



Notice of Annual General Meeting

This document is important and requires your immediate attention. If you are in any doubt about what action you should take you are recommended to consult your independent financial adviser authorised under the Financial Services and Markets Act 2000 or, if outside the United Kingdom, another appropriately authorised financial adviser. If you have sold or transferred all of your ordinary shares in John Menzies plc, you should forward this document (but not the personalised form of proxy) to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

We strongly encourage shareholders to vote on the relevant resolutions online or by appointing the Chairman of the meeting as their proxy in advance of the meeting. This will ensure that your vote will be counted even if attendance at the meeting is restricted or you or any other person appointed as a proxy are unable to attend. Details of: (i) how to return the proxy appointment and timing of return; and (ii) electronic voting arrangements can be found on pages 7 to 11 of this Notice of Annual General Meeting. Any shareholder questions can be sent to investor.relations@menziesaviation.com in advance of the meeting.

Notice is hereby given that the Annual General Meeting of John Menzies plc (“**Company**”) will be held at the registered office of the Company, 2 Lochside Avenue, Edinburgh Park, Edinburgh, EH12 9DJ on **Thursday 23 June 2022 at 11:00 am** (the “**2022 Annual General Meeting**”) to transact the following business:

Ordinary Resolutions

To consider and, if thought fit, pass Resolutions 1-13, each of which will be proposed as an ordinary resolution:

1. Report and Accounts

To receive the Annual Accounts of the Company for the financial year ended 31 December 2021, the Strategic Report and the Reports of the Directors and Auditor thereon.

2. Remuneration Report

To approve the Report on Directors’ Remuneration (excluding the Directors’ Remuneration Policy) as set out in the Annual Report and Accounts for the financial year ended 31 December 2021.

3–10. Re-election of Directors

3. To re-elect Paul Baines as a director of the Company.
4. To re-elect David Garman as a director of the Company.
5. To re-elect John Geddes as a director of the Company.
6. To re-elect Alvaro Gomez-Reino as a director of the Company.
7. To re-elect Philipp Joeinig as a director of the Company.
8. To re-elect Christian Kappelhoff-Wulff as a director of the Company.
9. To elect Henrik Lund as a director of the Company.
10. To re-elect Silla Maizey as a director of the Company.

11. Re-appointment of auditor

To re-appoint Ernst & Young LLP as the Company's auditor to hold office from the conclusion of this 2022 Annual General Meeting until the conclusion of the next general meeting at which Annual Accounts are laid before the Company.

12. Remuneration of auditor

To authorise the directors of the Company to fix the remuneration of the Company's auditor.

13. Authority to allot shares

That the directors of the Company (the "**Directors**") be and are hereby generally and unconditionally authorised, pursuant to section 551 of the Companies Act 2006 (the "**2006 Act**"), to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company, such rights and shares together being 'relevant securities':

- a) otherwise than pursuant to paragraph (b) below, up to an aggregate nominal amount of £7,660,476 (such amount to be reduced by the aggregate nominal amount of any equity securities (as defined by section 560 of the 2006 Act) allotted under paragraph (b) below in excess of £7,660,476); and
- b) comprising equity securities up to an aggregate nominal amount of £15,320,952 (such amount to be reduced by the nominal amount of any relevant securities allotted under paragraph (a) above) in connection with an offer by way of a rights issue to: (i) holders of ordinary shares in the capital of the Company in proportion (as nearly as may be practicable) to their respective holdings; and (ii) holders of equity securities in the capital of the Company as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements, record dates, legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depository receipts or any other matter;

and provided that (unless previously renewed, varied or revoked) this authority shall expire at the conclusion of the next annual general meeting of the Company or, if earlier, at the close of business on 30 June 2023 save that, in each case, the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require relevant securities to be allotted after such expiry and the Directors shall be entitled to allot relevant securities pursuant to any such offer or agreement as if the authority conferred hereby had not expired. This authority is in substitution for and to the exclusion of all unexercised existing authorities previously granted to the Directors under the 2006 Act but without prejudice to any allotment of shares or grants of rights already made, offered or agreed to be made pursuant to such authorities.

Special Resolutions

To consider, and if thought fit, pass Resolutions 14-18, each of which will be proposed as a special resolution.

