

Consent to certain actions for the purposes of the Initial Enforcement Order made by the Competition and Markets Authority (CMA) on 1 February 2017

Acquisition by Menzies Aviation plc and Menzies Aviation Inc. of ASIG Holdings Limited and ASIG Holdings Corp.

1. We refer to correspondence dated 7 February 2017 requesting that the CMA consents to derogations to the Initial Enforcement Order of 1 February 2017 (the **Initial Order**).
2. Under the Initial Order, save for written consent by the CMA, Menzies Aviation plc and Menzies Aviation Inc. (**Menzies**) and John Menzies plc are required to hold separate the Menzies business from the ASIG business and to refrain from taking any action which might prejudice a reference under section 22 of the Act or impede the taking of any remedial action following such a reference.

Request for a derogation

3. John Menzies plc and Menzies sought consent to integrate the Menzies business and the ASIG business immediately following imposition of the Initial Order in order to preserve the value of the ASIG business, but subject to a ring-fence of the parts of the ASIG business in relation to which the CMA has found that the Transaction may lead to a substantial lessening of competition (**SLC**), namely ASIG's operations at Aberdeen airport (**ABZ**) (the **ASIG ABZ Business**). The CMA granted consent to certain actions of John Menzies plc and Menzies on 1 February 2017 (the **First Consent**).
4. John Menzies plc and Menzies have now sought a further specific consent to derogate from the Initial Order in order to preserve the value of the ASIG business, but subject to the same ring-fence of the parts of the ASIG ABZ Business as set out in the First Consent. This additional consent would allow certain limited information concerning the employees of the ASIG ABZ Business to be shared with named individuals of the Menzies business subject to appropriate non-disclosure agreements (**NDA**s) being put in place,

to enable John Menzies plc and Menzies to maintain effective pension scheme membership.

CMA's derogation

5. After due consideration of the request for derogations from the Initial Order, based on the information received from you, and in the particular circumstances of this case, John Menzies plc and Menzies may carry out the following actions:

Ring fence for ABZ airport

Pensions

6. To the extent necessary and specifically for the purposes of maintaining effective pension scheme membership of employees of the ASIG ABZ Business, and subject to the NDA provision below, the three individuals listed at Annex 1 may receive payroll and pensions information concerning the employees of the ASIG ABZ Business.

NDA's

7. NDAs in a form approved in advance by the CMA are to be signed by the named individuals in Annex 1.

Annex 1: List of individuals within the Menzies business requested to sign an NDA under this derogation

Pensions - Individuals who will have access to employee information regarding the ASIG ABZ Business for pension scheme membership purposes - subject to NDA Version D

1. [REDACTED] (Pensions Manager and Secretary to the Trustee, John Menzies plc).
2. [REDACTED] (Senior Pensions Administrator, John Menzies plc).
3. [REDACTED] (Pensions Administrator, John Menzies plc).