



RNS Statement re Possible Offer

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FOR IMMEDIATE RELEASE

10 February 2022

Statement Regarding Possible Offer for John Menzies PLC

NAS Holding for Company's Business Management (Holdco) S.P.C. ("National Aviation Services" or "NAS") notes the announcement made by John Menzies PLC ("Menzies") on 9 February 2022 and confirms that it has made two proposals to Menzies:

- The first proposal was made on 17 January 2022 regarding a possible cash offer to acquire the entire issued and to be issued share capital of Menzies at an offer price of 460 pence per share. This proposal was rejected by the Board of Menzies on 26 January 2022.
- The second proposal, also rejected by the Board of Menzies, was made on 2 February 2022 regarding an improved possible cash offer at 510 pence per share, representing a premium of approximately:
 - 76% to Menzies' closing share price of 290 pence per share on 2 February 2022; and
 - 68% to Menzies' 30-day volume weighted average share price of 304 pence for the period ended 2 February 2022.

As one of the industry's fastest growing aviation services providers, with a presence in more than 55 airports across the Middle East, Africa and South Asia, NAS has a strong understanding of the dynamics of the aviation sector and the opportunities and challenges ahead as the sector recovers from the pandemic.

NAS is part of the Agility Public Warehousing Company KSCP group ("Agility"), which, over the past 20 years, has been one of the largest investors in the logistics sector globally. Agility, listed on the Kuwait Stock Exchange, is a global player and a pioneer in emerging markets through diversified logistics activities and technological ventures.

NAS and Agility are strategic investors that take a financially disciplined approach to investments and acquisitions. In formulating its proposals, NAS and its advisors have considered publicly available information in detail, including Menzies' performance before the pandemic, recent cost reduction measures, contract renewals and new business wins. In addition, NAS and its advisors have taken into account the company's debt levels, debt service obligations and ability to generate free cash flows and distribute profits to its shareholders, particularly in light of the investments required to remain competitive and grow the business.

NAS believes that its improved possible cash offer at 510 pence per share represents a compelling opportunity for shareholders to realise full value for their investment in cash.

Menzies and NAS share highly complementary geographical footprints and product portfolios, with minimal overlap. NAS places importance on Menzies' Scottish heritage, its enviable brand, and its long-standing operational excellence across the globe. A combination with NAS would bring greater geographical diversification to Menzies, forging deeper relationships with the combined customer base. NAS believes that a combination of both businesses would equip the combined entity with the scale and resources necessary to serve a broader customer base globally, and capitalise on growth opportunities as the aviation industry emerges from the pandemic.

Hassan El-Houry, Group Chief Executive Officer of NAS commented:

"We have made an attractive offer that we urge Menzies' shareholders to consider carefully. Our offer represents a 76% premium over Menzies' share price just over a week ago.

In our view, the fundamentals of Menzies and of the industry as a whole are unlikely to change substantially, notwithstanding cost-cutting measures by Menzies. Let's be clear: even as air travel recovers, airlines will look to contain costs with their airport service providers.

NAS is a disciplined investor with a proven track record of growth, even throughout the COVID-19 pandemic that has largely decimated the industry. We are one of the fastest growing and most successful airport services companies in emerging markets, with an experienced leadership team."

Pursuant to Rule 2.5 of the Code, NAS reserves the right to introduce other forms of consideration and/or vary the mix or composition of consideration of any offer and vary the transaction structure. NAS also reserves the right to amend the terms of any offer (including making the offer at a lower value):

- a) with the recommendation or consent of the Menzies Board;
- b) if Menzies announces, declares or pays any dividend or any other distribution or return of value to shareholders after the date of this announcement, in which case NAS reserves the right to make an equivalent reduction to the terms of its proposal;
- c) following the announcement by Menzies of a whitewash transaction pursuant to the Code; or
- d) if a third party announces a firm intention to make an offer for Menzies at a lower price than referred to above.

In accordance with Rule 2.6(a) of the Code, NAS must, by not later than 5.00 p.m. (London time) on 9 March 2022, either announce a firm intention to make an offer for Menzies in accordance with Rule 2.7 of the Code or announce that it does not intend to make an offer for Menzies, in which case the announcement will be treated as a statement to which Rule 2.8 of the Code applies.

This deadline will be extended only with the consent of Menzies and the Takeover Panel in accordance with Rule 2.6(c) of the Code.

A further statement will be made as appropriate.

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Barclays Bank PLC, acting through its Investment Bank ("Barclays"), which is authorised by the Prudential Regulation Authority and regulated in the United Kingdom by the Financial Conduct Authority and the Prudential Regulation Authority, is acting exclusively for NAS and no one else in connection with NAS's evaluation of Menzies and will not be responsible to anyone other than NAS for providing the protections afforded to clients of Barclays nor for providing advice in relation to a possible offer or any other matter referred to in this announcement.

In accordance with the Code, normal United Kingdom market practice and Rule 14e-5(b) of the Exchange Act, Barclays and its affiliates will continue to act as exempt principal trader in Menzies securities on the London Stock Exchange. These purchases and activities by exempt principal traders which are required to be made public in the United Kingdom pursuant to the Code will be reported to a Regulatory Information Service and will be available on the London Stock Exchange website at www.londonstockexchange.com. This information will also be publicly disclosed in the United States to the extent that such information is made public in the United Kingdom.

In accordance with Rule 26.1 of the Code, a copy of this announcement will be available at <https://www.nas.aero/>, by no later than 12 noon (London time) on 11 February 2022. The content of the website referred to in this announcement is not incorporated into and does not form part of this announcement.

This announcement is not intended to, and does not, constitute an offer to sell, or the solicitation of an offer to subscribe to buy or an invitation to purchase or subscribe for any securities or the solicitation of any vote in any jurisdiction.

The release, publication or distribution of this announcement in jurisdictions outside the United Kingdom may be restricted by law and therefore persons into whose possession this announcement comes should inform themselves about, and observe such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities law of any such jurisdiction.

About National Aviation Services and Agility Public Warehousing Co.

Founded in 2003, National Aviation Services is a Kuwait-based airport services and ground handling company present in more than 55 airports in the Middle East, Africa, and South Asia. NAS serves seven of the world's top ten airlines, and manages more than 50 airport lounges. In the financial year 2019, NAS delivered EBIT of \$31 million. NAS is owned and backed by Agility, a global player and a pioneer in emerging markets through diversified logistics activities and technological ventures. Agility is listed on the Kuwait Stock Exchange.

Disclosure requirements of the Code

Under Rule 8.3(a) of the Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

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