14. Authority to Disapply Pre-Emption Rights

That, subject to the passing of Resolution 13 (the "**Section 551 Resolution**"), the Directors of the Company be and are hereby empowered pursuant to section 570 and section 573 of the Companies Act 2006 (the "**2006 Act**") to allot equity securities (within the meaning of sections 560 of the 2006 Act) for cash either pursuant to the authority conferred by the Section 551 Resolution or by way of a sale of treasury shares as if section 561(1) of the 2006 Act did not apply to any such allotment provided that this power shall be limited to:

- a) the allotment of equity securities or sale of treasury shares in connection with an offer or issue of equity securities (but, in the case of an allotment pursuant to the authority granted under paragraph (b) of the Section 551 Resolution, such power shall be limited to the allotment of equity securities in connection with a rights issue only) to: (i) the holders of ordinary shares in the capital of the Company, in proportion (as nearly as may be practicable) to their respective holdings of ordinary shares at such record date(s) as the Directors may determine; and (ii) the holders of equity securities in the capital of the Company as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements, record dates, legal or practical problems arising under the laws of any overseas territory or the requirements of any

regulatory body or stock exchange or by virtue of shares being represented by depository receipts or any other matter; and

- b) the allotment pursuant to the authority granted by paragraph (a) of the Section 551 Resolution of equity securities or sale of treasury shares (otherwise than pursuant to paragraph (a) of this Resolution 14) to any person or persons up to an aggregate nominal amount of £1,149,071;

and provided that (unless previously renewed, varied or revoked) this power shall expire upon the expiry of the general authority conferred by Resolution 13 above, save that, in each case, the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

15. Further authority to disapply pre-emption rights

That, subject to the passing of the Resolution 13 (the "**Section 551 Resolution**"), and in addition to the authority conferred by Resolution 14 above, the Directors be and are hereby empowered pursuant to section 570 and section 573 of the Companies Act 2006 (the "**2006 Act**") to allot equity securities (within the meaning of sections 560(1)-(3) of the 2006 Act) for cash either pursuant to the authority conferred by the Section 551 Resolution or by way of a sale of treasury shares as if section 561(1) of the 2006 Act did not apply to any such allotment provided that this power shall be:

- a) limited to the allotment to any person or persons of equity securities or sale of treasury shares up to an aggregate nominal amount of £1,149,071; and
- b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice, and provided that (unless previously renewed, varied or revoked) this power shall expire upon expiry of the general authority conferred by Resolution 13 above, save that, in each case, the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

16. Purchase of own ordinary shares by the Company

That the Company be and is hereby authorised pursuant to section 701 of the Companies Act 2006 (the "**2006 Act**") to make market purchases (within the meaning of section 693(4) of the 2006 Act) of its own ordinary shares of 25p each ("**Ordinary Shares**"), on such terms and in such manner as the directors of the Company may from time to time determine, provided that:

- a) the maximum number of Ordinary Shares hereby authorised to be purchased is 9,192,571, representing approximately 10% of the issued ordinary share capital of the Company as at 13 May 2022;
- b) the maximum price which may be paid for each such Ordinary Share under this authority shall be the higher of:
 - i. an amount equal to 105% of the average of the middle market quotations for any such Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately prior to the date of conclusion of the contract for any such purchase; and
 - ii. an amount equal to the higher of the price of the last independent trade and the highest current independent bid for an Ordinary Share on the trading venues where the market purchases by the Company pursuant to the authority conferred by this Resolution 16 will be carried out,

and the minimum price which may be paid for any such Ordinary Share is 25p, in each case exclusive of the expenses of purchase (if any) payable by the Company; and

- c) the authority hereby conferred shall expire (unless previously renewed, varied or revoked) at the conclusion of the next annual general meeting of the Company or, if earlier, at the close of business on 30 June 2023 except in relation to the purchase of Ordinary Shares for which a contract was concluded before the authority expired and which might or will be executed wholly or partly after its expiration and the Company may make such a purchase in pursuance of such contract as if the authority hereby conferred had not expired.

