

w e t h e r s p o o n



**It only takes a minute  
to apply for FREE shares...**

# WE'RE GIVING YOU FREE J D WETHERSPOON SHARES

Twice a year, the company decides if it is able to award FreeShares to employees who have worked for us for at least 18 months.

They're one of the benefits of being part of the team and they're totally free. It's our way of saying thank you for your loyalty and commitment to the company.

SIP FreeShares are generally awarded following the announcement of our financial results in March and September.

## How do I Join?

Apply online: [www.computershare.com/jdwetherspoonshareplans](http://www.computershare.com/jdwetherspoonshareplans)  
(a link to this is available on WIS and MyJDW)

Or

Apply by phone: **0370 707 1091**

## Don't Miss Out!

HM Revenue & Customs' rules state, we can't give you the FreeShares, unless you've applied for them.

This means that you must register to join the scheme but you only have to apply once. Thereafter, you will automatically get your allocation every time we award new SIP FreeShares.

# APPLY NOW – IT'S EASY

- online: [www.computershare.com/jdwetherspoonshareplans](http://www.computershare.com/jdwetherspoonshareplans)

Just log on with your Shareholder Reference Number (SRN) which you'll find at the top of your invitation email and PIN number, which will be sent to you separately, (unless you have previously registered for the online service and already have a PIN).

You will then be taken to your account where you will be able to register to join the plan.

- by telephone

Just call **0370 707 1091** and follow the voice prompts.

You need to have to hand your SRN (a PIN is not required for this option).

At the end of the call, you will be given an acknowledgement number, to confirm that your application has been successful. Please retain this number in case of any queries.

# SO, WHAT EXACTLY IS THE SIP?

The SIP FreeShare Award is part of an HM Revenue & Customs (HMRC) approved plan. This plan allows J D Wetherspoon to award shares to you – FREE!! As a public limited company, we have shares listed on the London Stock Exchange and want you, our employees (those contributing to the future of our company), to have the opportunity to share in the future of J D Wetherspoon and reward your contribution to J D Wetherspoon's financial performance.

By awarding you with SIP FreeShares, we offer you a real stake in the business.

## HOW DOES IT WORK?

Computershare Plan Managers, who administer the scheme on our behalf, will hold your SIP FreeShares in trust for a minimum of three years.

## SELLING YOUR SIP FREESHARES

When the three years are up, you can sell the SIP FreeShares or keep them – it's up to you.

If you sell any approved SIP FreeShares before you've held them for five years, you will be liable for income tax and National Insurance (NI); however, if you wait until you have held them for five years, they will be free from both of these\*.

You can, of course, hold on to your SIP FreeShares for more than five years. If you leave your shares in the trust until such time as you wish to sell them, they will not be liable for capital gains tax\*.

\*The HMRC rules in this area can change so please take appropriate advice regarding any tax or NI liability you may have when you are considering selling your shares.

# HOW MANY SIP FREESHARES WILL I RECEIVE?

The number of SIP FreeShares which you will be awarded depends on your basic pay (this does not include bonus allowances or additional payments) and the percentage award made. Once you've applied for your SIP FreeShares and we've awarded them, you can view your statement online which will show exactly how many shares you hold in your account. For example:

An employee has basic pay of £5,000 in the 12-month calculation period:

- He/she is eligible to an award of 5% of earnings = £250
- The share price is £5.00 at the time of the award; he/she will receive  $£250 \div £5.00 = 50$  shares

Please note that this is an illustrative example; market price is subject to change.

You can see how many SIP FreeShares you have been given and view your account at:

**[www.computershare.com/jdwetherspoonshareplans](http://www.computershare.com/jdwetherspoonshareplans)**

## DIVIDENDS

As long as you are still working for us during this 3 year period (and beyond if you keep the SIP FreeShares in the trust), you may receive dividend payments on your SIP FreeShares\*\*. Dividends are payments out of the company's profits to shareholders. The payments are discretionary; however, they are usually paid in two instalments each year.

\*\*Please note dividends are not paid on shares which are held in the Unapproved Plan (RSP).

# WHAT HAPPENS TO YOUR SIP SHARES IF YOU LEAVE?

## **If you resign from the company or are dismissed:**

- up to three years from award, you will lose any SIP FreeShares which have been in the plan.
- three to five years from award, your SIP FreeShares must be transferred to you or sold. You will have to pay income tax and NI. You won't have to pay capital gains tax at this time. However, if you transfer the shares to a certificate and sell the Shares at a later date, you may have to pay capital gains tax on any increase in their value, after the date you took them out of the plan.
- more than five years from award, your SIP FreeShares will be transferred to you or sold, but there will be no liability to income tax or NI. You won't have to pay capital gains tax at this time. However, if you transfer the shares to a certificate and sell the Shares at a later date, you may have to pay capital gains tax on any increase in their value, after the date you took them out of the plan.

