

NOTICE OF
ANNUAL
GENERAL
MEETING

wetherspoon

NOTICE OF ANNUAL GENERAL MEETING

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about what action to take, you should consult your stockbroker, solicitor, accountant or other appropriate independent professional adviser authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all of your shares in J D Wetherspoon plc (the 'Company'), please forward this document and the accompanying proxy form to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

19th October 2022

Dear Shareholder

NOTICE OF ANNUAL GENERAL MEETING

**etc. venues, 50-52 Chancery Lane, London, WC2A 1HL
Thursday 17th November 2022 at 10 am**

I am pleased to invite you to our 2022 Annual General Meeting (the 'Meeting').

The formal notice of Meeting and your proxy form are enclosed.

If you would like to vote on the resolutions, but cannot attend the Meeting, please fill in the proxy form and return it to our registrars at the address detailed in the notes to the notice of Meeting as soon as possible, but in any case by no later than 10am on 15th November 2022. The completion and return of a proxy, or the appointment of a proxy, will not prevent you from attending and voting at the Meeting, or any adjournment of it, in person should you wish to do so. Irrespective of whether or not you propose to attend the Meeting, we would encourage you to appoint the Chair of the Meeting as your proxy. This will ensure that your vote will be counted if ultimately you are (or any proxy you might otherwise appoint is) not able to attend on the day for any reason.

If you plan to attend the Meeting, we also invite you to submit any questions you may want the Company to answer at the Meeting to the address below, for the attention of the Company Secretary, or via e-mail to AGM2022@jdwetherspoon.co.uk before 10am on 15th November 2022. In addition, questions will be invited from the floor of the Meeting itself. It is hoped that advance notice of some of the questions will enable the Company to select important issues to debate which might otherwise be missed. It might also encourage institutional investors to attend.

If you are intending to attend the meeting could you please indicate in the space provided on the proxy form, or by clicking the relevant box if voting electronically.

Please note that the e-mail address above is only to be used for submitting questions in advance for answering at the Meeting and for no other purpose. Any questions received will be answered in accordance with paragraph 10 of the general notes to the notice of meeting.

The directors consider that all resolutions to be put to the Meeting are in the best interests of the Company and its shareholders as a whole. Each of the directors will be voting in favour of each of the resolutions in respect of their own holdings of shares (save in respect of resolutions in which they are interested) and unanimously recommend that you do so as well.

Yours sincerely



Tim Martin
Chairman

Registered office:
Wetherspoon House
Reeds Crescent
Watford
WD24 4QL

Registered number:
1709784

Notice is hereby given that the 2022 Annual General Meeting of J D Wetherspoon plc will be held at etc.venues, 50-52 Chancery Lane, London , WC2A 1HL at 10am on 17th November 2022 to consider and, if thought fit, pass the following resolutions.

All resolutions will be proposed as ordinary resolutions, except for resolutions 14, 15, 16 and 17 which will be proposed as special resolutions.

The explanatory notes on pages 5 to 7 give further information on each of the resolutions that are to be proposed at the Meeting.

Ordinary business

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

1. To receive and adopt the reports of the directors and the Company's auditors, and the audited accounts of the Company, for the year ended 31st July 2022.
2. To receive and approve the directors' remuneration report for the year ended 31st July 2022.
3. To re-elect Tim Martin as a director.
4. To re-elect John Hutson as a director.
5. To re-elect Ben Whitley as a director.
6. To re-elect Debra van Gene as a director.
7. To re-elect Harry Morley as a director.
8. To re-elect Ben Thorne as a director.
9. To elect James Ullman as a director.
10. To elect Hudson Simmons as a director.
11. To elect Debbie Whittingham as a director.
12. To re-appoint Grant Thornton UK LLP as the auditors of the Company and to authorise the directors to fix their remuneration.

