Calling notice

Annual General Meeting 2025

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Chris Tyas OBE
Chair
GS1 UK

Dear member,

I would like to invite you to the 49th GS1 UK Annual General Meeting (AGM) on Tuesday 25 November 2025 at 11:30am, at 30 Euston Square, London NW1 2FB.

Following the formal proceedings, we'll be joined by Rónán Hanna, barrister at Atkin Chambers, who will share insights on changes within the construction sector and how these opportunities and challenges are affecting industry. Recognised in the 2025 Doyle's Guide: Leading Construction Law Counsel – London, Rónán has a deep expertise within the areas of construction, infrastructure and major projects matters within the UK market.

A drinks reception and networking lunch will follow at 1:00pm, bringing together members, partners and key stakeholders.

We hope you can join us for this informative and engaging event.

Yours sincerely,

Notice of the Annual General Meeting

The 49th GS1 UK Annual General Meeting will be held on Tuesday 25 November 2025 commencing 11:30am.

As required by Article 20(f), notice is hereby given of all the candidates validly nominated under Articles 20(a) and 20(d) who are proposed for appointment or re-appointment as members of the supervisory board at the Annual General Meeting.

The business of the meeting will be to:

✔ Indicates the resolution or candidate that has the support of the supervisory board

✔ **1.** To confirm the minutes of the 48th GS1 UK Annual General Meeting held on Thursday 7 November 2024

✔ **2.** Receive and adopt, if thought fit, the Financial Statements for the year ended 30 June 2025

✔ **3.** Re-appoint HaysMac LLP as auditors and to authorise the supervisory board to fix their remuneration

✔ **4.** To re-elect Professor Sir Terence Stephenson to the post of president for a further term of three years in accordance with (Article 15) of the Articles of Association.

Name and particulars	Nationality	Position	Other directorships
Professor Sir Terence Stephenson	British	Nuffield Professor of Child Health, UCL Great Ormond Street Institute of Child Health Honorary Consultant Paediatrician University College Hospital & Great Ormond Street Hospital Chair of NHS Providers	Care for your kids Ltd Trustee of the Royal College of Paediatrics and Child Health

Nomination:
Nominated by the supervisory board (Article 20 (a) (1))

Status:
President seeking re-election (Article 15)

Brief biography

Professor Sir Terence Stephenson is Nuffield Professor of Child Health at the Great Ormond Street Institute of Child Health, University College London and chair of the NHS Providers.

He was knighted in the 2018 New Year Honours for services to healthcare and children's health services. He was selected as an National Institute of Health Research Senior Investigator for 4 years from April 2022.

Professor Stephenson was chair of the UK GMC 2015-2018, the regulator of 237,000 doctors.

Before the GMC role, he was chair of the UK Academy of Medical Royal Colleges 2012-2014 and president of the UK Royal College of Paediatrics and Child Health 2009-2012.

In these roles he has worked with five Secretaries of State for Health in Westminster governments of three different parties.

He has been elected an honorary Fellow of eleven national Colleges or Academies, in the UK, Ireland, Hong Kong and Australia.

Professor Stephenson was formerly Dean of the Medical School and Professor of Child Health at the University of Nottingham and a non-executive director of Nottingham University Hospitals NHS Trust.

He is an honorary consultant in paediatrics at UCL Hospital and Great Ormond Street Hospital London and has co-authored seven textbooks. He studied computing and physiological science before medicine. His research has mainly been in physiology of early life and acute and chronic paediatric illness. Professor Stephenson has published over 330 peer reviewed papers, commentaries and book chapters. As a researcher he has received over £15 million in funding through 50 competitively awarded grants.

