

## GS1 UK Annual General Meeting

**Minutes of the 47<sup>th</sup> Annual General Meeting held in the Stephenson Room,  
30 Euston Square, London NW1 2FB and virtually  
on 9 November at 11:30 (UKT)**

Members attended:	Represented by:
Andrew Osborne	Life member
Avi Moor	Distinctive Retail
Barney De Beer	Quest Vitamins LTD
Charlie Knockton	Happy Inside Drinks Ltd
David Ebanks	Ice Surprise
David Miller	MillerMoves Ltd
Deborah Stead	Saira Skin Limited
Howard Davies	Welsh Government - Cardiff
Ian Keilty	Wincanton PLC
Jason Gibb	Bread & Jam Festival
Julia Kessler	Nix&Kix
Julianne Ponan MBE	Creative Nature
Julie Pierce	Food Standards Agency
Kieran Miles	MADOC
Lee Canning	Little Green Giraffe
Linzi Sorensen	IPS Ltd
Lusy Wright	Our Only Planet
Max Fairhurst	Red Brick Road
Melinda Johnson	DHSC
Michelle Yeardley	GS1 UK
Murray Lambell	eBay
Nafiul Shelim	NEC
Pallav Konwar	Patkai Food Ltd.
Patrick Pondaven	Amazon EU
Peter Jordan	Life Member

Members attended:	Represented by:
Perlotta Dultz	PLT Supplies
Stephen Bush	Leeds Teaching Hospital NHS Trust
Robert Barbour	Travis Perkins/GS1 UK supervisory board
Robert Lingard	Zebra Technologies
Sara Ford	NHS Supply Chain
Robin Kidd	Life member
Jerome Bertin	Secur Med

Apologies	
Sarah Bradbury	IGD
Robin Buxton	Evestico Ltd
Robin Kidd	Life member
Gary Lynch	Life member
Sir Terence Stephenson	President, GS1 UK

Guests	
Richard Bruce	Sheffield University, Management School
Professor Guy Poppy	Former chief scientific adviser to the FSA
David Kennedy	Guest of Chris Tyas

In attendance	
Chris Tyas	GS1 UK Chair
Anne Godfrey	GS1 UK CEO
Sarah Atkins	GS1 UK CMO and membership director
Dave Crapnell	GS1 UK Chief financial officer, IS director and company secretary
Iain Walker	GS1 UK Industry engagement director
Jane Hanlon	GS1 UK minutes secretary
Mark Gillott	GS1 UK director

## Introduction

Chris Tyas (GS1 UK Chair) welcomed members to the 47th Annual General Meeting of GS1 UK Limited. He noted that the meeting was quorate. By participating in this meeting members agreed to abide by GS1 UK's competition policy.

With the consent of the members present, the notice of the meeting was taken as read.

### 1 To approve the minutes of the 46<sup>th</sup> Annual General Meeting held on 3 November 2021

The draft minutes of the 46<sup>th</sup> Annual General Meeting had been made available to members on the GS1 UK website.

<b>Proposed</b>	Patrick Pondaven, Amazon EU SARL
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<b>Seconded</b>	Peter Jordan, Life member
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The minutes of the 46<sup>th</sup> Annual General Meeting were unanimously approved by a show of votes as a true and accurate record.

### 2 To receive and adopt, if thought fit, the financial statements for the year ended 30 June 2023

The financial statements for the year ended 30 June 2023 had been made available on the company website and copies had been distributed at the meeting.

Dave Crapnell presented a summary of the financial statements for the year ended 30 June 2023 highlighting key areas.

Dave reported that building on progress made in the first year of the strategic plan, GS1 UK had seen another strong financial performance in 2022/23 resulting in an extremely strong balance sheet. There has been a marginal increase in income from the previous year to £15.3m. The prime source of income remains annual licence fees from the membership which last year represented 87 per cent of total income. Income generated from services provided to members remained at the same level as the previous year. Total expenditure increased by 4 per cent to £13.2m which was due to increased staff headcount and general inflationary pressure on other costs. As a result, the operating profit after tax remained at a similar level to last year at £2m and year end reserves at just under £10m.