Special business

To consider and, if thought fit, pass the following resolutions, in the case of resolution 13 as an ordinary resolution and in the case of resolutions 14, 15, 16 and 17 as special resolutions:

13. That, in place of all existing authorities, the directors be generally and unconditionally authorised, pursuant to section 551 of the Companies Act 2006 (the 'Act'), to exercise all of the powers of the Company:
 - (A) to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ('Relevant Securities'), up to a maximum aggregate nominal amount of £858,334; and
 - (B) to allot Relevant Securities comprising equity securities (within the meaning of section 560 of the Act) up to an aggregate nominal amount of £858,334 in connection with an offer by way of a rights issue in favour of holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings of ordinary shares, but subject to such exclusions or other arrangements as the directors deem necessary or expedient in relation to fractional entitlements or any legal, regulatory or practical issues under the laws of any territory or the requirements of any regulatory body or stock exchange, for a period expiring (unless previously revoked, varied or renewed by the Company) on the date which is 15 months from the date of the passing of this resolution or, if sooner, the end of the next annual general meeting of the Company, provided that the Company may, before such expiry, make an offer or agreement which would or might require Relevant Securities to be

allotted after this authority expires, and the directors may allot Relevant Securities in pursuance of such offer or agreement, as if this authority had not expired.

14. That, subject to the passing of resolution 13 above and in place of all existing powers, the directors be generally empowered, pursuant to sections 570 and 573 of the Companies Act 2006 (the 'Act'), to allot equity securities (within the meaning of section 560 of the Act) for cash, pursuant to the authority conferred by resolution 13, as if section 561(1) of the Act did not apply to such allotment, provided that this power shall expire on the date which is 15 months from the date of the passing of this resolution or, if sooner, the end of the next annual general meeting of the Company. This power shall be limited to the allotment of equity securities:
 - (A) in connection with an offer of equity securities (including, without limitation, under a rights issue, open offer or similar arrangement, save that, in the case of an allotment pursuant to the authority conferred by paragraph (B) of resolution 13 such offer shall be by way of rights issue only) in favour of holders of ordinary shares in the capital of the Company in proportion (as nearly as may be practicable) to their existing holdings of ordinary shares, but subject to such exclusions or other arrangements as the directors deem necessary or expedient in relation to fractional entitlements or any legal, regulatory or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and
 - (B) otherwise than pursuant to subparagraph (A) above up to an aggregate nominal amount of £257,500.31 but the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after this power expires, and the directors may allot equity securities in pursuance of such offer or agreement, as if this power had not expired.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Act as if, in the first paragraph of this resolution, the words 'pursuant to the authority conferred by resolution 13' were omitted.

15. That, subject to the passing of resolution 13 above, the directors be authorised pursuant to sections 570 and 573 of the Act in addition to any authority granted under resolution 14 above to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by resolution 13 as if section 561(1) of the Act did not apply to such allotment, such authority to be:
 - (A) limited to the allotment of equity securities up to a nominal amount of £257,500.31; 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, such authority to expire on the date which is 15 months from the date of the passing of this resolution, or if sooner, the end of the next annual general meeting of the Company but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted after the authority expires and the directors may allot equity securities under any such offer or agreement as if the authority had not expired.

16. That the Company be and is hereby authorised, pursuant to section 701 of the Act to make market purchases (as defined in section 693(4) of the Act) of ordinary shares in the capital of the Company, on such terms and in such manner as the directors of the Company shall determine, subject to the following conditions:

- (A) the maximum number of ordinary shares which may be purchased is 19,312,523;
 - (B) the price at which an ordinary share may be purchased shall not exceed 105% of the average of the middle-market quotations for the ordinary shares (as derived from the Stock Exchange Daily Official List) for the five business days preceding the date of purchase and shall not be less than its nominal value, in each case exclusive of expenses; and
 - (C) this authority (unless previously revoked, varied or renewed) will expire at the earlier of 15 months from the date of passing of this resolution and the conclusion of the next annual general meeting of the Company, except that the Company may, before such authority expires, enter into a contract of purchase under which such purchase may be completed or executed wholly or partly after the expiry of the authority.
17. That general meetings (other than any annual general meeting) of the Company may be called on not less than 14 clear days' notice.