17. Purchase of own preference shares by the Company

That the Company be and is hereby authorised pursuant to section 701 of the Companies Act 2006 (the "**2006 Act**") to make market purchases (within the meaning of section 693(4) of the 2006 Act) of its own 9% cumulative preference shares of £1 each ("**Preference Shares**"), on such terms and in such manner as the directors of the Company may from time to time determine, provided that:

- a) the maximum number of Preference Shares hereby authorised to be purchased is 1,394,587, representing 100% of the issued preference share capital of the Company as at 13 May 2022;
- b) the maximum price which may be paid for each such Preference Share under this authority shall be the higher of:
 - i. an amount equal to 110% of the average of the middle market quotations for any such Preference Share as derived from the London Stock Exchange Daily Official List for the five business days immediately prior to the date of conclusion of the contract for any such purchase; and
 - ii. an amount equal to the higher of the price of the last independent trade and the highest current independent bid for a Preference Share on the trading venues where the market purchases by the Company pursuant to the authority conferred by this Resolution 17 will be carried out, and the minimum price which may be paid for any such Preference Share is £1, in each case exclusive of the expenses of purchase (if any) payable by the Company; and
- c) the authority hereby conferred shall expire (unless previously renewed, varied or revoked) at the conclusion of the next annual general meeting of the Company or, if earlier, at the close of business on 30 June 2023, except in relation to the purchase of Preference Shares for which a contract was concluded before the authority expired and which might or will be executed wholly or partly after its expiration and the Company may make such a purchase in pursuance of such contract as if the authority hereby conferred had not expired.

18. Length of notice of meeting

That a general meeting (other than an annual general meeting) may be called on not less than 14 clear days' notice, provided that the authority for this Resolution 18 shall expire at the conclusion of the next annual general meeting of the Company.

Approved and issued by the Board of Directors.
On behalf of the Board of Directors



John Geddes
Corporate Affairs Director & Group Company Secretary

13 May 2022

Registered office:

2 Lochside Avenue

Edinburgh Park

Edinburgh EH12 9DJ

Registered in Scotland with
Company number: SC34970

Explanatory Notes

The following information provides additional background information to several of the proposed Resolutions:

Resolution 2: Remuneration Report

In accordance with the provisions of the Companies Act 2006 (the "**2006 Act**"), the Company's Report on Directors' Remuneration (excluding the Directors' Remuneration Policy (the "**Remuneration Policy**")) will be put to an annual shareholder vote by ordinary resolution. This vote is advisory in nature and is in respect of the overall remuneration package which is in place for the directors of the Company ("the **Directors**") – it is not specific to individual levels of remuneration nor is the entitlement of a Director to remuneration conditional on the vote being passed. The Remuneration Policy is, however, subject to a binding shareholder vote by ordinary resolution at least every three years. A new Remuneration Policy was proposed and approved at a general meeting of the Company held on 17 September 2019, further details of which are set out on the Company's website: <https://menziesaviation.com/investor-centre/corporate-governance>. The Company cannot make a remuneration payment to a current or prospective Director or a payment for loss of office to a current or past Director unless such payment is consistent with the Remuneration Policy or has been approved by a resolution of the Company's shareholders.

Resolutions 3–10: Re-election of Directors

Biographical details of the Directors to be re-elected at the 2022 Annual General Meeting can be found on pages 76 and 77 of the Annual Report and Accounts 2021 made available to shareholders on 8 April 2022 and available on the Company's website: <https://menziesaviation.com/investor-centre/corporate-governance>. In accordance with the principles of good governance prescribed by the UK Corporate Governance Code (July 2018), all Directors who it is intended will continue in office following the 2022 Annual General Meeting will seek re-election. In proposing the election or re-election of the Directors, the Executive Chairman & Chief Executive Officer has confirmed that, following rigorous internal performance evaluations (described on pages 88 and 89 of the Annual Report and Accounts 2021), each individual continues to make an effective and valuable contribution to the Board and demonstrates commitment to their role.

Resolution 13: Authority to allot shares

The Investment Association's Share Capital Management Guidelines (the "**Guidelines**") and the Pre-Emption Group Principles (the "**Pre-Emption Principles**") permit, and regard as routine, an authority to allot up to two-thirds of a company's existing issued share capital. They provide that any amount in excess of one-third of a company's issued share capital should only be applied to fully pre-emptive rights issues.

At the Company's annual general meeting in May 2021, the Directors sought authority to allot shares in the capital of the Company up to an aggregate nominal amount of £14,051,032 representing approximately two-thirds of the Company's issued ordinary share capital as at 13 May 2021. This authority was duly passed by shareholders.

