Annual General Meeting
Calling Notice
Dear Member,

GS1 UK Annual General Meeting 2015

I would like to invite you to the 39th GS1 UK Annual General Meeting at The Royal College of General Practitioners, 30 Euston Square, London NW1 2FB on Thursday 12 November 2015 at 4.30pm, followed by a session at 5.15pm providing insights into our latest work with industry – unlocking the power of standards to shape the future of healthcare, retail and foodservice.

This year, we have vacancies for two non-executive directors and I am pleased that we have some very talented candidates to fill them. Details of the candidates are given in this document.

Lord Hunt has now served as GS1 UK’s President for two years, during which time he has championed the adoption of GS1 standards within the healthcare sector, leading to improved patient safety, greater regulatory compliance and increased operational efficiencies.

The Annual General Meeting is an important date in our calendar of events providing a great opportunity for members to participate in the running of the association. As ever, we rely upon your attendance to achieve the required quorum.

I do hope that we will see as many members as possible at this year’s meeting. In a departure from our previous years’ ‘keynote address’, this year we are instead focusing on bringing you highlights from our programmes and work with industry in what promises to be an engaging and fast-paced session. I would be delighted if you can then stay on for our drinks & buffet reception.

I look forward to seeing you there.

Yours sincerely

James E. D. Spittle
Chairman, GS1 UK
Notice of the Annual General Meeting

The 39th Annual General Meeting of GS1 UK will be held at The Royal College of General Practitioners, 30 Euston Square, London NW1 2FB on Thursday 12 November 2015 at 4.30pm.

As required by Article 20(g), notice is hereby given of all the candidates validly nominated under Articles 20(a) and 20(e) who are proposed for appointment or re-appointment to the offices to be filled or as members of the Supervisory Board at the Annual General Meeting.

The business of the meeting will be:

- Indicates the resolution or candidate that has the support of the Supervisory Board

1. To confirm the minutes of the 38th Annual General Meeting held on Tuesday 11 November 2014.

2. To receive and adopt, if thought fit, the Financial Statements for the year ended 30 June 2015.

3. To re-appoint Kingston Smith LLP as auditors and to authorise the Supervisory Board to fix their remuneration.
Brief biography

Philip Hunt has been a member of the House of Lords since 1997. He is currently Shadow Deputy Leader of the House. He also speaks for the Opposition on Health, Cabinet Office and Lords reform.

Philip served for 10 years in the 1997-2010 Labour Government. He was Deputy Leader of the House of Lords and Minister of State at the Department of Energy and Climate Change from 2008 to 2010. He also served as a Minister in the Department of Health, Department of Work and Pensions, Department of Environment, Food and Rural Affairs and the Ministry of Justice. From 2003 to 2005, he chaired the Lords Select Committee on the Merits of Statutory Instruments.

Philip was the first Chief Executive of the NHS Confederation, and previously Director of the National Association of Health Authorities and Trusts (NAHAT) from its formation in 1990. He ran its predecessor organisation, the National Association of Health Authorities (NAHA) from 1984 until 1990. He also served as a member of the Council of the International Hospital Federation from 1986 to 1991.

He was President of the Family Planning Association from 1997 to 1998 and co-chaired the Association for Public Health from 1994 until 1998. From 1980 until 1982 he was a member of Birmingham City Council and a member of Oxford City Council from 1973 to 1979.

Philip was made a Privy Counsellor in 2009. He holds Honorary Doctorates from the Universities of Aston, Birmingham and Birmingham City. He is an Honorary Fellow of the Royal College of Physicians. He is also an Honorary Fellow of the Faculty of Public Health and of the Faculty of Dental Surgery, Royal College of Surgeons. He was awarded the OBE in June 1993.

Philip lives in Birmingham. His leisure activities are cycling, swimming, and spending time with his family. He is a keen supporter of Birmingham City FC and Warwickshire County Cricket Club.

Name and particulars

The RT Hon Lord Philip Hunt PC OBE

Nationality:
British

Position:
Member of the House of Lords

Other positions:
• President of the Royal Society of Public Health
• Treasurer of the Associate Parliamentary Health Group
5. To approve the following SPECIAL RESOLUTION that Mr James E D Spittle be re-elected to the post of Chairman for a further term of 3 years in accordance with Article 17(a) of the Articles of Association.

Position
Chairman

Name and particulars
James Edward David Spittle FCILT

Nationality:
British

Position:
Director

Other positions:
G-ILS (Board member)
Chartered Institute of Logistics and Transport
(Immediate Past President)
Cranfield University (Advisory Board member and external examiner)

Brief biography
James has over 30 years’ experience in retailing, manufacturing and supply chain management. He consults and contributes to leading-edge business and has previously held board positions at Whitbread, Kingfisher, Tesco Stores, Grand Metropolitan, Imperial Tobacco, the NHS Logistics Authority and was Supply Chain Director at DSGi.

A founding member on the operating boards of the Worldwide Retail Exchange (WWRE) and the Global Commerce Initiative (GCI) promoting global supply chain efficiency and effectiveness, James contributes to the DTI Foresight working party on many programmes and is a past member of the OFSCI board developing standards for the Food Service Sector.
6. To elect the Non-executive Directors of the Supervisory Board. There are two vacancies to be filled from the following two candidates.

