

ANNUAL GENERAL MEETING

Explanatory notes to the Notice of Meeting

The following information provides additional background information to several of the resolutions proposed.

Resolution 3 – Appointment of Directors

The Board recommends that the following Directors be elected or re-elected at this meeting:-

Octavia Morley

As Octavia has been appointed to the Board since the last Annual General Meeting she comes up for election at this meeting. She was appointed a non-executive director on 1 April and, if elected, she will become of a member of the Audit Committee. She was until recently an executive director of Woolworths plc, the retail subsidiary of Woolworths Group plc, having been appointed Marketing Director in 2001 and Commercial Director in 2004. Octavia's previous appointments have included Managing Director - Ecommerce at Asda Stores Ltd and Buying and Merchandising Director at Laura Ashley plc. She is 37.

Octavia was selected against an agreed specification using external consultants and on the recommendation of the Nominations Committee, and brings to the Board extensive experience with major retailers.

The following Directors retire by rotation and offer themselves for re-election at this meeting:

William Thomson

William was appointed a non-executive director in 1987 and Chairman in 2002, and also chairs the Nominations Committee. He is Chairman of E G Thomson (Holdings) Ltd, a shipping and logistics group with interests in Asia, British Assets Trust plc and Fidelity Japanese Values plc, and is a non-executive director of Dobbies Garden Centres plc. He is 65.

Patrick Macdonald

Patrick was appointed as Chief Executive in 2003. Previously with GE Capital as Vice President responsible for global sourcing, he has also held senior positions with The Boston Consulting Group and Unilever. He is 43.

In addition, the following Directors who have served on the Board for more than 9 years will also retire as required by the Combined Code and offer themselves for re-election:

Dermot Jenkinson

Dermot was appointed to the Board in 1986 where he held various executive responsibilities before assuming a non-executive role in 1999. He is co-founder and Chairman of beCogent Ltd, a contact centre and related consultancy business, and is a director of a number of other private companies. Age 51.

Ian Harrison

Ian was appointed a non-executive director in 1987 and is Chairman of the Remuneration Committee. He is a director of Record Currency Management Ltd, an institutional investment management company specialising in currency management for pension funds worldwide. Age 49.

Each of these four directors has undergone a formal performance evaluation and the performance of each continues to be effective and to demonstrate commitment to their role including commitment of time for board and committee meetings and their other duties.

EXPLANATORY NOTES TO THE NOTICE OF MEETING

(continued)

Resolution 7 – Amendment to the Articles of Association

The Companies Act 1985 (the “Act”) was amended with effect from April last year to enable companies to indemnify their directors against certain liabilities to third parties, and to allow companies to pay directors’ defence costs as they are incurred.

To permit the Company to take advantage of the new provisions, a change is required to the Articles of Association. This will give the Company the power to extend the scope of the indemnity and pay directors’ defence costs at its discretion and on terms allowed under the Act. Any indemnity granted will be subject to the approval of the Board and is required to be disclosed in the Directors’ Report following each financial year end.

Resolution 8 – Authority to allot shares for cash free from pre-emption rights

This resolution proposes, on the same basis as last year, to disapply pre-emption rights of shareholders on the allotment of equity securities for cash up to a limit of 5% of the issued ordinary share capital, being shares to an aggregate nominal value of £733,850. The authority under this resolution would expire on the date of the next Annual General Meeting or 24 August 2007, whichever is earlier.

Resolutions 9 and 10 – Authority for the Company to purchase its own shares

The directors consider that it would be advantageous for the Company to renew the authority to purchase its own ordinary and 9% cumulative preference shares in case the opportunity presents itself where such course of action would be in the best interests of shareholders generally.

Under the terms of these special resolutions the maximum number of shares to be purchased is 5,870,803 ordinary shares (representing 10% of the issued ordinary share capital) and 1,394,587 9% cumulative preference shares. The minimum price payable is the par value of 25p per ordinary share and £1 per 9% cumulative preference share. The maximum price payable is an amount equal to 105% of the average middle market quotations in respect of the ordinary shares and 110% of the average middle market quotations in respect of the 9% cumulative preference shares (both as shown in the London Stock Exchange Daily Official List) for five business days prior to the date of purchase.

This authority will only be exercised where in the opinion of the Board it is likely to result in an increase in earnings per share and would be in the best interests of shareholders generally. Any shares purchased by the Company under this authority will be cancelled, unless the shares are purchased by the Company to hold as treasury shares.

These authorities would expire on the date of the next Annual General Meeting or 24 August 2007, whichever is earlier.

Notes

Entitlement to Attend Meeting

Members who wish to attend the meeting must be entered on the Company’s register of members by 12.15pm on Tuesday 23 May 2006, and the number of votes they may cast will be the number of shares they hold as shown by the register at that date.

Proxies

A person entitled to attend and vote is entitled to appoint one or more proxies to attend and, on a poll, to vote on his/her behalf. A proxy need not be a member of the Company. A pre-paid form of proxy is enclosed for ordinary shareholders which, to be valid, must be completed in accordance with the instructions printed on it and lodged with the registrars of the Company at least 48 hours before the time of the meeting.

