

17 September 2019

John Menzies plc

("Menzies" or the "Company")

Results of General Meeting and Class Meeting

Further to the circular posted by the Company on 22 August 2019 (the "Circular"), the Board of Menzies is pleased to announce that the Resolutions proposed at the General Meeting of Shareholders held on 17 September 2019 and seeking: approval of the proposed new Directors' Remuneration Policy (Resolution 1); approval of the proposed new 2019 LTIP (Resolution 2); approval of the proposed new 2019 TIP (Resolution 3); authority to allot shares for the purpose of the Cancellation and Repayment (Resolution 4); and approval of the Cancellation and Repayment (Resolution 5), were duly passed by the relevant Shareholders. Resolutions 1 to 4 were passed as ordinary resolutions and Resolution 5 was passed as a special resolution.

The Company is disappointed to announce that the Resolution proposed at the Class Meeting of Preference Shareholders held on 17 September 2019, seeking approval of the Cancellation and Repayment, was not passed by the Preference Shareholders. As a result, the necessary consents for the Cancellation and Repayment have not been obtained and therefore the Cancellation and Repayment cannot proceed at the present time. The Resolution proposed to the Class Meeting of Preference Shareholders was a special resolution and therefore required a positive vote of 75% or greater to be passed.

Words and phrases used, but not defined, in this announcement shall have the same meaning as in the Circular.

Total votes received for each ordinary and special resolution proposed at the General Meeting of Shareholder were as follows:

| RESOLUTION | *VOTES FOR | %AGE | VOTES AGAINST | %AGE | VOTES TOTAL | **%AGE OF ISC VOTED | ***VOTES WITHHELD |
|--|-------------------|-------------|----------------------|-------------|--------------------|----------------------------|--------------------------|
| Shareholders | | | | | | | |
| 1. Approve the proposed new Directors' Remuneration Policy | 47,254,089 | 82.98 | 9,690,558 | 17.02 | 56,944,647 | 67.57% | 13,196 |
| 2. Approve the proposed new 2019 LTIP | 56,749,575 | 99.74 | 149,638 | 0.26 | 56,899,213 | 67.52% | 12,271 |
| 3. Approve the proposed new 2019 TIP | 48,192,291 | 85.14 | 8,412,249 | 14.86 | 56,604,540 | 67.17% | 353,303 |
| 4. Authority to allot shares for the purpose of the Cancellation and Repayment | 56,927,378 | 99.97 | 15,975 | 0.03 | 56,943,353 | 67.57% | 14,490 |
| 5. ****Approve the Cancellation and Repayment | 57,372,347 | 99.12 | 510,727 | 0.88 | 57,883,074 | 67.57% | 15,688 |

Total votes received for the special resolution proposed at the Class Meeting of Preference Shareholders was as follows:

| CLASS CONSENT RESOLUTION | *VOTES FOR | %AGE | VOTES AGAINST | %AGE | VOTES TOTAL | %AGE OF ISC VOTED | ***VOTES WITHHELD |
|--|-------------------|-------------|----------------------|-------------|--------------------|--------------------------|--------------------------|
| Preference Shareholders | | | | | | | |
| Approve the Cancellation and Repayment | 684,229 | 63.60 | 391,632 | 36.40 | 1,075,861 | 77.15% | 3 |

* The votes of any proxy giving the Chairman discretion how to vote have been included in the votes For a Resolution.

** The total number of Ordinary Shares in issue (excluding treasury shares) and eligible to be voted on at the General Meeting of Shareholders on Resolutions 1 to 4 was 84,270,207. The total number of Ordinary Shares and Preference Shares in issue (excluding treasury shares) and eligible to be voted on at the General Meeting of Shareholders on Resolution 5 was 85,664,794. The total number of Preference Shares in issue (excluding treasury shares) and eligible to be voted on at the Class

Meeting of Preference Shareholders was 1,394,587. The Company notes that a significant number of votes were cast against the Resolution proposed to the Class Meeting of Preference Shareholders and will undertake a detailed review of any feedback received on this Resolution to ensure it fully understands the reasons behind the voting result. The Board takes seriously its responsibilities to represent the interests of Shareholders and to uphold the highest standards of corporate governance and is open to constructive dialogue with Shareholders and shareholder bodies. Accordingly, it will continue to engage with Preference Shareholders over the coming months in respect of the votes received against this Resolution. Further, in line with the provisions of the 2018 UK Corporate Governance Code, we will provide an update on the views received from Preference Shareholders on these issues and actions taken in response no later than in six months' time.

*** A vote withheld is not a vote in law and is not counted in the calculation of percentage of votes For or Against a Resolution.

**** Preference Shareholders were not entitled to vote on any other Resolution proposed at the General Meeting of Shareholders.

In accordance with Listing Rule 9.6.2R, a copy of all Resolutions, other than Resolutions concerning ordinary business, will be submitted to the National Storage Mechanism and will shortly be available for inspection at www.morningstar.co.uk/uk/NSM

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