It is considered appropriate that the Directors be granted authority to allot shares in the capital of the Company up to a maximum nominal amount of £15,320,952, which amount represents approximately two-thirds of the Company's issued ordinary share capital as at 13 May 2022 and thus complies with the Guidelines. Accordingly, 7,660,476 ordinary shares of £0.25 each (the "**Ordinary Shares**"), representing approximately one-third of the Company's issued ordinary share capital, may be allotted pursuant to a fully pre-emptive rights issue.

As at 13 May 2022 (being the latest practicable date prior to publication of this Notice of AGM) the Company held 184,769 of its Ordinary Shares in treasury.

Resolutions 14 – 15: Authority to disapply pre-emption rights

Resolutions 14 and 15 will give the Directors authority to allot ordinary shares in the capital of the Company pursuant to the authority granted under Resolution 13 above for cash without complying with the pre-emption rights in the Companies Act 2006 (the "**2006 Act**") in certain circumstances. This disapplication authority is in line with institutional shareholder guidance, and in particular with the Pre-Emption Group's Statement of Principles. The Pre-Emption Principles were revised in March 2015 to allow the authority for an issue of shares for cash otherwise than in connection with a pre-emptive offer to include: (i) an authority over 5% of a

company's issued share capital for use on an unrestricted basis; and (ii) an additional authority over a further 5% of a company's issued share capital for use in connection with an acquisition or specified capital investment announced contemporaneously with the issue, or which has taken place in the six month period preceding the announcement of the issue.

Resolution 14 will permit the Directors to allot: (a) equity securities (as defined in sections 560 of the 2006 Act) for cash up to a maximum nominal amount of £15,320,952 (representing approximately two-thirds of the issued ordinary share capital of the Company as at 13 May 2022) on an offer to existing shareholders on a pre-emptive basis (that is including a rights issue or an open offer), with one-third being available only in connection with a rights issue (in each case subject to any adjustments, such as for fractional entitlements and overseas shareholders, as the Directors see fit); and (b) equity securities for cash and to sell treasury shares up to a maximum nominal value of £1,149,071 (representing approximately 5% of the issued ordinary share capital of the Company as at 13 May 2022) otherwise than in connection with a pre-emptive offer to existing shareholders.

Resolution 15 will permit the Directors to allot additional equity securities for cash and sell treasury shares up to a maximum nominal value of £1,149,071, representing approximately a further 5% of the issued ordinary share capital of the Company as at 13 May 2022, otherwise than in connection with a pre-emptive offer to existing shareholders for the purposes of financing or refinancing a transaction as contemplated by the Pre-Emption Principles described above. The Board considers that it is in the best interests of the Company and its shareholders generally that the Company should seek the maximum authority permitted by the Pre-Emption Principles and have the flexibility conferred by Resolutions 14 and 15 to conduct a pre-emptive offering without complying with the strict requirements of the statutory pre-emption provisions and to finance business opportunities quickly and efficiently when they arise in line with the Company's strategy for growth. The Directors believe that it is appropriate to seek the additional 5% authority in Resolution 15 to give the Company the flexibility that this resolution affords. The Board confirms that, in accordance with the Pre-Emption Principles, it does not intend to issue shares for cash representing more than 7.5% of the Company's issued ordinary share capital in any rolling three-year period to those who are not existing shareholders (save in accordance with Resolution 15) without prior consultation with shareholders.

The authority contained in Resolutions 14 and 15 will expire upon the expiry of the authority to allot shares conferred in Resolution 13 (that is at the end of the next annual general meeting of the Company or, if earlier, on 30 June 2023).

Resolutions 16 and 17: Authority to buy-back shares

Special resolutions 16 and 17 give the Company authority to make market purchases of its Ordinary Shares and 9% cumulative preference shares (the "**Preference Shares**") in the market, as permitted by the Companies Act 2006 (the "**2006 Act**"). The authorities set the minimum and maximum prices and limit the number of Ordinary Shares that can be purchased to 9,192,571 (representing approximately 10% of the issued Ordinary Shares as at 13 May 2022) and the number of Preference Shares to 1,394,587 (representing 100% of the issued Preference Shares as at 13 May 2022).