Appointment of a proxy will not prevent a member from attending and voting at the Annual General Meeting should he/she decide to do so.

Documents

The register of interests of directors in the share capital of the Company and copies of their service agreements are available for inspection at the registered office of the Company during normal business hours and will be available at the meeting.

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of John Menzies plc will be held in the Roxburghe Hotel, 38 Charlotte Square, Edinburgh on Thursday 25 May 2006 at 12.15pm to transact the following business:

Ordinary Business

To consider and if thought fit pass the following resolutions which will be proposed as ordinary resolutions:

1. To receive the Directors' Report and Accounts for the year ended 31 December 2005 and the Report of the Auditors thereon.
2. To declare a final dividend on the ordinary shares.
3. To elect as a director:
 - (i) Octavia MorleyTo re-elect as directors:
 - (ii) William Thomson
 - (iii) Patrick Macdonald
 - (iv) Dermot Jenkinson
 - (v) Ian Harrison
4. To approve the Report on Directors' Remuneration for the year ended 31 December 2005.
5. To appoint PricewaterhouseCoopers LLP as Auditors.
6. To authorise the directors to fix the Auditors' remuneration.

Special Business

To consider and if thought fit pass the following Resolutions which will be proposed as Special Resolutions:


7. That, pursuant to Section 9 of the Companies Act 1985, the Articles of Association of the Company be altered by deleting the present Article 148 and substituting the following Article 148 therefor:
 - "148. (A) Subject to the provisions of the Act and Article 121 above, but without prejudice to any indemnity to which a Director or other officer of the Company may otherwise be entitled, every Director or other officer of the Company shall be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in the execution or purported execution or discharge of his duties or in the exercise or purported exercise of his powers or otherwise in relation to or in connection with his duties, powers or office.
 - (B) Article 148(A) shall not operate to provide an indemnity against any loss or liability incurred by a Director or other officer of the Company:
 - (i) to the Company or to any group undertaking of the Company; or
 - (ii) to pay any fine imposed in criminal proceedings or any sum payable to a regulatory authority by way of penalty in respect of non-compliance with any requirement of a regulatory nature; or
 - (iii) in defending any criminal proceedings in which he is convicted, in defending any civil proceedings brought by the Company, or any group undertaking, in which judgement is given against him, or in connection with any application under Sections 144 or 727 of the Act in which the court refuses to grant him relief."

NOTICE OF ANNUAL GENERAL MEETING

(continued)

8. That the directors be and are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (within the meaning of Section 94 of the Companies Act 1985) pursuant to the authority conferred by Resolution number 9 passed at the Annual General Meeting of the Company held on 9 May 2003 as if Section 89 of the Companies Act did not apply to such allotment, provided that this power shall be limited to:
- (a) the allotment (otherwise than pursuant to sub-paragraph (b) below) of equity securities which are, or are to be, wholly paid up in cash to an aggregate nominal value of £733,850, and for this purpose an issue of securities convertible into or giving the right to subscribe for ordinary shares shall be deemed to be an allotment of the number of shares which would be required to satisfy the conversion or subscription price provided in the terms and conditions of the issue; and
 - (b) the allotment of equity shares in connection with a rights issue to ordinary shareholders in proportion (as nearly as may be) to the respective numbers of ordinary shares held by them, subject to the directors having a right to aggregate and sell for the benefit of the Company all fractional entitlements which may arise in apportioning equity securities among ordinary shareholders of the Company, and subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to legal or practical problems under the requirements of any regulatory or other authority in any jurisdiction; and shall expire at the conclusion of the next Annual General Meeting of the Company or on 24 August 2007 whichever is earlier, provided that the Company may before such expiry make an offer or arrangement which would or might require equity shares to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power hereby conferred had not expired.
9. That the Company be and is hereby authorised to make market purchases (within the meaning of Section 163(3) of the Companies Act 1985) of any of its own ordinary shares of 25p each (the "ordinary shares"), provided that:
- (a) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting or on 24 August 2007, whichever is earlier, 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;
 - (b) the maximum number of shares hereby authorised to be purchased is 5,870,803 ordinary shares in aggregate; and
 - (c) the maximum price which may be paid for each ordinary share is an amount equal to 105% of the average of the middle market quotations for ordinary shares of the Company derived from the London Stock Exchange Daily Official List for the five business days prior to the date of conclusion of the contract for such purchases, and the minimum price is 25p, in each case exclusive of the expenses of purchase.
10. That the Company be and is hereby authorised to make market purchases (within the meaning of Section 163(3) of the Companies Act 1985) of any of its own 9% cumulative preference shares of £1 each (the "preference shares"), provided that:
- (a) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting or on 24 August 2007, whichever is earlier, 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;
 - (b) the maximum number of shares hereby authorised to be purchased is 1,394,587 preference shares in aggregate; and
 - (c) the maximum price which may be paid for each preference share is an amount equal to 110% of the average of the middle market quotations for shares of the Company derived from the London Stock Exchange Daily Official List for the five business days prior to the date of conclusion of the contract for such purchases, and the minimum price is £1, in each case exclusive of the expenses of purchase.

By order of the Board



C A ANDERSON
SECRETARY

21 April 2006