**Nomination**  
Nominated by the Supervisory Board (Article 20 (a) (4))

**Status**  
Director appointed to fill a vacancy seeking election (Article 21A(a))

**Name and particulars**  
David Hix

**Nationality:**  
British

**Position:**  
Director, Supply Chain UK & I, Nestlé

**Other directorships:**  
None

**Brief biography**

David joined Nestlé in 1988 on the graduate scheme with a degree in Transport and Distribution from the University of Huddersfield. He worked for 15 years in Nestlé UK in a variety of different supply chain and commercial roles before moving to become Head of Supply Chain at Nestlé Canada for 5 years based in Toronto then Nestlé Oceania for 3 years based in Sydney where he was also a GS1 board member.

He is currently Director of Supply Chain for Nestlé UK and Ireland with accountability for Procurement, Logistics, Demand & Supply Planning and Customer Service. David currently lives in Reigate, Surrey with his wife and two children and is based at the Nestlé UK head office in Gatwick.
Name and particulars
Neal Austin

Nationality:
British

Position:
Global Supply Chain Director,
Mayborn Group

Other directorships:
None

Brief biography
Neal is Global Supply Chain Director at Mayborn Group, proud owner of leading baby essentials brand tommee tippee® and his distinguished career in retail spans over 25 years.

After graduating from Manchester Metropolitan University with a BA (Hons) in Retail Management and Marketing, Neal joined Tesco as a graduate trainee. He spent 10 years at Asda, where he rose through the ranks to Director of Supply, before joining MFI where, as Logistics Director, he was part of a small team involved in the sale of the retail business into private equity ownership.

He went on to join supermarket chain Morrisons, where he was Group Logistics and Supply Chain Director.

Neal joined Mayborn Group in July 2015 and has direct responsibility for all global warehousing and logistics operations in the growing global business.

7. To receive reports from the Chairman and the Chief Executive on the association’s activities and progress since the last Annual General Meeting.

8. To transact any other competent business.

By order of the Supervisory Board

Dave Crapnell, Company Secretary
21 September 2015

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 (Staple Court, 11 Staple Inn Buildings, London, WC1V 7QH) 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 Staple Court, 11 Staple Inn Buildings, London, WC1V 7QH. VAT number 287940215
Invitation to GS1 UK Annual General Meeting, briefing and reception

Thursday 12 November 2015 at 4.30pm.
Royal College of General Practitioners, 30 Euston Square, London, NW1 2FB

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

Jill Carver, GS1 UK, Staple Court, 11 Staple Inn Buildings, London, WC1V 7QH
Fax: 020 7681 2290  Email: jill.carver@gs1uk.org

I will □ will not □ be attending the Annual General Meeting of GS1 UK on Thursday 12 November 2015.

I will □ will not □ be attending the GS1 UK briefing at 5.15pm

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Event outline programme

<table>
<thead>
<tr>
<th>Time</th>
<th>Event</th>
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<tbody>
<tr>
<td>4.00pm</td>
<td>Registration for the AGM (GS1 UK members only)</td>
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<tr>
<td>4.30pm</td>
<td>AGM (GS1 UK members only)</td>
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<tr>
<td>5.00pm</td>
<td>Registration for the GS1 UK briefing</td>
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<td>5.15pm</td>
<td>Welcome and Introduction James Spittle, Chairman, GS1 UK</td>
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<td>5.25pm</td>
<td>Briefing on GS1 UK's programmes – unlocking the power of standards in retail, foodservice and healthcare.</td>
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<tr>
<td>6.30pm - 8.00pm</td>
<td>Networking buffet and reception</td>
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Name ...................................................... Membership no ........................................
Company .................................................. Postcode..................................................
Tel no ...................................................... Email ......................................................

Please register by Friday 30 October 2015
GS1 UK Form of Proxy

Please read the notice of meeting, explanatory notes and GS1 UK regulations to entitle members to record their votes at general meetings by proxy, before completing this form in BLOCK CAPITALS:

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 or 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

☐ Marcus Dunsmore, Vice Chairman 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 12 November 2015 and at any adjournment thereof as he/she thinks fit or as indicated below.

Signature .............................................................................................................

Date .................................................................................................................
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<td>4. To elect as President the candidate Lord Hunt listed in this AGM documentation</td>
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<tr>
<td>5. To approve the Special Resolution that the candidate Mr James E D Spittle listed in this AGM documentation be re-elected as Chairman for a further term of 3 years</td>
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<td>6. To elect as Non-executive Director of the Supervisory Board the candidate David Hix listed in this AGM documentation (nominated by the Supervisory Board)</td>
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<tr>
<td>7. To elect as Non-executive Director of the Supervisory Board the candidate Neal Austin listed in this AGM documentation (nominated by the Supervisory Board)</td>
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Notes to the proxy form

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. Facsimile proxy appointment using the same form is acceptable. Faxes may be sent to the Company Secretary on 0207 681 2290. Email proxy appointment using the form specified by the Supervisory Board is acceptable. The proxy appointment form may be emailed to dave.crapnell@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 12 November 2015, 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.