Dave confirmed that the supervisory board has agreed that we should finance the replacement of our key issuance system from our reserves and therefore this level of reserves will be retained at the present time, but that the supervisory board will continue to keep the level under review.

The membership base has continued to increase, closing this year up to two per cent at 59,279. The rate of growth has fallen from the high levels of between six and 26 per cent seen over the last five years.

Dave concluded that the company remains in a strong financial position and is well-placed to deliver on its current three-year strategy and to invest in its next three-year plan.

Dave confirmed that the supervisory board supports and recommends the financial statements to the membership.

<b>Proposed</b>	Andrew Osborne, Life member
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<b>Seconded</b>	Andrew Cairns, A&S Cairns
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By a show of votes, it was unanimously resolved that the financial statements for the year ended 30 June 2023 be received and adopted.

### 3 To re-appoint Haysmacintyre LLP as auditors and to authorise the supervisory board to fix their remuneration

The Chair informed the meeting that Haysmacintyre have confirmed their willingness to continue to act as auditors for GS1 UK.

<b>Proposed</b>	Ian Keilty, WIncanton
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<b>Seconded</b>	Ursula Lavery, Moy Park
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By a show of votes, it was unanimously resolved that Haysmacintyre LLP be appointed as auditors and that the supervisory board be authorised to fix their remuneration.

### 4 To elect the non-executive directors of the supervisory board

The Chair reported that no nominations to stand for appointment as non-executive directors of the supervisory board had been received from the membership.

He then explained that in accordance with Article 24(a), one third of the non-executive directors of the supervisory board having served the longest must retire by rotation, they are:

- Gavin Boyle
- Andrew Hughes
- Andrew Cairns

Also, any additional directors appointed during the year must retire at the AGM and this year, this is:

- Ian Keilty
- Ursula Lavery

The Chair reported that Gavin Boyle and Andrew Cairns had decided to step down and thanked them both for their support.

The Chair explained there were four vacancies and four candidates standing for election and that the supervisory board has nominated (under article 20 (a) 4) the following candidates:

- Andrew Hughes (Tesco) - retiring non-executive director seeking re-election at this AGM.
- Stephen Bush (Leeds Teaching Hospitals NHS Trust) - non-executive director seeking election to fill a vacancy at this AGM.
- Ian Keilty (Wincanton) - additional director seeking full election at this AGM.
- Ursula Lavery (Moy Park) - additional director seeking full election at this AGM.

Biographical details for each of these candidates were included within the AGM calling notice made available to the membership.

The Chair requested a vote on a show of votes for Andrew Hughes.

<b>Proposed</b>	Ursula Lavery, Moy Park
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<b>Seconded</b>	Patrick Pondaven, Amazon EU SARL
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By a show of votes, it was unanimously resolved to re-appoint Andrew Hughes as a member of the supervisory board.

The Chair then requested a vote on a show of votes for Stephen Bush

<b>Proposed</b>	Andrew Cairns, A&S Cairns
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<b>Seconded</b>	Peter Jordan, Life member
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By a show of votes, it was unanimously resolved to appoint Stephen Bush as a member of the supervisory board.

The Chair then requested a vote on a show of votes for Ian Keilty

<b>Proposed</b>	Melinda Johnson, Ofgem
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<b>Seconded</b>	Julianne Ponan, Creative Nature
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By a show of votes, it was unanimously resolved to re-appoint Ian Keilty as a member of the supervisory board.

The Chair then requested a vote on a show of votes for Ursula Lavery

<b>Proposed</b>	Graham Biggart, Sainsbury's
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<b>Seconded</b>	Andrew Cairns, A&S Cairns
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By a show of votes, it was unanimously resolved to re-appoint Lavery as a member of the supervisory board.

The Chair congratulated the four candidates.

## 5 To transact any other competent business

No other business was raised.

## 6 Date of the next Annual General Meeting and close of meeting

The provisional date of the next annual general meeting is Thursday 7 November 2024.

The meeting closed.