a guide to future performance. The contents of this announcement are not to be construed as legal, business, financial or tax advice. Each Shareholder or prospective investor should consult his, her or its own legal adviser, business adviser, financial adviser or tax adviser for legal, financial, business or tax advice.

Numis Securities Limited ("Numis") and Shore Capital Stockbrokers Limited ("Shore Capital", and together with Numis, the "Banks") are each authorised and regulated by the FCA in the United Kingdom, are each acting solely for the Company in relation to the Rights Issue and nobody else (whether or not a recipient of this document) as a client in relation to the Proposed Acquisition, the

Rights Issue and Admission and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients nor for providing advice in relation to the Proposed Acquisition, the Rights Issue and Admission or any other matter referred to in this document.

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## Notice to investors in Switzerland

The Nil Paid Rights, the Fully Paid Rights and the New Ordinary Shares may not be publicly offered in Switzerland and will not be listed on the SIX Swiss Exchange ("SIX") or on any other stock exchange or regulated trading facility in Switzerland. This prospectus has been prepared without regard to the disclosure standards for issuance prospectuses under art. 652a of the Swiss Code of Obligations or the disclosure standards for listing prospectuses under art. 27 ff. of the SIX Listing Rules or the listing rules of any other stock exchange or regulated trading facility in Switzerland. Neither this document nor any other offering or marketing material relating to the Nil Paid Rights, the Fully Paid Rights and the New Ordinary Shares or the Rights Issue may be publicly distributed or otherwise made publicly available in Switzerland. Neither this document nor any other offering or marketing material relating to the Rights Issue, the Company, the Nil Paid Rights, the Fully Paid Rights and the New Ordinary Shares have been or will be filed with or approved by any Swiss regulatory authority. In particular, this document will not be filed with, and the offer of Nil Paid Rights, Fully Paid Rights and New Ordinary Shares will not be supervised by, the Swiss Financial Market Supervisory Authority FINMA, and the offer of Nil Paid Rights, Fully Paid Rights and New Ordinary Shares has not been, and will not be, authorised under the Swiss Federal Act on Collective Investment Schemes ("CISA"). The investor protection afforded to acquirers of interest in collective investment schemes under CISA does not extend to acquirers of Nil Paid Rights, Fully Paid Rights and New Ordinary Shares.

# **Cayman Islands Selling Restriction**

Menzies does not intend to establish a place of business or otherwise intend to conduct business in the Cayman Islands. Accordingly, Menzies should not be subject to the supervision of any Cayman Islands authority.

## **Notice to investors in the British Virgin Islands**

This prospectus has not been, and will not be, registered with the Financial Services Commission of the British Virgin Islands. No registered prospectus has been or will be prepared in respect of the Nil Paid Rights, the Fully Paid Rights and the New Ordinary Shares for the purposes of the Securities and Investment Business Act, 2010 ("SIBA") or the Public Issuers Code of the British Virgin Islands. The Nil Paid Rights, the Fully Paid Rights and the New Ordinary Shares may be offered to persons located in the British Virgin Islands who are "qualified investors" for the purposes of SIBA. Qualified investors include (i) certain entities which are regulated by the Financial Services Commission in the British Virgin Islands, including banks, insurance companies, licensees under SIBA and public, professional and private mutual funds; (ii) a company, any securities of which are listed on a recognised exchange; and (iii) persons defined as "professional investors" under SIBA, which is any person (a) whose ordinary business involves, whether for that person's own account or the account of others, the acquisition or disposal of property of the same kind as the property, or a substantial part of the property of the Company; or (b) who has signed a declaration that he, whether individually or jointly with his spouse, has net worth in excess of \$1.0 million and that he consents to being treated as a professional investor.