## **If you leave the company owing to retirement, redundancy, injury, disability or TUPE transfer:**

- it doesn't matter how long you have had the SIP FreeShares, they will be transferred to you or sold, with no liability for income tax or NI. You won't have to pay capital gains tax at this time. However, if you transfer the shares to a certificate and sell the Shares at a later date, you may have to pay capital gains tax on any increase in their value, after the date you took them out of the plan.

# IMPORTANT INFORMATION

HM Revenue & Customs insists that all Share Plans be governed by an agreement. This agreement will be between you and EES Corporate Trustees Limited – which looks after the management of the Share Incentive Plan (SIP) for us. Before you apply to receive your SIP FreeShares, you should read the following agreement. It's pretty simple and straightforward, but, if you don't understand anything, just ask the personnel & training department to explain it. All the terms used below are defined in the rules and trust deed of the plan; if you want to read them, you can get a copy from the personnel & training department.

When you register for the SIP, you agree to the following terms of application:

- 1 I confirm that I am eligible to participate in the plan.
- 2 I agree to accept the FreeShares in J D Wetherspoon plc awarded to me under the SIP.
- 3 I agree to leave the FreeShares in the hands of the trustees and not to assign, charge or otherwise dispose of my beneficial interest in the shares for the whole of the holding period.
- 4 I have read these terms and conditions and agree to be bound by them and by the rules of the plan.
- 5 I agree that taking part in the plan does not affect my rights, entitlements or obligations under my contract of employment and does not give me any rights or additional rights to compensation or damages, if my employment ceases.
- 6 I can withdraw from this agreement at any time by writing to J D Wetherspoon plc.
- 7 If I withdraw from this agreement at some time in the future, I agree that the terms under which I accepted any Shares which had been awarded to me by that time will not be affected.
- 8 I understand that I may ask the trustees for my FreeShares at any time after the end of the holding period, but I may have to pay income tax and National Insurance contributions when they are taken out of the plan.
- 9 I agree to allow the trustees to sell some or all of my FreeShares to pay any income tax and NI contributions in respect of my Shares ceasing to be subject to the plan.

- 10 I understand that I will lose my SIP FreeShares, if I cease to be in relevant employment before the end of the forfeiture period of three years, unless my employment ceases for one of the following reasons:
- injury/disability
  - redundancy
  - transfer of employment to which the Transfer of Undertaking (Protection of Employment) regulations 2006 (TUPE) apply
  - retirement
  - death
  - change of control or other circumstances ending the associated company status of my employing company.
- 11 If there is a rights issue, I agree to allow the trustees to sell some of the rights attached to my SIP FreeShares in the plan, to fund the exercise of the rights attached to other Shares held by me in the plan.
- 12 I agree that any dividends will be paid directly into the bank account held on the Computershare website: **[www.computershare.com/jdwetherspoonsharesplans](http://www.computershare.com/jdwetherspoonsharesplans)**.
- 13 If I leave J D Wetherspoon and do not provide the trustees with instructions as to how to deal with my SIP FreeShares, within 30 days of being written to by the trustees, I agree that the trustees may sell all of my SIP FreeShares and remit the proceeds to me, after the necessary deductions have been made to cover any liability for income tax and National Insurance contributions which may have arisen.
- 14 I agree that J D Wetherspoon and EES Corporate Trustees Limited, acting as trustees and as the administrator of the plan, can exchange and process personal data about me in relation to my participation in the plan and disclose it outside of the company, the trustees and the administrator of the plan, if necessary. I also know that, in accordance with the Data Protection Act, I am entitled to a copy of the information held about me, on payment of a fee.



**wetherspoon**

**CALL 0370 707 1091  
TO JOIN**

Computershare Plan Managers is a trading name of:

1. Computershare Investor Services PLC  
(registered in England, Company No.3498808); and
2. a group of entities comprising amongst others EES Corporate Trustees Limited (registered in England, Company No. 2045938), EES Capital Trustees Limited (registered in England, Company No. 3275677), EES Trustees Limited (registered in England, Company No. 576832) and EES Services (UK) Limited (registered in England, Company No. 4075753).

Computershare Investors Services PLC is authorised and regulated by the Financial Conduct Authority. The registered office of each of the companies is: The Pavilions, Bridgewater Road, Bristol BS13 8AE.

If you have any questions about how the SIP works, please contact the helpline: 0370 707 1091.

 **Computershare**  
**Plan Managers**

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**01923 477777 | [www.jdwetherspoon.co.uk](http://www.jdwetherspoon.co.uk)**

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