5. To elect an officer of the Association following the nomination for vice-chair, prepared by the supervisory board (Article 20(a)(1)):

Details of the candidate for election are as follows:

Name and particulars	Nationality	Position	Other directorships
Andrew Hughes	British	Technology product director, Tesco Group	None

Nomination:
Nominated by the supervisory board (Article 20 (a) (1))

Status:
Vice-chair

Brief biography

Andrew Hughes is the technology product director for Tesco Group, where he leads the development of technology and processes across the commercial divisions—including food, general merchandise, and clothing. His role centres on driving strategic innovation and delivering transformative solutions that enhance commercial performance and operational efficiency.

With over 35 years of experience in retail and at Tesco, Andrew brings deep expertise across supply chain, distribution, commercial operations, and technology. As a Lean Six Sigma Black Belt, his passion for continuous improvement has shaped a legacy of major business change delivery across the organisation.

6. To elect the non-executive directors of the supervisory board. There are three vacancies to be filled from the following three candidates.

Details of the candidates for election are as follows:

Name and particulars	Nationality	Position	Other directorships
Thea Alexander	British	Director, Young Foodies Ltd	Director and employee, Young Foodies Consultancy Director, TGM Enterprises Ltd Director, GGN Ltd

Nomination:
Nominated by the supervisory board (Article 20 (a) (4))

Status:
Retiring non-executive director seeking re-election (Article 24 (a))

Brief biography

Thea is the CEO of YF, the leading consultancy for high growth FMCG brands in the UK and abroad. Through its strategic advisory and support services, YF has a track record of working with retailers and brands to deliver some of the most successful new brand launches in the market over the last 10 years.

Thea is widely considered the 'voice of the FMCG challenger community' having actively championed the need for more branded innovation in the market, firmly establishing herself as a reputable industry thought leader and regular media commentator. She has advised more than 500 brands through their journeys to £50m+.

Name and particulars	Nationality	Position	Other directorships
Julianne Ponan MBE	British	Founder/director, Creative Nature	None

Nomination:
Nominated by the supervisory board (Article 20 (a) (4))

Status:
Additional director seeking election (Article 21 (a))

Brief biography

Julianne is a pioneer in the free-from world. She was diagnosed with severe anaphylaxis at two years old, she has multiple allergies to all peanuts, treenuts, sesame, chickpeas and more. She is the founder and CEO of Creative Nature a Top 14 allergen free brand, through her own experiences and challenges living with allergies she focused on Creative Nature to be at the forefront of 'free from' innovation, pushing the boundaries and launching a range of free from foods with good nutrition from baking to snacks! In recognition of her outstanding contributions to business, exports, and aiding individuals with allergies, Julianne was honoured with an MBE in the New Year's Kings Honours in 2023.

Creative Nature has grown from strength to strength driving change for free-from food in the aviation industry, launching products on board Virgin Atlantic and more. The brand is also into Sainsbury's, Ocado, Co-op, Asda, Tesco exports to 16 countries including the UAE.

Julianne also holds the position of Export Policy Champion for the FSB. Beyond her corporate roles, Julianne is a passionate advocate for those with allergies, striving to improve their lives and reduce stress associated with their conditions. She has spoken at the Houses of Parliament, been a guest judge on Britain's Next Top Model, is a judge for the Free From Food Awards and an ambassador for the Anaphylaxis Campaign and more recently Julianne has just been appointed as the first Medic Alert am.

Name and particulars	Nationality	Position	Other directorships
Robert Barbour	British	Group data and insights director, Travis Perkins Plc	Archer Donaldson Ltd

Nomination:
Nominated by the supervisory board (Article 20 (a) (4))

Status:
Additional director seeking election (Article 21 (a))

Brief biography

Robert is the group data and insights director for Travis Perkins Plc, the UK's largest distributor of building materials to the building, construction and home improvement markets. He is responsible for managing the group's data capability, covering data engineering, analytics engineering, data science and data governance within the group's data function.

Robert has been with Travis Perkins PLC since 2017, where they have successfully established a group-wide data capability enabled by technology, skills and education.

