

Organisation name: Eastern Shires Purchasing Organisation

Type of related party relationship

Client response and Details

List all parties (both persons and entities) with control¹ or joint control² of the reporting entity.

Where these parties are persons:

- List their close family members³, and any other entities controlled¹ or jointly controlled² by these persons or their close family members³.
- List the entities over which these persons or their close family members³ have significant influence⁴ (either by holding key management positions⁵ or otherwise). Include entities that are controlled or jointly controlled by those entities.

List all parties (both persons and entities) with significant influence⁴ over the reporting entity.

Where these parties are persons:

- List their close family members³, and any entities controlled¹ or jointly controlled² by these persons or their close family members³. Include entities that are controlled or jointly controlled by those entities

List all key management personnel⁵ of the reporting entity.

Key Management personnel:

Commercial Manager; Katherine Shaw

ESPO is a Joint Committee set up under Section 102 of the 1972 Local Government Act. The member authorities at 31 March 2015 were Cambridgeshire, Leicestershire, Lincolnshire, Norfolk and Warwickshire County Councils together with Peterborough City Council.

The Leadership Team consist of:

The Director; John Doherty,
The Assistant Director (Procurement and Compliance); Kristian Smith
The Assistant Director (Finance & IT); Clive Pitt
The Assistant Director (Sales & Marketing); Trevor Phipps
The Assistant Director (Operations); David Godsell

¹ An individual controls the company when the individual is exposed, or has rights, to variable returns from its involvement with the company and has the ability to affect those returns through its power over the company [IFRS10].

² Joint control is where two or more parties are bound by a contractual arrangement, and the contractual arrangement gives two or more of those parties joint control of the company [IFRS11].

³ Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include (a) that person's children and spouse or domestic partner; (b) children of that person's spouse or domestic partner; and (c) dependants of that person or that person's spouse or domestic partner [IAS 24].

⁴ Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies [IAS28].

⁵ Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity [IAS24].

Organisation name: Eastern Shires Purchasing Organisation

List key management personnel's⁵⁵ close family members⁵⁶, and any other entities controlled¹ or jointly controlled² by key management personnel or their close family members⁵⁷. Include entities that are controlled or jointly controlled by those entities.

Commercial Manager; David Kwiatek
Trading Manager; Kevin Willsher
Operations Manager; Barry Walker

List all entities within the reporting entity's group – parents, subsidiaries, and fellow subsidiaries.

[No parties identified]

List the reporting entity's joint ventures and associates (and their subsidiaries). Also list other group members' joint ventures and associates (and their subsidiaries).

[No parties identified]

If the reporting entity is itself a joint venture:

- List all venturers, these venturers' group members and that group's associates or joint ventures).

If the reporting entity is itself an associate:

- List all investing entities, these investing entities' group members and that group's joint ventures.

List all post-employment benefit plans for the benefit of the reporting entity, or any entity disclosed within the above questions.

The Defined Benefits Pension Fund is administered by Leicestershire County Council, ESPO's servicing authority.

If the reporting entity is itself a post-employment benefit plan:

- List all sponsoring employers.

If the reporting entity is required to adhere to the UK Financial Conduct Authority ("FCA")'s Listing Rules ("LR") (i.e., the reporting entity has UK premium or standard listing, or is a subsidiary of a UK premium or standard listed entity), additional related parties are defined by the FCA's LR:

Not applicable

- A substantial shareholder. This is any person who is, or was within the last 12 months, entitled to exercise or control the exercise of 10% or more of votes able to be cast

on all or substantially all matters at general meetings of the company (or of any company that is its parent, subsidiary or fellow subsidiary undertaking). Certain persons are excluded from this definition – see guidance footnote⁶

- *A director (including a shadow director and a person who was a director or shadow director within the last 12 months) of the company or any company that is (and, if they ceased to be such, was while they were a director or shadow director of such other company) its subsidiary undertaking or parent undertaking, or a fellow subsidiary undertaking of its parent undertaking.*
- *A person (individual or legal entity) exercising significant influence.*
- *An associate of a substantial shareholder, director or person exercising significant influence, as follows:*
 - *In relation to an individual, this includes the following:*
 - *An individual related party's spouse, civil partner or child (together 'the individual's family').*
 - *The trustees (acting as such) of a trust of which the individual or any of the individual's family is a beneficiary or discretionary object, other than certain trusts that are occupational pension schemes or employees' share schemes.*
 - *A company in whose equity shares the individual and/or members of the*

