



PETERBOROUGH LIMITED

(trading as Aragon Direct Services)

List of Reserved Matters **to the Shareholder**

Approved 02-03-2020 by PCC Shareholder Committee



#	Reserved Matter (to the Shareholder)	Approval and amendment date	Approved by
1.	Admit any person as a new Shareholder of Peterborough Limited	18/12/2017	PPC Cabinet
2.	Adopt any Business Plan of Peterborough Limited	18/12/2017	PPC Cabinet
3.	Alter any of the provisions of the Business Plan after it has been adopted, the Articles or any rights attaching to the Shareholders' interests in the Shares that they hold	18/12/2017	PPC Cabinet
4.	Make any capitalisation, repayment or other distribution of any amount standing to the credit of any reserve of Peterborough Limited or declare any dividend or other distribution to Shareholders.	18/12/2017	PPC Cabinet
5.	Create any encumbrance over the whole or any part of the undertaking or assets of Peterborough Limited, except where agreed in the Business Plan	02/03/2020	PPC Shareholder Committee
6.	Extend Peterborough Limited's activities outside the scope of the Business Plan or cease to carry out any material part of the Business Plan or act against the shareholder in a competitive arena, and against the Shareholder's interest	02/03/2020	PPC Shareholder Committee
7.	Alter Peterborough Limited's accounting reference date	18/12/2017	PPC Cabinet
8.	Approve or sign the annual accounts of Peterborough Limited	18/12/2017	PPC Cabinet
9.	Appoint or remove any Director of Peterborough Limited otherwise than in accordance with the Articles	18/12/2017	PPC Cabinet
10	Make any petition or resolution to wind up Peterborough Limited (or any subsidiary) or any petition for an administration order or any order having similar effect in a different jurisdiction in relation to such company unless, in any case, such company is at the relevant time insolvent and the Directors reasonably consider (taking into account their fiduciary duties and other obligations under the Companies Act 2006) that it ought to be wound up	18/12/2017	PPC Cabinet
11	Sell, lease (as lessor), license (as licensor), transfer or otherwise dispose of any of its assets at a total price per transaction exceeding £25,000 otherwise than in the ordinary course of the Business and to the extent provided for in the Business Plan	02/03/2020	PPC Shareholder Committee

12	Purchase, lease (as lessee), license (as licensee) or otherwise acquire any assets at a total cost to Peterborough Limited per transaction exceeding £25,000 otherwise than in the ordinary course of the Business and to the extent provided for in the Business Plan	02/03/2020	PPC Shareholder Committee
13	Acquire or agree to acquire any freehold or leasehold interest in or licence over land except where part of the agreed Business Plan	02/03/2020	PPC Shareholder Committee
14	Enter into or make any contract with an ongoing cost to Peterborough Limited of more than £25,000 (“a Material Contract”) unless provided for in the Business Plan	02/03/2020	PPC Shareholder Committee
15	Give notice of termination of any Material Contract above £25,000 or make any Material Variation or amendment to any such contract	02/03/2020	PPC Shareholder Committee
16	Appoint or remove any Executive Manager of Peterborough Limited	02/03/2020	PPC Shareholder Committee
17	Enter into any contracts or arrangements with any of the Shareholders Elected Members or Senior Officers or Company Directors or any person with whom any Elected Members or Senior Officers or Company Director is connected, associated or interested (whether as Director, consultant, Shareholder or otherwise)	02/03/2020	PPC Shareholder Committee
18	Change the name of Peterborough Limited or its registered office	18/12/2017	PPC Cabinet
19	Form a subsidiary of Peterborough Limited or acquire any shares in any other company, whether through subscription or transfer, such that the company concerned becomes a subsidiary of Peterborough Limited	18/12/2017	PPC Cabinet
20	Enter into any contract which cannot be terminated within a 12 month period and under which the liability for such termination could exceed £10,000	18/12/2017	PPC Cabinet
21	Give or take any loans, borrowing or credit (other than normal trade credit in the ordinary course of the Business) in excess of £10,000, or cause the aggregate indebtedness of Peterborough Limited to exceed £10,000	18/12/2017	PPC Cabinet

22	Enter into any agreement of an annual expenditure of more than £25,000 not in the ordinary course of the Business and/or which is not on an arm's length basis or amend its standard terms of business	18/12/2017	PPC Cabinet
23	Give any guarantee, suretyship or indemnity to secure the liabilities of any person or assume the obligations of any person	18/12/2017	PPC Cabinet
24	Incur any item or series of items of capital expenditure of more than £25,000 unless provided for in the Business Plan	02/03/2020	PPC Shareholder Committee
25	Recruit or dismiss any employee whose remuneration exceeds £40,000 per annum unless provided for in the Business Plan provided always that any employee may be dismissed for gross misconduct without the prior consent of the Shareholders. Save as provided for in the Articles, pay any fees, remuneration or other emoluments to any Director or vary any such fees, remuneration or emoluments. For the avoidance of doubt this paragraph 25 shall not apply to the payment or reimbursement of expenses properly incurred by any Director in the course of carrying out his duties in relation to Peterborough Limited nor to any indemnity by Peterborough Limited to which the Director is entitled pursuant to the	18/12/2017	PPC Cabinet
26	Articles or under any relevant law	18/12/2017	PPC Cabinet
27	Consolidate or amalgamate with any company, association, partnership or legal entity or acquire any business or undertaking of any other person (for the avoidance of doubt, excluding the consolidation of accounts with Peterborough City Council)	18/12/2017	PPC Cabinet
28	Enter into any joint venture, partnership or profit sharing arrangement with any person	18/12/2017	PPC Cabinet
29	Change any of Peterborough Limited's accounting or reporting practices	18/12/2017	PPC Cabinet
30	Create any share option scheme.	02/03/2020	PPC Shareholder Committee
31	Make an offer of employment or alter the remuneration or conditions of employment of any employee or any consultant of Peterborough Limited otherwise than in the ordinary course of business and to the extent provided for in the Business Plan or unless obliged to do so by statute	02/03/2020	PPC Shareholder Committee

32	Make any agreement with any revenue authorities or any other taxing authority, or make any claim, disclaimer, election or consent of a material nature for tax purposes in relation to Peterborough Limited, its assets or undertakings, or the Business	18/12/2017	PPC Cabinet
33	License, assign or otherwise dispose of intellectual property rights owned by Peterborough Limited	18/12/2017	PPC Cabinet
34	Commence, settle or defend any claim, proceedings or other litigation brought by or against Peterborough Limited, except in relation to debt collection in respect of a sum not exceeding £10,000 in the ordinary course of the Business.	18/12/2017	PPC Cabinet

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