Before joining Travis Perkins PLC, Robert was in senior management at Accenture, where he developed his data-focused career through a number of pivotal roles in large-scale, global transformation projects across the UK, Europe, Asia and Africa, spanning a wide range of sectors, including Government, comms, high tech and banking. He is a BCS Fellow passionate about using data for good in the construction industry. Rob strives to bridge the gap between data and business by empowering colleagues with data literacy through data apprenticeships and training. Rob is also a Women in Data Ally and sponsors this network across our group of businesses.

Rob holds a BSc Hons in Computer Science from the University of Ulster and an MSc in Computational Methods and Imaging in Medicine from the University of Manchester. As part of continuous learning he also completed a high impact leadership course at the Institute of Sustainability Leadership at the University of Cambridge (CISL), a professional certificate in Machine Learning and Artificial Intelligence from Imperial Business School as well as gaining a Generative AI Leader certification from Google.

7. Elect Mark Gillott as staff director (Article 20(a)(3))

Details of the candidate for election are as follows:

Name and particulars	Nationality	Position	Other directorships
Mark Gillott	British	Standards and solutions director, GS1 UK	None

Nomination:
Nominated by the supervisory board (Article 20 (a) (3))

Position:
Staff director

Brief biography

Mark ensures that GS1 standards meet the needs of businesses and consumers alike by delivering solutions that help our members exploit and benefit from those standards.

Mark has been with GS1 UK for over 15 years and during this time has worked across all our key sectors. With extensive experience in the practical application of standards across a broad range of applications and business processes, he brings in-depth knowledge and insight to the needs of our members.

Prior to joining GS1 UK, Mark was global business development manager at Philips Semiconductors. Over the course of his career, he has been involved in the development of supply chain and logistics projects for a wide range of blue-chip companies, including DHL, GSK, Boeing, Airbus, Walmart, Tesco and Sainsbury's.

8. Transact any other competent business.

By order of the supervisory board

Jack Griffin
Company secretary

Agenda note 1:

Any member of the Association entitled to be present and to vote at any general meeting may appoint a proxy in his/her place. Instructions for appointing a proxy are included in this documentation for the AGM. The instrument appointing a proxy must be deposited at the Association's registered office Hasilwood House, 60 Bishopsgate, London, EC2N 4AW not less than 48 hours before the time for holding the meeting at which the person named on the instrument proposes to vote. (See form of Proxy printed within this AGM documentation.)

Agenda note 2:

No business shall be transacted at any general meeting, unless the requisite quorum shall be present at the commencement of business. If, within an hour following the time appointed for the meeting, a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same time and place, and, if at such adjourned meeting a quorum is not present, those members who are present shall be quorate and may transact the business for which the meeting was called. The business will be transacted as set out in this agenda and there will be no need to circulate a separate agenda.

GS1 UK is a company limited by guarantee and registered in England and Wales under company number 1256140. Registered office Hasilwood House, 60 Bishopsgate, London, EC2N 4AW. VAT number 287940215.

Invitation to GS1 UK Annual General Meeting

Tuesday 25 November at 11:30am

To register your attendance, you can do so online at gs1uk.org/agm, or please return this page to:

Jane Hanlon, GS1 UK, Hasilwood House, 60 Bishopsgate, London EC2N 4AW
Email: company.secretary@gs1uk.org

☐ I **will** be attending the Annual General Meeting and networking lunch

☐ I **will** only be attending the Annual General Meeting

☐ I will **not** be attending the Annual General Meeting

If attending the networking lunch, please let us know if you have any dietary requirements.

....

Name .... Membership no. ....

Company .... Postcode ....

Telephone no. .... Email ....

Please register by Monday 10 November 2025.

GS1 UK Form of Proxy

Quick Proxy

Quick Proxy instruction

☒ Please place an X in this box if you wish your vote to be recorded in favour of all the proposed resolutions which have the support of the supervisory board.

