

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 financial adviser. If you have sold or transferred all of your Ordinary Shares in John Menzies plc, you should forward this document, together with accompanying documents, 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.

Notice is hereby given that the Annual General Meeting of John Menzies plc (the "Company") will be held in the Roxburghe Hotel, 38 Charlotte Square, Edinburgh on Thursday 22 May 2008 at 12.15pm (the "Meeting") 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. Report and Accounts

To receive the Directors' Report and Accounts for the financial year ended 29 December 2007 and the Report of the Auditors thereon.

2. Dividend

To declare a final dividend on the Company's ordinary shares of 18.4p each for the financial year ended 29 December 2007.

Re-election of Directors

3. To re-elect William Thomson as a director
4. To re-elect Paul Dollman as a director
5. To re-elect Dermot Jenkinson as a director
6. To re-elect Ian Harrison as a director
7. To re-elect Iain Robertson as a director

8. Remuneration Report

To approve the Report on Directors' Remuneration for the financial year ended 29 December 2007.

9. Re-appointment of Auditor

To re-appoint PricewaterhouseCoopers LLP as Auditors of the Company to hold office from the conclusion of the Meeting to the conclusion of the next Meeting at which accounts are laid before the Company.

10. Remuneration of Auditor

To authorise the directors to fix the Auditors' remuneration.

Special Business

11. Amendment to the rules of the Company's Savings Related Share Option Scheme

To consider the following Resolution as an Ordinary Resolution:

That the amendments to the rules of the John Menzies plc Savings Related Share Option Scheme (the "SAYE Scheme") in the form produced in draft to the Meeting and for the purposes of identification initialled by the Chairman of the Meeting (the effects of which are summarised in the Explanatory Notes to this Notice of Annual General Meeting dated 9 April 2008) be approved and adopted with effect from 22 May 2008 and that the amendments to the SAYE Scheme be submitted for the formal approval of Her Majesty's Revenue & Customs under Paragraph 43 Schedule 3 to the Income Tax (Earnings and Pensions) Act 2003.

12. Amendment to Articles of Association

To consider the following Resolution as a Special Resolution:

That the Articles of Association of the Company be amended by inserting the following as a new Article 84 (A):

"84 (A) Subject to the provisions of the Acts and as contemplated by Section 175 of the 2006 Act, the Directors may authorise, in such manner and on such terms and subject to such limits and conditions as they see fit, any matter in which a director has, or can have, a direct or indirect interest which conflicts, or possibly may conflict, with the interests of the Company. The director concerned shall not vote on (or if he does vote, his vote shall not be counted), or be counted as part of the quorum in relation to, any resolution of the directors concerning any such matter. This Article 84 (A) does not apply to a conflict of interest arising in

respect of a transaction or arrangement with the Company. For the purpose of this Article 84 (A), a conflict of interest includes a conflict of interest and duty and a conflict of duties.", and amending the numbering of the remainder of Article 84 (and any references thereto in the Articles of Association) accordingly.

13. Authority to allot shares

To consider the following Resolution as an Ordinary Resolution:

That the directors be and are hereby generally and unconditionally authorised, pursuant to Section 80 of the Companies Act 1985, as amended (the "Act") in substitution for all other authorities pursuant to Section 80 of the Act to the extent not utilised at the date this resolution is passed to exercise all powers of the Company to allot relevant securities (as defined in Section 80 (2) of the Act) up to an aggregate nominal amount of £3,215,173, being the unissued ordinary shares to such persons and at such times and on such terms as they think proper. This authority shall expire at the close of the Annual General Meeting of the Company to be held in 2009 and provided that the Company may, prior to such expiry, make any offer, agreement or other arrangement which would or might require relevant securities to be allotted after that date and the directors may allot relevant securities in pursuance of any such offer, agreement or other arrangement as if this authority conferred hereby had not expired.