Nigel Connor

Company Secretary

19th October 2022

Wetherspoon House
Reeds Crescent
Watford
WD24 4QL

General notes to the notice of Meeting

- 1. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend, speak and vote, instead of him or her, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member.
A proxy need not be a member of the Company, but must attend the Meeting to represent their appointer.
- 2. A form of proxy is enclosed which members are invited to complete and return in the envelope

provided. Completion and return of the form of proxy, in accordance with the instructions on it, will not prevent such members from attending and voting at the Meeting in person, should they so wish.

- 3. To be valid for the Meeting, the form of proxy and the power of attorney or other authority (if any) under which it is executed (or a notarised copy of such authority) must be deposited at the offices of the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, or at the following electronic address www.investorcentre.co.uk/eproxy no later than 10am on 15th November 2022, being 48 hours before the time appointed for holding the Meeting (or, in the case of any adjournment, 48 hours before the time of the adjourned meeting).
- 4. Any person to whom this notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a 'Nominated Person') may, under an agreement between him or her and the member by whom he or she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Meeting. If a Nominated Person has no such proxy-appointment right or does not wish to exercise it, he or she may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights.
- 5. The statement of the rights of members in relation to the appointment of proxies in notes 1, 2 and 3 above does not apply to Nominated Persons. The rights described in those notes can be exercised only by members of the Company.
- 6. Any corporation which is a member may appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member, provided that they do not do so in relation to the same shares. Any such representative should bring to the meeting written evidence of his or her appointment, such as a certified copy of a board resolution of, or a letter from, the corporation concerned confirming the appointment.
- 7. As at 14th October 2022, the Company's issued share capital comprised 128,750,155 ordinary shares of 2.0 pence each. Each ordinary share carries the right to one vote on a poll at a general meeting of the Company and, therefore, the number of total voting rights in the Company as at that date was 128,750,155. As at 14th October 2022, the Company held no ordinary shares as treasury shares.
- 8. Under section 527 of the Act, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditors' report and the conduct of the audit) which is to be laid before the Meeting; or (ii) any circumstance 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 Act. The Company may not require

the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website, under section 527 of the Act, it must forward the statement to the Company's auditors no later than the time when it makes the statement available on the website. The business which may be dealt with at the Meeting includes any statement which the Company has been required, under section 527 of the Act, to publish on a website.

9. A copy of this notice, and other information required by section 311A of the Act, can be found on the Company's website: www.jdwetherspoon.co.uk/investors-home
10. Any member attending the Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the Meeting, but no answer to any such question need be given if (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question or (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.
11. There are available for inspection at Macfarlanes LLP, 20 Cursitor Street, London, EC4A 1LT, during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted), and there will be available for inspection at the place of the Meeting from at least 15 minutes beforehand and until the conclusion of the Meeting, copies of the non-executive directors' letters of appointment.
12. Only those members registered on the register of members of the Company as at 6pm on 15 November 2022 (or, in the case of any adjournment, 48 hours before the time of the adjourned meeting) shall be entitled to attend or vote at the Meeting (and/or the adjourned meeting, as the case may be), in respect of the number of ordinary shares registered in their name at that time. Changes to entries on the register of members after that time will be disregarded in determining the right of any person to attend or vote at the Meeting (and/or the adjourned meeting).
13. You may not use any electronic address provided in this document for communicating with the Company for any purposes other than those expressly stated.

Explanatory notes to the resolutions to be proposed at the Meeting

For each resolution that is proposed as an ordinary resolution, more than half of the votes cast in respect of the relevant resolution must be in favour of the resolution for it to be passed. For each of the resolutions that are being proposed as a special resolution, at least three-quarters of the votes cast in respect of the relevant resolution must be in favour of the resolution for it to be passed. Voting on all of the proposed resolutions at the Meeting will be conducted on a poll rather than on a show of hands.

Ordinary business

Resolution 1: Receive and adopt the audited accounts

The directors recommend that the Company adopt the reports of the directors and the auditors and the audited accounts of the Company for the year ended 31st July 2022.

