

**THE COMPANIES ACT 2006**

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**COMPANY LIMITED BY SHARES**

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**RESOLUTIONS**

**-of-**

**J D WETHERSPOON PLC**

TUESDAY



A14 \*A69GERKA\* 27/06/2017 #2  
COMPANIES HOUSE

At the Annual General Meeting of the Company held at The Crosse Keys, 9 Gracechurch Street, London, EC3V 0DR on Thursday 12 November 2015, the following Resolutions were passed by way of special business. The resolutions numbered 13 and 14 was passed as an Ordinary Resolution and in the case of the resolutions numbered 15, 16, 17 and 18, as Special Resolutions.

**Special business**

To consider and, if thought fit, to pass the following resolutions, in the case of the resolutions numbered 13 and 14 as an ordinary resolution and, in the case of the resolutions numbered 15, 16, 17 and 18, as special resolutions.

13. To approve the extension and amendment of, and authorise the Remuneration Committee to operate (as amended), the J D Wetherspoon plc Deferred Bonus Scheme (the 'Scheme') a copy of which is produced to the meeting, initialled by the Chairman for the purposes of identification, and which is summarised in the Appendix, and to authorise the Remuneration Committee to do all acts and things they may consider necessary or expedient to carry the Scheme into effect.

**14. 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 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 £794,867; and further

(B) to allot Relevant Securities comprising equity securities (within the meaning of section 560(1) of the Act) up to an aggregate nominal amount of £794,867 in connection with an offer by way of a rights issue 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;

for a period expiring (unless previously revoked, varied or renewed) 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 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.

15. THAT, the form of articles of association produced to the meeting, and initialled by the Chairman for the meeting for the purpose of identification, be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

16. THAT, subject to the passing of resolution 14 above and in place of all existing powers, the directors be generally empowered, pursuant to sections 570 and 573 of the Act, to allot equity securities (within the meaning of section 560 of the Act) for cash, pursuant to the authority conferred by resolution 14, 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 14, 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 (i) above up to an aggregate nominal amount of £119,349, 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 14' were omitted.

17. THAT the Company be and is hereby authorised, pursuant to section 701 of the Act, to make market purchases (as defined by 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 17,890,472;

(B) the price at which ordinary shares 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 the nominal value, from time to time, of the ordinary shares purchased, in both cases 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.

18. THAT general meetings (other than any annual general meeting) of the Company may be called on not less than 14 clear days' notice.

Dated: 12 November 2015