14. Authority to disapply pre-emption rights

Subject to the passing of Resolution 13, to consider the following Resolution as a Special Resolution:

That the directors be and are hereby empowered pursuant to Section 95 of the Companies Act 1985 (as amended) (the "Act") to exercise all powers of the Company to allot equity securities (within the meaning of Section 94(2) of the Act) wholly for cash pursuant to the authority conferred by Resolution 13 above and/or in respect of an allotment of equity securities by virtue of Section 94(3) of the Act as if Section 89 (i) of the Act did not apply to any 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 £752,444, being equal to approximately 5% of the ordinary shares in issue as at 8 April 2008 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 securities in connection with a rights issue, open offer or otherwise to holders of ordinary shares, in proportion (as nearly as may be) to their respective holdings of such 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 the holders of the ordinary shares, and subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to any legal or practical problems under the laws of any territory or the requirements of any regulatory body or other authority in any jurisdiction;

(c) and that the authority hereby conferred shall expire (unless previously revoked, varied or renewed) at the conclusion of the next Annual General Meeting of the Company or on 21 August 2009 whichever is earlier, provided that the Company may before such expiry make an offer or arrangement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement as if the power hereby conferred had not expired.

15. Purchase of own Ordinary Shares by Company

To consider the following Resolution as a Special Resolution:

That the Company be and is hereby authorised to make market purchases (within the meaning of Section 163(3) of the Act) of any of its own ordinary shares, provided that:

(a) the authority hereby conferred shall expire (unless previously revoked, varied or renewed) at the conclusion of the next Annual General Meeting of the Company or at the close of business on 21 August 2009, 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 and the Company may make such a purchase in pursuance of such contract as if the authority hereby conferred had not expired;

(b) the maximum number of shares hereby authorised to be purchased is 6,019,555, representing 10% of the Company's issued ordinary share capital as at 8 April 2008; and

(c) the maximum price which may be paid for each ordinary share under this authority is an amount equal to 105% of the average of the middle market quotations for such ordinary shares of the Company 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 the minimum price which may be paid for any such ordinary shares is 25p, in each case exclusive of the expenses of purchase (if any) payable by the Company.

16. Purchase of own Preference Shares by Company

To consider the following Resolution as a Special Resolution:

That the Company be and is hereby authorised to make market purchases (within the meaning of Section 163(3) of the Act) of any of its own 9% cumulative preference shares of £1 each, provided that:

(a) the authority hereby conferred shall expire (unless previously revoked, varied or renewed) at the conclusion of the next Annual General Meeting of the Company or at the close of business on 21 August 2009, whichever is earlier, except in relation to the purchase of 9% cumulative 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;

(b) the maximum number of shares hereby authorised to be purchased is 1,394,587, representing 100% of the Company's issued 9% cumulative preference share capital as at 8 April 2008; and

(c) the maximum price which may be paid for each 9% cumulative preference share under this authority is an amount equal to 110% of the average of the middle market quotations for such 9% cumulative preference shares of the Company 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 the minimum price which may be paid for any such 9% cumulative preference shares is £1, in each case exclusive of the expenses of purchase (if any) payable by the Company.

By order of the Board

J F A Geddes

Secretary

9 April 2008

Notes

Entitlement to Attend Meeting

Only those shareholders entered on the Company's Register of Members (the "Register") by 12.15pm on Tuesday 20 May 2008 shall be entitled to attend and vote at the Meeting in respect of the number of ordinary shares they hold as shown by the Register at that time. Changes to entries on the Register after that time shall be disregarded in determining the rights of any shareholder to attend and vote at the Meeting.

Proxies

A shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to exercise all or any of his/her rights to attend, speak and vote on his/her behalf. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares.

A shareholder may not appoint more than one proxy to exercise the rights attached to any one share. A form of proxy is enclosed for holders of ordinary shares 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 or any adjournment thereof.

Appointment of a proxy will not prevent a shareholder from attending the Meeting and voting in person should he/she decide to do so. For members of CREST who wish to appoint a proxy through the CREST system, please refer to the instructions on page 84.

Documents

The following documents are available for inspection 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 Meeting during usual business hours at the registered office of the Company and at the offices of Maclay Murray & Spens LLP, One London Wall, London, EC2Y 5AB and will, on the date of the Meeting, be available for inspection at the venue of the Meeting from 12.00pm until the conclusion of the Meeting:

(a) the Memorandum of Association of the Company;

(b) the existing Articles of Association of the Company together with the Articles of Association as proposed to be amended by Resolution 12;

(c) copies of the directors' service contracts with the Company;

(d) the terms of appointment of the non-executive directors of the Company; and

(e) a copy of the current rules of the SAYE scheme together with a copy as proposed to be amended by Resolution 11.