Resolution 2: Approval of the directors' remuneration report

Resolution 2, which will be proposed as an ordinary resolution, asks shareholders to approve the directors' remuneration report for the year ended 31st July 2022 in the form set out on pages 69 to 77 of the annual report.

In accordance with the remuneration reporting rules, the vote on the report is an advisory vote and so the directors' entitlement to receive remuneration is not conditional on it.

Resolutions 3-8: Re-election of directors

In accordance with the UK Corporate Governance Code (the 'Code'), all of the directors of the Company will stand for re-election to the board other than in respect of Sir Richard Beckett as set out below. Their biographical details are set out on page 65 of the annual report. The chairman confirms that each director's performance continues to be effective and demonstrates commitment to his or her respective roles, including time commitments for board and committee meetings.

Su Cacioppo retired from the company on 7th October 2022 and will not seek re-election as a director.

Sir Richard Beckett will retire as a non-executive director of the company immediately after the Meeting and will not seek re-election as a director.

The Company is grateful to both Su Cacioppo and Sir Richard Beckett for their valuable contribution to the board.

Resolution 9: Election of James Ullman

The board seek the election of James Ullman to be an executive director of the Company.

James was appointed to the board in May 2022 as Personnel and Retail Audit Director. He joined the company in 1994. He is a graduate of Brighton University and Birmingham City University. He became a chartered internal auditor in 2011.

Resolution 10: Election of Hudson Simmons

The board seek the election of Hudson Simmons to be an employee director of the Company.

Hudson was appointed to the board as an employee director of the company in December 2021. He joined the company in 1997. He is area manager for the Sheffield area. He is a graduate of Nottingham Trent University.

Resolution 11: Election of Debbie Whittingham

The board seek the election of Debbie Whittingham to be an employee director of the Company.

Debbie was appointed to the board as an employee director of the company in December 2021. She joined the company in 1992 and is regional manager for the West Midlands.

The employee directors were appointed to the board in December 2021. This was in order that debate and decision making at board level shared the benefit of the front line experience that the company's other regular meetings benefit from. The company believes that the sharing of this experience at board level is vital to preserving the culture of the company and to the making of sensible decisions.

Resolution 12: Re - Appointment of Grant Thornton UK LLP as auditors

The auditors of the Company must be appointed at each general meeting at which accounts are laid to hold office until the conclusion of the next such meeting.

The Company proposes Grant Thornton UK LLP be re-appointed as the Company's auditors for the next financial year and that its directors authorise its remuneration.

Special business**Resolution 13: Authority to allot**

The Act prevents directors of a public company from allotting shares, other than pursuant to an employee share scheme, without the authority of shareholders in a general meeting. In certain circumstances, this could be unduly restrictive. The general authority previously given to the directors to allot 'relevant securities' will expire at the end of the Meeting.

Accordingly, Resolution 13, which will be proposed as an ordinary resolution, authorises the directors (pursuant to section 551 of the Act) to allot ordinary shares:

(A) up to an aggregate nominal amount of £858,334, representing approximately one-third of the nominal value of the ordinary shares in issue as at 14th October 2022 (being the last practicable date prior to the publication of this document); and

(B) up to a further aggregate nominal amount of £858,334, representing approximately an additional one-third of the nominal value of the ordinary shares in issue as at 14th October 2022 (being the last practicable date prior to the publication of this document), provided that they are offered by way of a rights issue in favour of ordinary shareholders in proportion (as nearly as practicable) to their existing holdings of ordinary shares.

The Company does not currently hold any ordinary shares in treasury.

The authority sought by this resolution (unless previously varied, revoked or renewed) will expire on the earlier of 15 months from the date of passing the resolution and the conclusion of the next annual general meeting of the Company.

In accordance with the Investment Association's share capital management guidelines, the limit on the directors' authority to allot shares under section 551 of the Act may be increased from one-third to two-thirds of the Company's issued share capital, provided that the amount of any authority above one-third must be applied to fully pre-emptive rights issues and should be valid for one year only. If the Company makes an allotment pursuant to such additional authority, the Investment Association will expect that all directors will stand for re-election at the next annual general meeting of the Company following the decision to make the allotment in question.