The authorities, if granted, will expire at the conclusion of the next annual general meeting of the Company or, if earlier, at the close of business on 30 June 2023. The Directors have no present intention of exercising the authority to purchase the Preference Shares but will keep the matter under review, taking into account the financial resources of the Company, the Company's share price and future funding opportunities. The authority would only be exercised if the Directors believed that to do so would result in an increase in earnings per share and would be in the interests of the Company's shareholders generally.

As at 13 May 2022, the Company held 184,769 Ordinary Shares in treasury. The Company may make purchases of its Ordinary Shares, taking into account the financial resources of the Company, the Company's share price and future funding opportunities. No voting rights attach to Ordinary Shares whilst held in treasury nor are dividends payable on them. The authority sought under Resolution 16 will only be exercised if the Directors believe that to do so would result in an increase in earnings per share and would be in the interests of the Company's shareholders generally. Any purchase of Ordinary Shares would be by means of market purchase through the London Stock Exchange.

Resolution 18: Length of notice of meeting

The 2006 Act requires that all general meetings (other than an annual general meeting) must be held on 21 clear days' notice unless shareholders agree to a shorter notice period which is subject to a minimum of 14 clear days' notice. In order to be able to call a general meeting on less than 21 clear days' notice the Company must make an electronic means of voting available to all shareholders for the meeting. This condition is met by the Company providing the facility for shareholders to appoint a proxy via an online shareholder portal operated by our Registrars.

The Directors therefore propose Resolution 18 as a special resolution to approve 14 clear days as the minimum period of notice for all general meetings of the Company other than annual general meetings, renewing the authority passed at last years' annual general meeting. If given, this approval will be effective until the end of the next annual general meeting. The Board will consider on a case by case basis whether the use of the flexibility offered by the shorter notice period is merited, taking into account the circumstances, including whether the business of the meeting is time-sensitive and it would therefore be to the advantage of the shareholders to call the meeting on shorter notice and, where such is thought to be generally to be in the interests of the shareholders as a whole.

Recommendation

The Directors consider that all the above Resolutions are in the best interests of the Company and its shareholders as a whole and are most likely to promote the success of the Company. Accordingly, they unanimously recommend that you vote in favour of all proposed Resolutions.

Notes to the Notice of 2022 Annual General Meeting

1. Information about the 2022 Annual General Meeting is available from the Company's website at www.menziesaviation.com/investor-centre.
2. As a shareholder, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the 2022 Annual General Meeting. A proxy need not be a shareholder of the Company. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise the rights attached to any one share.
3. A Form of Proxy is enclosed. To be valid, your Form of Proxy and any power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority should be sent to Computershare Investor Services ("**Computershare**") at The Pavilions, Bridgwater Road, Bristol BS99 6ZY so as to arrive no later than 48 hours before the commencement of the 2022 Annual General Meeting. No amendments to, or submission or withdrawal of, any Form of Proxy shall be effective if lodged with Computershare less than 48 hours before the time appointed for the holding of the 2022 Annual General Meeting or any adjourned meeting.
4. It is possible for you to submit your proxy votes online. Further information on this service can be found on your Form of Proxy or, if you receive communications electronically, voting information will be contained within your email broadcast.
5. If you appoint a proxy, this will not prevent you attending the 2022 Annual General Meeting and voting in person if you wish to do so.
6. The right to vote at the 2022 Annual General Meeting is determined by reference to the Company's Register of Members as at the close of business on Tuesday 21 June 2022 or, if the 2022 Annual General Meeting is adjourned, at 8:00pm on the day two days prior to the adjourned meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any shareholder to attend and vote at the 2022 Annual General Meeting.
7. As a shareholder, you have the right to put questions at the 2022 Annual General Meeting relating to the business being dealt with at the 2022 Annual General Meeting. Shareholders are encouraged to submit questions in advance of the meeting to the following address: investor.relations@menziesaviation.com Shareholders may also ask questions verbally or electronically during the meeting and more details on how to do this are contained in the Instructions and process for the 2022 Annual General Meeting information provided with this Notice of AGM. A list of all questions asked will be published on the Company's website as soon as reasonably practicable after the conclusion of the 2022 Annual General Meeting.
8. Any person to whom this notice is sent who is a person nominated under section 146 of the 2006 Act to enjoy information rights (a "**Nominated Person**") may, under an agreement between them and the shareholder by whom they were nominated, have a right to be appointed (or to have someone else