Dividend

The final dividend on the ordinary shares, if approved, will be paid on 27 June 2008 to shareholders whose names appear on the Register at the close of business on 30 May 2008.

Explanatory Notes to the Notice of Meeting

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

Resolutions 3-7 – Re-election of directors

The Board recommends that the following directors, who offer themselves for re-election at this Annual General Meeting, be re-elected:

William Thomson

William was appointed Chairman of the Company in 2002. He has been a non-executive director since 1987, and chairs the Nomination 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. William has extensive leadership skills and experience, and provides highly valued advice and support to the executive management team. Age 67.

Paul Dollman

Paul was appointed Group Finance Director in 2002, and assumed additional responsibility for the corporate head office in 2007. He is also a non-executive director of Scottish Amicable Life Association Society. He qualified as a chartered accountant in 1982 with Price Waterhouse, and his financial career has included being finance director with William Grant & Sons Ltd, Inveresk plc, and Maddox Group plc. Paul sits on both the Menzies Aviation and Menzies Distribution Operating Boards and has successfully guided the financial performance of the Group during a period of sustained growth in Menzies Aviation and change in Menzies Distribution. Age 51.

Dermot Jenkinson

Dermot was appointed to the Board of the Company in 1986 where he held various executive responsibilities before assuming a non-executive role in 1999. He is founder and Chairman of beCogent Ltd, a contact centre and related consultancy business, and is a director of a number of other private companies. Dermot contributes from his breadth of experience gained from his knowledge of the Company and through a wide range of general management roles. Age 53.

Ian Harrison

Ian was appointed a non-executive director of the Company in 1987. He is a director of Record Currency Management, an institutional investment management company specialising in currency management for pension funds worldwide. Ian provides counsel and support to the Board and brings particular skills relating to pension investment and currency management. Age 51.

Iain Robertson

Iain joined the Board as a non-executive director of the Company in 2004 and chairs the Audit Committee. He is a former chief executive of the Royal Bank of Scotland's Corporate Banking and Financial Markets Division. A qualified chartered accountant, Iain previously worked in the civil service, at the Department of Trade and Industry and the Department of Energy before moving to the Scottish Office. He was subsequently appointed director of Locate in Scotland and then chief executive of the Scottish Development Agency. Iain provides valuable financial experience and counsel to the Board. Age 62.

Each of the directors retiring 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.

Resolution 11 – Amendment of the rules of the Company's Savings Related Share Option Scheme

The rules (the "Rules") of the Company's Savings Related Share Option Scheme (the "SAYE Scheme") were put in place on 8 September 1998. In terms of the Rules no further options may be granted after 8 September 2008. Your directors feel that the SAYE Scheme is an important tool in the motivation and retention of staff and because of the advantages it offers to employees, it is proposed that the SAYE Scheme be extended indefinitely. The opportunity has also been taken to amend the Rules in some minor regards to take account of changes in practice and legislation since 1998.

The rules of the SAYE Scheme will be amended to provide that:

1. the definition of "Eligible Employee" be revised, in accordance with the requirements of Schedule 3 to the Income Tax (Earnings and Pensions) Act 2003 ("ITEPA"), to include directors who are in employment with the Company for 25 hours or more per week;
2. Rule 6.6.2 will be amended to ensure that it is not discriminatory against pregnant option holders;
3. Rule 12.2 will be amended so that the consent of Her Majesty's Revenue & Customs ("HMRC") to any amendments to the Scheme Rules will only be required when the proposed amendment is to a "key feature" of the Rules; and
4. the SAYE Scheme will not terminate on 8 September 2008 but will continue indefinitely unless and until the directors resolve otherwise. HMRC have confirmed that the proposed amendments are in a form capable of approval. If the Resolution is passed to approve and adopt the proposed amendments, the formal approval of HMRC, as required under Paragraph 43 of Schedule 3 ITEPA, will take effect from the date on which this Resolution is passed.

