



# Calling notice

Annual General Meeting 2024



# Annual General Meeting 2024



**Chris Tyas OBE**  
Chair  
GS1 UK

Dear member,

I would like to invite you to the 48th GS1 UK Annual General Meeting on Thursday 7 November 2024 at 11:30am.

This year we'll be holding our AGM at **30 Euston Square, London NW1 2FB**. To allow all GS1 UK members the opportunity to take part, the meeting will also be accessible online. This includes being able to vote and ask questions.

Following the formalities, we will welcome our keynote speaker, Andrew New, CEO of NHS Supply Chain. As the leader of a such a pivotal organisation managing the procurement, delivery, and supply of essential healthcare products, services, and food across England and Wales, Andrew offers invaluable insights into the complexities of modern supply chain management.

His extensive experience in construction and heavy engineering provides a unique perspective on operational efficiency and cost-effectiveness, making his address particularly timely given the current political and healthcare landscape. This will be followed by a reception and networking lunch for members, partners, and key stakeholders at 1:00pm.

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

Yours sincerely,






A handwritten signature in dark ink, appearing to read 'Chris Tyas', with a stylized flourish.

# Notice of the Annual General Meeting

The 48th GS1 UK Annual General Meeting will be held on Thursday 7 November 2024 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. Confirm the minutes of the 47th GS1 UK Annual General Meeting held on Thursday 9 November 2023
-  2. Receive and adopt, if thought fit, the Financial Statements for the year ended 30 June 2024
-  3. Re-appoint Haysmacintyre LLP as auditors and to authorise the supervisory board to fix their remuneration
-  4. To consider and, if thought fit, adopt an amendment to the Memorandum and Articles of Association which is proposed as a special resolution.

## Amendment to the Memorandum and Articles of Association

**Article 17 (a) - It is proposed that the text below is added to the end of Article 17 (a):**

“Should the expiry of the terms of the chair and the vice-chair or vice-chairs (as the case may be), or their retirement, coincide under this article, the chair may in agreement with the supervisory board extend their term for a further year such that any new vice-chair or vice-chairs (as the case may be) shall be elected prior to the election of the new chair.”

### Explanatory note

The existing Articles of Association limit the maximum term of office of the chair and vice-chair to six consecutive years. Under the Articles both the chair and vice-chair are required to step down at the 2025 AGM.

As the vice-chair is responsible for managing the recruitment process for a new chair the board feel that it would not be in its best interests for the outgoing vice-chair to manage the recruitment of a new chair.

It is therefore proposed that Article 17 (a) is amended as above to allow the chair to remain in post beyond the current maximum term of six years, for one year only.

This will mean the existing chair will remain in post until the 2026 AGM. A new vice-chair will be appointed at the 2025 AGM and will oversee the recruitment of a new chair during 2026 to be appointed at the 2026 AGM.



5. To elect an officer of the Association following the nomination for chief financial officer, prepared by the supervisory board (Article 20(a)(2)):

Details of the candidates for election are as follows:



**Name and particulars**

Jack Griffin

**Nationality**

British

**Position**

Chief financial officer

**Other directorships**

Hackney Council for voluntary service

**Nomination:**  
Nominated by the supervisory board (Article 20 (a) (2))



**Brief biography**

After starting his career at KPMG, Jack has worked in finance, commercial and leadership positions across technology, data and healthcare focused organisations. Over the course of his career, Jack has developed expertise in strategy development and delivery, business and product development, business intelligence and analytics, corporate governance, capital investments, as well as programme delivery.



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**

Graham Biggart

**Nationality**

British

**Position**

Chief transformation and GM commercial officer, Sainsbury's

**Other directorships**

None

**Nomination:**

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



**Status:**

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

**Brief biography**

As chief transformation & GM commercial officer at Sainsbury's, Graham is the board member responsible for strategy and major change, supply chain, logistics and fulfilment. He is also accountable for the general merchandise and clothing businesses within Sainsbury's, including Argos, Habitat and Tu.

Graham has led a number of different areas within Sainsbury's, across commercial, operations and channels, including as commercial director for fresh food & food service, commercial operations director covering range, space, price & formats, and running the Sainsbury's Local and Argos Republic of Ireland businesses.

Prior to Sainsbury's, Graham was a leader in the consumer practice of McKinsey & Company, focused on strategy and transformation, and before that he worked at Brunswick Group, covering media, investor, and government communications.