- appointed) as a proxy for the 2022 Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
9. The statement of the rights of shareholders in relation to the appointment of proxies in Notes 2, 3 and 4 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
 10. As at 13 May 2022, the issued ordinary share capital of the Company comprised 92,110,485 Ordinary Shares and the Company held 184,769 of these Ordinary Shares in treasury. Each Ordinary Share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 13 May 2022 is 91,925,716.
 11. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the 2022 Annual General Meeting and any adjournment(s) thereof by utilising the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
 12. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) must be properly authenticated in accordance with Euroclear UK & Ireland Limited specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer’s agent (ID 3RA50) so as to arrive no later than 48 hours before the commencement of the 2022 Annual General Meeting or any adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the shareholder information message by the CREST Applications Host) from which the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
 13. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that their CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
 14. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
 15. Under section 338 of the 2006 Act, shareholders may require the Company to give, to shareholders of the Company entitled to receive this Notice of AGM, notice of a resolution which may properly be moved and is intended to be moved at the 2022 Annual General Meeting. Under section 338A of the 2006 Act, shareholders may request the Company to include in the business to be dealt with at the 2022 Annual General Meeting any matter (other than a proposed resolution) which may properly be included in the business.
 16. It is possible that, pursuant to requests made by shareholders of the Company under section 527 of the 2006 Act, the Company may be required to publish on a website a statement setting out any matter relating to: (i) the audit of the Company’s accounts (including the auditor’s report and the conduct of the audit) that are to be laid before the 2022 Annual General Meeting; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the 2006 Act. The Company may not require the shareholder requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the 2006 Act. Where the Company is required to place a statement on a website under section 527 of the 2006 Act, it must forward the statement to the Company’s auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the 2022 Annual General Meeting includes any statement that the Company has been required to publish on a website under section 527 of the 2006 Act.
 17. You may not use any electronic address provided either in this Notice of AGM or any related documents to communicate with the Company for any purpose other than as expressly stated.

Instructions and process for attendance at the 2022 Annual General Meeting

To join the online meeting, please visit: meetnow.global/jmzagm22

1. Entry to the 2022 Annual General Meeting, Conduct of Proceedings

To facilitate entry to the electronic meeting, shareholders are requested to use their Shareholder Reference Number (SRN) and PIN shown on their attendance card/Form of Proxy to log in to the meeting on their electronic device (whether by smart phone, tablet or PC). For further information please refer to the section Entry to the Meeting at paragraph 4 below in this Notice of AGM. Persons who are not shareholders of the Company (or their appointed proxy or corporate representative) will not be able to attend the 2022 Annual General Meeting unless prior arrangements have been made with the Company.

Where a member is appointing a third party as their proxy to attend the meeting on their behalf or, where a corporate member is appointing someone as their representative, the appointee's contact email address and, in the case of an individual representing a corporate member, a copy of the Letter of Representation, must be provided to Computershare by emailing corporate-representatives@computershare.co.uk to enable the provision of access credentials. Access credentials will be emailed to the appointee one working day prior to the meeting.

2. Appointment of Proxies

A member is entitled to appoint another person as their proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the 2022 Annual General Meeting. A proxy need not be a shareholder of the company. A shareholder may appoint more than one proxy in relation to the 2022 Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. Please contact Computershare Investor Services PLC by email on corporate-representatives@computershare.co.uk or alternatively call 0370 703 6303, providing details of your proxy appointment including their email address so that unique credentials can be issued to allow the proxy to access the electronic meeting. Access credentials will be emailed to the appointee one working day prior to the meeting. Lines are open 8.30am to 5.30pm Monday to Friday (excluding bank holidays).

3. Corporate Representatives

A corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share. Please contact Computershare Investor Services PLC by emailing corporate-representatives@computershare.co.uk providing details of your appointment including their email address, confirmation of the meeting they wish to attend and a copy of the Letter of Representation, so that unique credentials can be issued to allow the corporate representative to access the electronic meeting. Access credentials will be emailed to the appointee one working day prior to the meeting. If documentation supporting the appointment of the corporate representative is supplied later than the deadline for appointment of a proxy (48 hours prior to the meeting), issuance of unique credentials to access the meeting will be issued on a best endeavours basis.

