

John Menzies plc

(the "Company")

Attendance Card

Please bring this card with you to the Ordinary Share Court Meeting

Additional Holders:

The Ordinary Share Court Meeting of John Menzies plc will be held on 1 June 2022 at 10.00 am at the offices of DLA Piper Scotland LLP at Collins House, Rutland Square, Edinburgh, EH1 2AA

Details can also be found on our website:
www.menziesaviation.com/investor-centre

Shareholder Reference Number:

Please detach this portion before posting this Form of Proxy

Form of Proxy – Ordinary Share Court Meeting to be held at 10.00 am on Wednesday 1 June 2022



Cast your Proxy online 24/7...It's fast, easy and secure!
www.investorcentre.co.uk/eproxy

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown above and agree to certain terms and conditions. You can view the Notice of Court Meeting online at: menziesaviation.com.

Control Number: 917846

SRN:

PIN:



Register at www.investorcentre.co.uk - elect for electronic communications & manage your shareholding online!

To be effective, all proxy appointments must be lodged with Computershare Investor Services PLC (the "Registrars") at: Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 10.00 am on 30 May 2022.

Explanatory Notes:

- Full details of the resolution to be proposed at the Ordinary Share Court Meeting, with explanatory notes, are set out in the shareholder circular made available to members of the Company on 27 April 2022. All capitalized but undefined terms in this Form of Proxy and these Explanatory Notes shall have the meaning as set out in that shareholder circular.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the register of members of the Company at 30 May 2022 at 6.00 p.m. (or, if the meeting is adjourned, at 6.00 p.m. on the date which is not later than 48 hours (excluding any part of a day that is not a working day) prior to the date set for the adjourned meeting). Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- Every member of the Company entitled to attend and vote at the Ordinary Share Court Meeting may vote in person at such meeting or they may appoint another person or persons of their choice, who need not be a shareholder, as his or her proxy to exercise all or any of his or her rights, to attend, speak and vote on their behalf at the meeting. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box on the reverse hereof the number of shares in relation to which the proxy is authorised to act as your proxy. If left blank, the proxy will be deemed to be appointed in respect of your full voting entitlement. **Ordinary Share Scheme Shareholders are encouraged to appoint the Chair of the meeting as proxy who will ensure that their vote is counted.**
- The completion and return of this Form of Proxy (or voting instruction electronically, through CREST or by any other procedure described in the Scheme Document) will not prevent you from attending, asking questions and voting at the Ordinary Share Court Meeting in person if you are entitled to and wish to do so.
- To be valid, this Form of Proxy must be returned so as to be received by the Registrars at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom no later than 10.00 am on 30 May 2022 (or in the case of an adjourned meeting not later than 48 hours (excluding any part of the day which is not a working day) prior to the time and date set for the adjourned meeting).
- To appoint the proxy more than once in respect of a different share or shares, an additional Form of Proxy may be obtained by contacting the Registrar's helpline on +44 (0) 370 703 6303 or you may photocopy this Form of Proxy. Please indicate in the box on the reverse the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All Forms of Proxy must be signed and should be returned together in the same envelope (if possible).
- Please indicate by signing in the boxes overleaf to show how you wish your vote to be cast. If you sign in more than one box, this Form of Proxy will be invalid. If returned without an indication as to how the proxy shall vote on any particular matter, this Form of Proxy will be invalid. Unless otherwise instructed, the proxy will exercise his/her discretion as to any other business (including amendments to the Scheme and any procedural matters, including any resolution to adjourn) which may come before the Ordinary Share Court Meeting.
- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours (excluding any part of a day that is not a working day) before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001. You may also appoint a proxy electronically by logging on to www.investorcentre.co.uk/eproxy.
- As an alternative to appointing a proxy, any Ordinary Share Scheme Shareholder which is a corporation may appoint one or more corporate representatives who may exercise on its behalf all its powers as a member, provided that if two or more corporate representatives purport to vote in respect of the same shares, if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way, and in other cases the power is treated as not exercised.
- This Form of Proxy must be signed in order to be valid. Any alterations made to this Form of Proxy should be initialed.
- In the case of joint holders of a share the vote of the senior who tenders a vote shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.
- If you have any questions relating to this Form of Proxy, please ring the Registrars helpline on +44 (0) 370 703 6303. This helpline cannot provide advice on the merits of the Scheme nor give any financial, legal or taxation advice.
- The above is how your address appears on the Company's Register of Members. If this information is incorrect please ring the Registrar's helpline on 0370 703 6303 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service.

Kindly Note: This Form of Proxy is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised Form of Proxy is not transferable between different (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare accept no liability for any instruction that does not comply with these conditions.