Resolution 12 – Amendment to Articles of Association

This Resolution is being proposed in light of new provisions in relation to directors' conflicts of interest which are to be introduced by the Companies Act 2006 (the "2006 Act") with effect from 1 October 2008, or a later date yet to be announced by the Government. Under the 2006 Act, a director will be required to avoid situations in which he has, or can have, a direct or indirect interest that conflicts, or may possibly conflict, with a company's interests. This requirement is considered to be very broad and may, for example, apply if a director becomes a director of another company. The 2006 Act will, however, permit the directors of a public company to authorise a director's conflict or potential conflict of interest provided that the company's constitution includes provision enabling the directors to give such authorisation. Resolution 12 is therefore being proposed to amend the Company's Articles of Association ("Articles") to include such provision. If the amendment is not made then when the sections of the 2006 Act dealing with conflicts of interest come into force, currently expected to be on 1 October 2008, the Company may be required to seek shareholder approval every time there is a situation where a director has an interest which may conflict with the Company's interests. This is not considered to be practical. There are safeguards in the 2006 Act which will apply when directors decide whether to authorise a conflict or potential conflict of interest. Firstly, only independent directors (i.e. those who have no interest in the matter being considered) will be able to take the decision and, secondly, in taking the decision, the directors will have to act in a way they consider, in good faith, will be most likely to promote the Company's success for the benefit of shareholders as a whole. The directors will also be able to impose limits or conditions when giving authorisation if they think this is appropriate. It is the directors' intention to report annually on the Company's procedures for ensuring that the directors' powers to authorise conflicts are operated effectively. The directors expect to propose the adoption of a new set of Articles fully updated to reflect the repeal of the Companies Act 1985 and its replacement by the 2006 Act, either at next year's Annual General Meeting or the next following Annual General Meeting, depending on ultimate timing of all sections of the 2006 Act coming into force.

Resolution 13 – Authority to allot shares

Resolution 13 authorises the directors to allot unissued shares in the capital of the Company up to a maximum nominal value of up to £3,215,173 (the unissued ordinary share capital of the Company as at 8 April 2008). This authority will expire on the conclusion of the Annual General Meeting of the Company in 2009, it being the intention to renew it at that and each subsequent Annual General Meeting. Shareholders last granted such general authority to the directors at the Annual General Meeting of the Company in 2003. The directors have no present intention to issue any shares under the authority being sought, but this Resolution will provide the Company with flexibility to issue shares in the future. The Company does not hold any shares in treasury as at 8 April 2008, the latest practicable date prior to issue of the Notice of Annual General Meeting.

Resolution 14 – Authority to disapply pre-emption rights

Under Section 89 of the Companies Act 1985 (as amended) if the directors wish to allot any of the unissued ordinary shares in the Company for cash they must, in the first instance, offer them to existing shareholders in proportion to their shareholding. This Resolution proposes, on the same basis as last year and subject to the passing of Resolution 13, 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 of the Company as at 8 April 2008, being shares to an aggregate nominal value of £752,444. The authority under this Resolution would expire on the date of the next Annual General Meeting of the Company or on 21 August 2009, whichever is earlier. The directors have no current plans to utilise this authority.

Resolutions 15 and 16 – Authority to buy-back shares

The directors consider that it would be advantageous for the Company to renew the authority, granted at last years Annual General Meeting 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 6,019,555 ordinary shares (representing 10% of the issued ordinary share capital as at 8 April 2008) and 1,394,587 9% cumulative preference shares (representing 100% of the issued 9% cumulative preference shares as at 8 April 2008). Resolutions 15 and 16 set out the highest and lowest prices which the Company can pay for these shares. 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 on 21 August 2009, whichever is earlier. The directors have no present intentions for the Company to purchase its own shares.

Recommendation

The directors consider all these Resolutions to be in the best interests of the Company and its shareholders as a whole, consistent with the directors' duty to act in the way most likely to promote the success of the Company for the benefit of its shareholders as a whole, and unanimously recommend that you vote in favour of them.

Proxy Form

A Form of Proxy, which covers all Resolutions to be proposed at the Annual General Meeting of the Company to be held on 22 May 2008, is provided for use by holders of ordinary shares and should be read in conjunction with the Notice of Annual General Meeting. Completed Forms of Proxy should be returned as soon as possible but in any event no later than 12.15pm on Tuesday 20 May 2008. Completion of a Form of Proxy will not prevent a shareholder from attending and voting at the Annual General Meeting if he/she so wishes.

Appointment of a proxy through CREST

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 Annual 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. For further information on CREST procedures, limitations and system timings please refer to the CREST Manual. 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.