4. Entry to the Meeting

In order to participate at the meeting, you will need to visit meetnow.global/jmzagm22 on your device operating a compatible browser using the latest version of Chrome, Firefox, Edge or Safari.

Please note that:

- **Internet Explorer is not supported.**
- **It is highly recommended that you check your system capabilities in advance of the meeting day.**

If you are a shareholder, you can use your unique Shareholder Reference Number and PIN as displayed on your Form of Proxy/attendance card. If you are an appointed proxy or a corporate representative you will have had to be provided with a unique control number to enter the meeting and exercise your rights. These credentials will be issued one working day prior to the meeting, conditional on evidence of your proxy appointment or corporate representative appointment having been received and accepted. If you have not been provided with your meeting access credentials, please ensure you contact Computershare as soon as possible on the morning of the meeting, but no later than 1 hour before the start of the meeting.

Access to the meeting via meetnow.global/jmzagm22 will be available from **23 June 2022 at 10.30 am**. Where telephone lines are provided these will be activated 30 minutes prior to the meeting start time. During the meeting, you must ensure you are connected to the internet **at all times** in order to vote when the Chair commences polling on resolutions being put to the meeting. Therefore, it is your responsibility to ensure connectivity for the duration of the meeting.

5. Accessing the telephone line

To be able to speak or ask a question verbally at the meeting, you must log into the meeting where the telephone number and Access Code will be available once you have logged into the meeting

6. Questions

Questions will be invited during the meeting. Questions can be asked verbally via the dedicated telephone line, details of which are noted above. Shareholders attending electronically may ask questions via the website by typing and submitting their question in writing via the Q&A facility. Select the Q&A icon from within the navigation bar, choose your topic (if appropriate) and type your question in the question box then press send.

Shareholders are encouraged to submit questions in advance of the meeting to the following address: investor.relations@menziesaviation.com.

A list of all shareholder questions asked will be published on the Company's website as soon as reasonably practicable after the conclusion of the meeting.

7. Technical Issues

If you experience any technical issues with the website you may either call our registrar on the telephone number provided on the website or once you have entered the meeting, you can raise your question using the chat function. If you have technical issues prior to the start of the meeting you should contact our registrar on the shareholder helpline.

Documents

The following documents will be available for review or inspection, during usual business hours on any day (except Saturday, Sunday and Bank Holidays) from the date of sending this Notice of AGM up to and including the date of the 2022 Annual General Meeting, at the registered office of the Company and at the offices of the Company's solicitors, DLA Piper, Rutland Square, Edinburgh EH1 2AA.

- a) copies of the Directors' service contracts with the Company; and
- b) the terms of appointment of the Non-Executive Directors of the Company.

These documents will also be available for review or inspection on the Investor Relations section of the Company's website: www.menziesaviation.com/investor-centre.

On the date of the 2022 Annual General Meeting, these documents will be available for inspection at the venue of the 2022 Annual General Meeting from 9:00am until the conclusion of the 2022 Annual General Meeting.

Internet

The Company operates a website which can be found at www.menziesaviation.com. This site is regularly updated to provide you with information about the Company and its operating divisions. In particular, all of the Company's press releases and announcements can be found on this site together with copies of its Annual Reports and Accounts and other shareholder documentation.

Share Register and Shareholder Enquiries

Any enquiry concerning your shareholding should be directed to the Company's Registrar, Computershare Investor Services PLC ("**Computershare**"), and should clearly state your name, address and Shareholder Reference Number ("**SRN**"). The contact details are as follows:

Telephone: +44 (0) 370 703 6303 **Web:** www.investorcentre.co.uk **Email:** www.investorcentre.co.uk/contactus **Write:** The John Menzies plc Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZZ.

Computershare should be notified promptly in writing of any change to a shareholder's address. Computershare's online Investor Centre also enables you to view your shareholding and update your address and payment instructions online. You can register at www.investorcentre.co.uk. In order to register, you will need your SRN which you can find on your share certificate or dividend confirmation.

Share Price

The current price of the Company's ordinary shares of £0.25 each (the "**Ordinary Shares**") can be viewed on the Company's website at www.menziesaviation.com.