All Named Holders

John Menzies plc

(the "Company")

Attendance Card

Please bring this card with you to the Ordinary Share General Meeting

Additional Holders:

The Ordinary Share General Meeting of the Company will be held at DLA Piper Scotland LLP, Collins House, Rutland Square, Edinburgh, EH1 2AA on Wednesday 1 June 2022 at 10.15 am

Details can also be found on our website:
www.menziesaviation.com/investor-centre

Shareholder Reference Number:

Please detach this portion before posting this Form of Proxy

Form of Proxy – Ordinary Share General Meeting to be held at 10.15 am on Wednesday 1 June 2022



Cast your Proxy online 24/7...It's fast, easy and secure!
www.investorcentre.co.uk/eproxy

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown above and agree to certain terms and conditions. You can view the Notice of General Meeting online at: menziesaviation.com.

Control Number: 917845

SRN:

PIN:



Register at www.investorcentre.co.uk - elect for electronic communications & manage your shareholding online!

To be effective, all proxy appointments must be lodged with Computershare Investor Services PLC (the "Registrars") at: Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 10.15 am on 30 May 2022.

Explanatory Notes:

- Every shareholder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as their proxy to exercise all or any of their rights, to attend, speak and vote on their behalf at the Ordinary Share General Meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to your proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy should vote on any particular matter, the proxy will exercise their discretion as to whether, and if so how, they vote (or if this yellow Form of Proxy has been issued in respect of a designated account for a shareholder, the proxy will exercise their discretion as to whether, and if so how, they vote).
- To appoint more than one proxy, additional Form(s) of Proxy may be obtained by contacting the Registrar's helpline on 0370 703 6303 or you may photocopy this Form of Proxy. Please indicate in the box next to your proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All Forms of Proxy must be signed and should be returned together in the same envelope.
- The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the register of members of the Company at 30 May 2022 at 6.00 p.m. (or, if the meeting is adjourned, at 6.00 p.m. on the date which is not later than 48 hours (excluding any part of a day that is not a working day) prior to the date set for the adjourned meeting). Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the Ordinary Share General Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- The above is how your address appears on the Company's Register of Members. If this information is incorrect please ring the Registrar's helpline on 0370 703 6303 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service.
- Any alterations made to this Form of Proxy should be initialed.
- The completion and return of this Form of Proxy will not preclude a shareholder from attending the Ordinary Share General Meeting and voting in person.

Kindly Note: This Form of Proxy is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised Form of Proxy is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

All Named Holders

Please detach this portion before returning the form to the registrar

Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chairman.
Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).

*

I/We hereby appoint the Chairman of the meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the Ordinary Share General Meeting of John Menzies plc to be held at **DLA Piper Scotland LLP, Collins House, Rutland Square, Edinburgh, EH1 2AA on Wednesday 1 June 2022 at 10.15 am**, and at any adjourned meeting.

* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a black pen. Mark with an X inside the box as shown in this example.

Special Resolutions

- 1 For the purpose of giving effect to the scheme of arrangement, to authorise the directors of the Company to take all necessary and appropriate action to effect the Ordinary Share Scheme
- 2 To amend the articles of association of the Company
- 3 (a) to cancel the admission of the ordinary shares to trading on the London Stock Exchange Main Market;
(b) to re-register the Company as a private limited company; and
(c) to amend the articles of association in accordance with such re-registration as a private limited company

	For	Against	Vote Withheld
1	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/We instruct my/our proxy as indicated on this Form of Proxy. Unless otherwise instructed the proxy may vote as they see fit or abstain in relation to any business of the meeting.

Signature:

Date:

In the case of a corporation, this Form of Proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director or secretary).

EXT 1275 16 J M Z

Please detach this portion before returning the form to the registrar

Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chair of the Ordinary share Court Meeting as your proxy.
Please leave this box blank if you want to select the Chair.

Do not insert your own name(s).

I/We hereby appoint the Chair of the Ordinary Share Court Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the Ordinary Share Court Meeting of John Menzies plc at the offices of **DLA Piper Scotland LLP at Collins House, Rutland Square, Edinburgh, EH1 2AA on 1 June 2022 at 10.00 am**, and at any adjourned meeting.

**For the appointment of more than one proxy, please refer to Explanatory Note 6 (see front) and enter the number of shares in respect of which the proxy is appointed in the box below.

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Number of shares over which the proxy is appointed.

P341/22

In the Court of Session of Scotland, in the Petition of John Menzies plc for Sanction of a Scheme of Arrangement pursuant to Part 26 of the Companies Act 2006.

If you wish to vote to confirm the approval of the Scheme, sign in the box marked 'FOR the Scheme', or if you do not wish to vote to confirm the approval of the Scheme, sign in the box marked 'AGAINST the Scheme'.

PLEASE SIGN IN ONLY ONE OF THE BOXES BELOW. THE FORM MUST BE SIGNED IN ORDER TO BE VALID. HOWEVER, IF YOU SIGN MORE THAN ONE BOX THIS FORM OF PROXY WILL BE INVALID.

FOR the Scheme
Signed

AGAINST the Scheme
Signed

I/We instruct my/our proxy as indicated on this Form of Proxy. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting other than the resolution to approve the Ordinary Share Scheme which may come before the Ordinary Share Court Meeting.

Signature:

Date:

In the case of a corporation, this Form of Proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

EXT 1273 18 J M Z