Name and particulars	Nationality	Position	Other directorships
Melinda Johnson	British	Chief operating officer, Ofgem	British Quality Foundation

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



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

Brief biography

Melinda Johnson has been the chief operating officer at Ofgem since August 2023, and her main priorities are to improve the corporate services that enable Ofgem’s day-to-day regulatory and scheme delivery activities and to transform Ofgem into a dynamic, inclusive and high-performing organisation with a strong reputation as an employer of choice.

Before joining Ofgem, Melinda Johnson was the commercial director at the Department of Health and Social Care (DHSC). She led the health family commercial function comprising 20 organisations; she was responsible for six companies owned by the DHSC and sponsored the NHS Business Services Authority.

Melinda was previously group commercial services director at the Department for Transport (DfT), which included property, digital, security and information; before that, she was deputy finance and commercial director at the Department for Education. Before joining the civil service, Melinda had a 17-year career in commercial roles in the broader public and private sectors.

Melinda is passionate about the places for growth agenda, particularly its link to social mobility. She championed the DfT Hastings office for five years, created the Government commercial northern hub and was a head of place (in the Midlands) for 14 months before moving to Glasgow, where she was part of the leadership team creating and promoting the Cabinet Office 2nd headquarters in Glasgow.

Melinda is a fellow of the Chartered Institute of Procurement and Supply (CIPS) and a Chartered Procurement Professional; she holds an MBA and a BSc Hons in Psychology and has a postgraduate qualification in Marketing and Communications. She is a non-executive Director of the British Quality Foundation and GS1 UK.



Name and particulars	Nationality	Position	Other directorships
Murray Lambell	British	CCO, Gousto	None

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



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

**Brief biography**

Murray joined Gousto after leading eBay’s UK business during 2020 - 2023 and most recently running a multi-billion-dollar category as VP, Global Business Selling team at eBay. In this post, Murray was responsible for creating a unified selling experience to help sellers grow their business on the platform. Prior to this, Murray held multiple positions at eBay since joining the business in 2008, including loyalty & retention and commercial and strategy roles.

The appointment follows Gousto’s return to profitability in 2023, reporting record underlying EBITDA of £26 million. Murray will support the business in its next phase of development as it aims to reach even deeper into the mainstream market.

Joining Gousto’s leadership team as CCO, Murray will oversee insights, brand, sustainability, acquisition & retention, food, buying and customer care teams, ensuring the customer remains at the heart of everything Gousto does.



**6. 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

**Thursday 7 November at 11:30am**

To register your attendance, you can do so online at [gs1uk.org/agm](https://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](mailto:company.secretary@gs1uk.org)

- ☐ I **will** be attending the Annual General Meeting and networking lunch **in person at 30 Euston Square**
- ☐ I **will** be attending the Annual General Meeting **virtually**
- ☐ I will **not** be attending the Annual General Meeting

If attending in person, please let us know if you have any dietary requirements.

.....

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

Company ..... Postcode.....

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

Please register by Monday 21 October 2024.

# GS1 UK Form of 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 Thursday 7 November 2024, 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 47th GS1 UK Annual General Meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
✓	2. To receive and adopt the Financial Statements for the year ended 30 June 2024	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
✓	3. To re-appoint Haysmacintyre LLP as auditors and authorise the supervisory board to fix their remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
✓	4. To adopt the amendment to the Memorandum and Articles of Association which is proposed as a special resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
✓	5. To elect as chief financial officer the candidate Jack Griffin, listed in this AGM documentation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
✓	6. To elect as non-executive director of the supervisory board, the candidate Graham Biggart, listed in this AGM documentation (nominated by the supervisory board)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
✓	To elect as non-executive director of the supervisory board, the candidate Melinda Johnson, listed in this AGM documentation (nominated by the supervisory board)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
✓	To elect as non-executive director of the supervisory board, the candidate Murray Lambell, listed in this AGM documentation (nominated by the supervisory board)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

# 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](mailto: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 7 November 2024, 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.

**GS1 UK**

Hasilwood House  
60 Bishopsgate  
London. EC2N 4AW

**T** 020 7092 3501

**E** [company.secretary@gs1uk.org](mailto:company.secretary@gs1uk.org)

[www.gs1uk.org](http://www.gs1uk.org)