Or direction to your proxy

If you want your proxy to vote in a certain way on resolutions specified, please place an X in the relevant boxes overleaf. If you do not select any of the given options, your proxy can vote as he/she chooses, or decide not to vote at all.

Membership no. ....

Company name..........

Postcode ....

I/We ....

being a member/members of GS1 UK and entitled to vote, hereby appoint

☐ Patrick Pondaven, vice-chair of the Association (or his appointee) or

☐ the following member of the Association (see notes 1 and 2)

Name ....

Of (member company name)..........

Membership no ....

Postcode ....

as my/our proxy to vote on my/our behalf at the annual general meeting of the Association to be held on Tuesday 25 November 2025, and at any adjournment thereof, as he/she thinks fit or as indicated below.

Signature ....

Date ....

GS1 UK Form of Proxy (continued)

		FOR	AGAINST	ABSTAIN
1.	To confirm the minutes of the 48th GS1 UK Annual General Meeting	☐	☐	☐
2.	To receive and adopt the Financial Statements for the year ended 30 June 2025	☐	☐	☐
3.	To re-appoint HaysMac LLP as auditors and authorise the supervisory board to fix their remuneration	☐	☐	☐
4.	To re-elect as president the candidate Professor Sir Terence Stephenson, listed in this AGM documentation	☐	☐	☐
5.	To elect as vice-chair of the supervisory board, the candidate Andrew Hughes, listed in this AGM documentation (nominated by the supervisory board)	☐	☐	☐
	To elect as non-executive director of the supervisory board, the candidate Thea Alexander, listed in this AGM documentation (nominated by the supervisory board)	☐	☐	☐
	To elect as non-executive director of the supervisory board, the candidate Julianne Ponan MBE, listed in this AGM documentation (nominated by the supervisory board)	☐	☐	☐
	To elect as non-executive director of the supervisory board, the candidate Robert Barbour, listed in this AGM documentation (nominated by the supervisory board)	☐	☐	☐
	To elect as staff director of the supervisory board, the candidate Mark Gillott, listed in this AGM documentation (nominated by the supervisory board)	☐	☐	☐

Notes to the Proxy

GS1 UK regulations entitle members to record their votes at General Meetings by proxy.

1. Any member of the Association entitled to be present and to vote at any General Meeting may appoint a proxy to attend in place of the member.

2. Only a member of the Association can be appointed as a proxy.

3. The instrument appointing a proxy shall be in writing under the hand of the appointer, or his attorney, duly authorised in writing in the form specified by the supervisory board as printed with this AGM documentation. Email proxy appointment using the form specified by the supervisory board is acceptable. The proxy-appointment form may be emailed to company.secretary@gs1uk.org.

4. The instrument appointing a proxy shall be deposited at the Association's registered office or received at the designated email address, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. In default, the instrument of proxy shall be treated as valid.

