



Terms of Reference:
Strategic Committee
Adopted July 2019

1. Purpose

- 1.1. The Board of Directors of John Menzies plc has established a committee known as the Strategic Committee.
- 1.2. The primary purpose of the Committee is to assist the Board in monitoring the delivery of the Group's strategy and structure. Accordingly, the Committee shall evaluate all future key strategic decisions, including significant capital investments and any potential merger, disposal and acquisition activity.

2. Membership

- 2.1. Members of the Committee shall be appointed by the Board in consultation with the Chairman of the Committee. Unless otherwise determined by the Board, the Committee shall consist of a minimum of three (3) directors, a majority of whom shall be Non-Executive Directors.
- 2.2. The Chairman of the Committee shall be appointed by the Board and shall be either the Chairman of the Board or a Non-Executive Director. In the absence of the Chairman of the Committee, the members present at any Committee meeting shall elect one of their number to chair the meeting.
- 2.3. Appointments to the Committee shall be for an initial period of three (3) years, following which membership may be extended for a further three (3) year term. In the absence of exceptional circumstances, Committee appointments shall be for a maximum of three three (3) year terms.

3. Secretary

The Group Company Secretary (or such other person as is nominated by them from time to time) shall act as Secretary to the Committee. The Secretary shall ensure that, in advance of any Committee meeting, the Committee members receive such information and papers to allow them to ably discharge their duties and enable full and proper consideration of the issues tabled.

4. Meetings and Attendance

- 4.1. The Committee shall meet at least six (6) times per annum, or as otherwise required or determined by the Board.
- 4.2. The quorum necessary for the transaction of Committee business shall be three (3) members one of whom must be the Chairman of the Committee. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the duties and responsibilities exercisable by the Committee.
- 4.3. Meetings of the Committee shall be called by the Secretary at the request of any of its members and/or the Board.
- 4.4. Unless otherwise agreed by the members of the Committee, notice of a Committee meeting shall be forwarded to each Committee member no later than five (5) working days before the date of a meeting, such notice confirming the venue (if appropriate), date and time of the meeting, together with an agenda of the items to be discussed. Supporting

papers shall be sent to Committee members and to other attendees, as appropriate, at the same time.

- 4.5. Only members of the Committee have the right to attend Committee meetings, although other individuals may be invited to attend all or part of any Committee meeting as and when deemed appropriate.

5. Minutes of Meetings

- 5.1. The Secretary shall minute the proceedings and decisions of all Committee meetings, including recording the names of those present and in attendance.
- 5.2. The Secretary shall circulate the minutes of Committee meetings promptly to all members of the Committee and, once agreed, to all members of the Board.

6. Duties and Responsibilities

- 6.1. The Committee shall carry out the duties and discharge the responsibilities below for both the Company and, as appropriate, the Group as a whole.
- 6.2. The Committee shall be responsible for:
 - 6.2.1. considering and reviewing (and, where it thinks appropriate, recommending to the Board) all potential acquisitions and disposals of any business or business unit or significant asset by any member of the Group which may be contemplated by the Group as well as any proposed merger, joint venture, profit sharing or similar transaction involving any member of the Group;
 - 6.2.2. the review of key strategic projects;
 - 6.2.3. the review of industry developments surrounding merger and acquisition activity in the Aviation sector; and
 - 6.2.4. the review of major organic ventures requiring significant capital expenditure.
- 6.3. The Committee's other duties shall include oversight of:
 - 6.3.1. Group strategy that feeds into the Group's strategic planning; and
 - 6.3.2. any diversification into new products or markets.

7. Reporting Responsibilities

- 7.1. Following each Committee meeting, the Chairman of the Committee shall provide a formal update to the Board on its proceedings and all matters falling within the scope of its duties and responsibilities.
- 7.2. The Committee shall make whatever recommendations to the Board it deems appropriate in respect of any area within its remit where action or improvement is needed.
- 7.3. A formal report on the Committee's activities and how the Committee has discharged its duties and responsibilities shall be included in the Company's Annual Report and Accounts. This shall include:

- 7.3.1. details of the Committee's membership, number of meetings held and attendance over the course of the year;
- 7.3.2. a summary of the role and work of the Committee, including the principal issues that the Committee considered relating to key strategic decisions, significant capital investments and potential merger, disposal and acquisition activities; and
- 7.3.3. any other material issues on which the Board has requested the Committee's consideration.

7.4. The Chairman of the Committee shall be required to attend the Company's annual general meeting prepared to respond to any shareholder questions on the Committee's activities.

7.5. The Committee's Terms of Reference shall be made available on the Company's website.

8. Other Matters

The Committee shall:

- 8.1. have access to sufficient resources in order to ably perform its duties and discharge its responsibilities, including access to the Group Company Secretary for assistance as required;
- 8.2. oversee any investigation of activities that falls within the scope of its Terms of Reference; and
- 8.3. at least annually, review its own performance, constitution and Terms of Reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

9. Authority

The Committee shall be authorised to:

- 9.1. seek any information it requires from any Group employee in order to ably perform its duties and discharge its responsibilities;
- 9.2. obtain, at the Company's expense, outside legal or other professional advice on any matter that falls within the scope of its Terms of Reference; and
- 9.3. call any Group employee to attend any Committee meeting as and when required.