The directors will exercise such authority to allot shares only when satisfied that it is in the interests of the Company to do so. They have no present intention of exercising the authority.

Resolution 14: Disapplication of pre-emption rights

The provisions of section 561 of the Act (which confer on shareholders, rights of pre-emption in respect of the allotment of 'equity securities' which are, or are to be, paid up in cash, other than by way of allotment to employees under an employee share scheme) apply to the unissued ordinary shares of the Company to the extent that they are not disapplied, pursuant to sections 570 and 573 of the Act.

The current disapplication of these statutory pre-emption rights will expire at the end of the Meeting. Accordingly, Resolution 14, which will be proposed as a special resolution, permits the directors to allot shares without the application of these statutory pre-emption rights: first, in relation to offers of equity securities by way of rights issue, open offer or similar arrangements (save that, in the case of an allotment pursuant to the authority in paragraph (B) of Resolution 13, such allotment shall be by way of rights issue only); and second, in relation to the allotment of equity securities for cash, up to a maximum aggregate nominal amount of £257,500.31 (representing 10.00% of the nominal value of the ordinary shares of the Company in issue as at 14th October 2022 (being the last practicable date prior to the publication of this document)).

The authority (unless previously varied, revoked or renewed) will expire on the earlier of 15 months from the date of passing the resolution and the conclusion of the next annual general meeting of the Company.

The directors are following the recommendations of the UK Secondary Capital Raising Review, published on 19 July 2022 by HM Treasury (the 'SCRR'), which recommends that a company should be able to issue up to 10% of its issued share capital for any purpose without pre-emption rights applying.

Resolution 15: Additional disapplication of pre-emption rights for a specified capital investment

Following the recommendation in the SCRR, the Company proposes to seek an authority from shareholders for the disapplication of pre-emption rights for an additional 10% of the issued share capital of the Company for the purpose of a specified capital investment.

Resolution 15, which will be proposed as a special resolution, permits the directors to allot shares without the application of the statutory pre-emption rights, in addition to any authority granted under Resolution 14, up to a maximum aggregate nominal amount of £257,500.31 (representing 10.00% of the nominal value of the ordinary shares of the Company in issue as at 14 October 2022 (being the last practicable date prior to the publication of this document)) to be 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.

The authority (unless previously varied, revoked or renewed) will expire on the earlier of 15 months from the date of passing the resolution and the conclusion of the next annual general meeting of the Company.

Resolution 16: Purchase of ordinary shares

In common with many other listed companies, the Company proposes, once again, to seek an authority from shareholders to permit it to purchase its own shares. Accordingly, Resolution 16 will be proposed as a special resolution to authorise the Company to make market purchases of up to 19,312,523 shares, just under 15% of the Company's current issued ordinary share capital, at prices not less than the nominal value of an ordinary share and not exceeding 105% of the average of the middle-market quotations for an ordinary share for the five business days before each purchase (in each case, exclusive of expenses). The authority will last until the earlier of 15 months from the date of passing the resolution and the conclusion of the next annual general meeting of the Company.

The directors envisage that purchases would be made only after considering the effects on earnings per share and the benefits for shareholders generally.

If Resolution 16 is passed, it is the Company's current intention to cancel all of the shares it may purchase pursuant to the authority granted to it. However, in order to respond properly to the Company's capital requirements and the prevailing market conditions, the board will need to assess at the time of any and each actual purchase whether to hold the shares in treasury or to cancel them, provided it is permitted to do so.

Resolution 17: 14 days' notice for general meetings

The notice period required for general meetings of the Company is 21 clear days, unless shareholders approve a shorter notice period, which cannot, however, be fewer than 14 clear days. Resolution 17 seeks such approval. The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed.

In addition, in order to be able to call a general meeting on under 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders at that meeting.

The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

Annual general meetings will continue to be held on at least 21 clear days' notice.

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