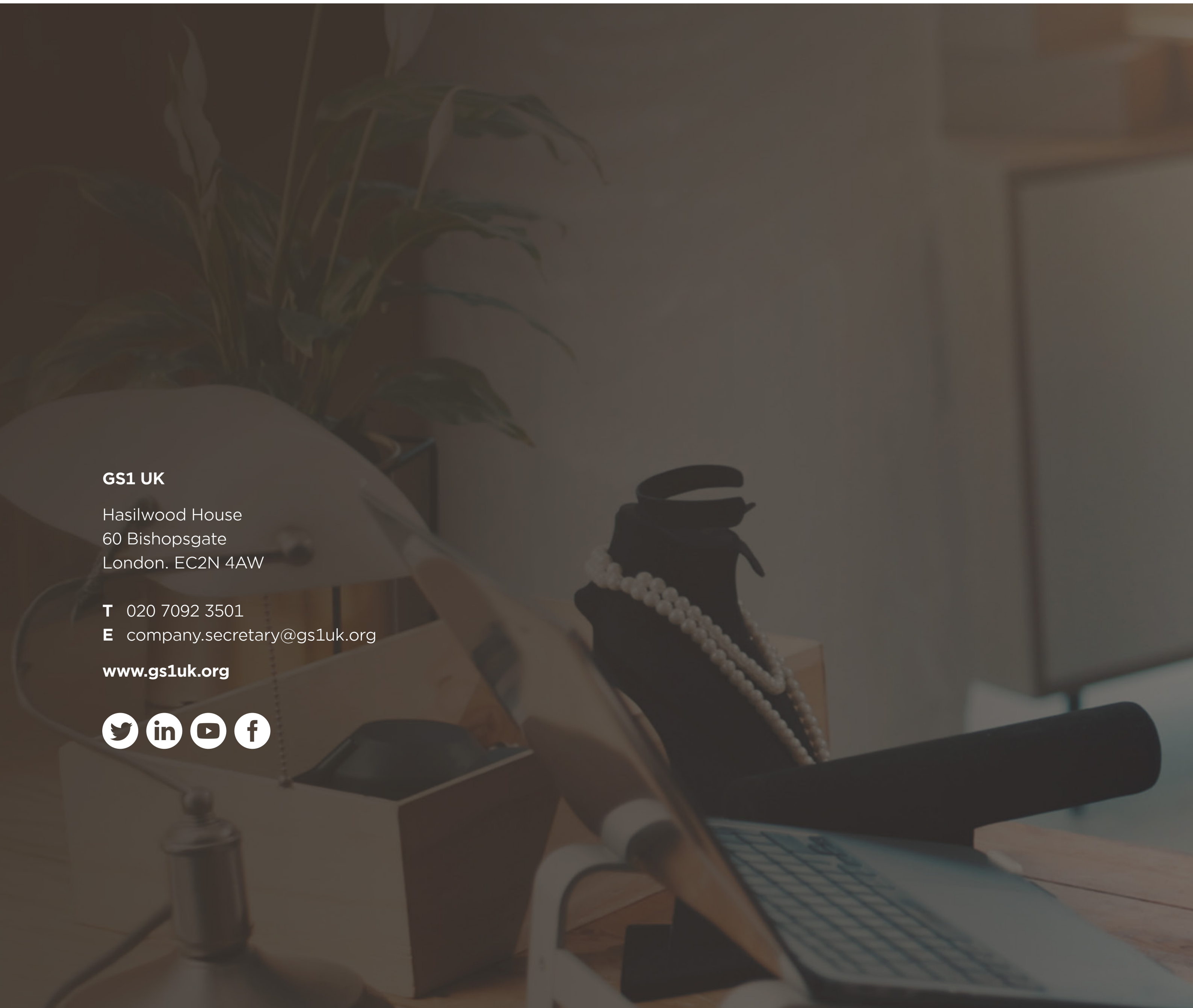
5. The proxy appointment instrument shall be valid for the meeting, for which it was issued, that is the Annual General Meeting to be held on 25 November 2025, or for any adjourned meeting thereof.

6. A vote given in accordance with the terms of an instrument appointing a proxy shall be valid notwithstanding the revocation of the proxy, provided that no intimation in writing of such revocation shall have been received at the registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

7. A member who has sent in a proxy form may revoke it, and is deemed to have done so if his/her representative attends the meeting.

8. A member present as a proxy will record the votes of the members for whom he/she is proxy ("proxy votes"), by means of a voting card or cards. For each resolution, the company secretary will prepare voting cards to enable a proxy to record the number of proxy votes which he wishes to cast for and against the resolution, or abstain. These will be given to the proxy as he/she enters the meeting and collected and counted following the show of hands on each resolution. In addition, the company secretary will prepare a checklist to record the instructions for, against or abstentions, for each resolution as given on proxy appointment and instruction forms.

9. The results of a vote on any question will be derived from the votes cast on the show of hands (of members personally present), and cast by the proxies as recorded through the voting cards.



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