⁶ The definition of a substantial shareholder disregards any voting rights that the person exercises (or controls the exercise of) independently in its capacity as bare trustee, investment manager, collective investment undertaking or a long-term insurer in respect of its linked long-term business if no associate of that person interferes by giving direct or indirect instructions, or in any other way, in the exercise of such voting rights (except to the extent any such person confers or collaborates with such an associate that also acts in its capacity as investment manager, collective investment undertaking or long term insurer). [LR App 1]

individual's family (taken together) have an interest that enables them (or would do so on the fulfilment of a condition or the occurrence of a contingency), directly or indirectly, to exercise or control the exercise of 30% or more of votes at general meetings on all, or substantially all, matters; or appoint or remove directors holding a majority of voting rights at board meetings on all, or substantially all, matters.

For the purpose of the above bullet point, if more than one director of the listed company, its parent or any of its subsidiaries is interested in the equity securities of another company, then the interests of those directors and their associates are aggregated when determining whether that company is an associate of the director.

- *In relation to a company, this includes the following:*
 - *Any other company that is its subsidiary undertaking or parent undertaking or fellow subsidiary undertaking.*
 - *Any company whose directors are accustomed to act in accordance with the substantial shareholder's or person exercising significant influence's directions or instructions.*
 - *Any company in the capital of which the substantial shareholder or person exercising significant influence and any other company that is an associate taken together, is (or would on the fulfilment of a condition or the occurrence of a contingency*

Organisation name: Eastern Shires Purchasing Organisation

be) able to exercise or control the exercise of 30% or more of votes at general meetings on all, or substantially all, matters; or appoint or remove directors holding a majority of voting rights at board meetings on all, or substantially all, matters.

The Listing Rules also limit the nature of the transactions which must be reported if entered into with any of these parties, and provide certain exemption criteria for transactions. In excess of these being required to be reported within the reporting entity's financial statements (LR 11.1.10R), there are also other required actions the reporting entity and/or listed entity must complete – please seek legal advice if you are unaware of these requirements.

Organisation name: Eastern Shires Purchasing Organisation

If the reporting entity is required to adhere to the Alternative Investment Market ("AIM") Rules (i.e., the entity is AIM listed), additional related parties are defined by the AIM Rules:

N/A

- a) **any person who is a director of the reporting entity or of any company which is its subsidiary or parent undertaking, other subsidiary undertaking of its parent company;**
- b) **Any person with a holding of 3% or more in any class of AIM security in the reporting entity (excluding treasury shares);**
- c) an associate of (a) or (b) being;
 - i. **the family of such a person;**
 - ii. **the trustees (acting as such) of any trust of which the individual or any of the individual's family is a beneficiary or discretionary object (other than a trust which is either an occupational pension scheme as defined in regulation 3 of the Financial Services and Markets Act 2000 (Regulated Activities) Order 2001, or an employees' share scheme which does not, in either case, have the effect of conferring benefits on persons all or most of whom are related parties).**
 - iii. **any company in whose equity shares such a person individually or taken together with his or her family (or if a director, individually or taken together with his family and any other director of that company) are directly or indirectly interested (or have a conditional or contingent entitlement to become interested) to the extent that they are or could be able:**
 - **to exercise or control the exercise of 30% or more of the votes (excluding treasury shares) able to be cast at general meetings on all, or**


Organisation name: Eastern Shires Purchasing Organisation

- **substantially all, matters; or**
- **to appoint or remove directors holding a majority of voting rights at board meetings on all, or substantially all, matters;**

- iv. **any other company which is its subsidiary undertaking, parent undertaking or subsidiary undertaking of its parent undertaking;**
- v. any company whose directors are accustomed to act in accordance with (a)'s directions or instructions; any company in the capital of which (a), either alone or together with any other company within (iv) or (v) or both taken together, is (or would on the fulfilment of a condition or the occurrence of a contingency be) interested in the manner described in (iii);
- d) any person who was a director of the reporting entity or any of its subsidiaries, sister or parent undertakings or a substantial shareholder within the twelve months preceding the date of the transaction.

The AIM Rules also limit the nature of the transactions which must be reported if entered into with any of these parties, and provide certain exemption criteria for transactions. In excess of these being required to be reported within the reporting entity's financial statements (AIMR19), there are also other required actions the reporting entity and/or listed entity must complete – please seek legal advice if you are unaware of these requirements.

I confirm that the above listing is, to the best of my knowledge having made appropriate enquiries of others complete and all information is accurate.

Signature:  Date: 11 / 9 / 15