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# Members of the Board and administration

## Directors

Mr J E D Spittle	Chairman & Chair of Nominations Committee
Mr M Dunsmore	Vice-Chairman & Chair of Remuneration Committee
Mr G R J Lynch	Chief Executive
Mr N Austin	
Mr A Cairns	
Mr D N Crapnell	Chief Financial Officer & IS Director
Mr D A Hix	
Mr T Murphy	
Mrs H Porter	Staff Director (Appointed 29 November 2016)
Mr R G S Sadler	
Mr J R S Sahota	
Mr M C Watson	(Appointed 15 June 2017)
Ms K T Whitworth	
Mr G Wright	
Dr S H Hesse	(Resigned 16 August 2017) Chair of Audit and Risk Committee
Mrs K A Farndon	(Resigned 29 November 2016)
Mr K McLeod	(Resigned 29 November 2016)
Mr A T Osborne	(Resigned 20 October 2016)

**Secretary** Mr D N Crapnell

**Company Number** 01256140

**Registered Office** Hasilwood House  
60 Bishopsgate  
London  
EC2N 4AW

**Auditors** Kingston Smith LLP  
Chartered Accountants  
Devonshire House  
60 Goswell Road  
London  
EC1M 7AD

# Strategic Report

The directors present the strategic report and financial statements for the year ended 30 June 2017.

## Business review

The year was the third of the Company's latest three year strategic plan and good progress continued to be made across all of its key objectives with year-on-year increases in membership, levels of standards adoption and income. The Company remains in a sound financial position and is well placed to continue to serve its membership in developing, promoting and establishing supply chain standards and best practice.

## Key performance indicators

GS1 UK continued to extend its reach and influence in its core sectors with its membership base growing by 6% and increased adoption of its core standards. Turnover increased by 2.3% to £10.2m with a net deficit after tax of £0.053m and closing reserves of £3.2m.

The Company's strategic objective is for our members to see GS1 UK as vital to their success and this is underpinned by the following goals:

- Drive significant value chain improvements through transformational programmes
- Increase our value to smaller businesses
- Establish our reputation as an assurer of best practice in value chain processes
- Increase our membership

The Company measures progress against its objective and goals using the following key performance indicators:

Key Performance Indicator	Target	Result
Membership growth	4%	6%
Standards adoption*	+80	+123
Customer satisfaction**	71	71
Turnover	£9.95m	£10.17m

\* Standards adoption is calculated using an index which measures the usage of GS1 core standards in the retail, foodservice and healthcare sectors.

\*\* Customer satisfaction is measured using a Net Promoter Score methodology.

## Future developments

GS1 UK's strategic ambition over the next ten years is for our members to see the Company as vital to their success. As part of the strategic planning process the current three year plan was reviewed at the end of the year. As the broad strategic themes outlined in the original plan remain unchanged and many of the programmes currently underway will remain in place through the next financial year it has been agreed with the Board to rollover the current plan for a fourth year and undertake a more detailed strategic review for the three period beginning in 2018.

## Principal risks and uncertainties

The Company maintains and reviews on a regular basis a corporate risk register and additionally as part of its strategic planning and monitoring process considers any risks and uncertainties that might threaten the achievement of its strategic objectives or that influence future strategy.

Key risks/uncertainties impacting the Company include:

#### **Economic conditions**

With a broad based membership, GS1 UK is susceptible to any worsening in general economic conditions. We will continue to consider new sectors and to provide added value services in addition to number provision as a means of reducing attrition amongst the membership.

#### **Relevance in the digital economy**

With the ever increasing influence of the digital economy the Company needs to ensure that GS1 core standards retain their relevance to our members. The Board has continued to sanction investment in strategies to support this area of the economy and provide additional services to members.

#### **Recruitment and retention of quality staff**

The Company's success is dependent on its ability to continue to retain and recruit suitably qualified, high calibre staff. The Board actively monitors retention rates, internal and external staff surveys and reward packages to manage and reduce this risk.

#### **IT systems**

The Company is reliant on IT systems for the delivery of services to members. To ensure high availability of these systems, a business continuity plan has been developed which is regularly tested and reviewed.

#### **Risk management and internal controls**

Senior management are aware of their responsibility for managing risks within the business. Risk is regularly reviewed at Board level to ensure that risk management is being implemented and monitored effectively. The Board policy is to ensure that the business is run effectively and appropriately, bearing in mind the requirements for timely decision making. Insurance policies are regularly reviewed to ensure these are adequate and appropriate, in line with the nature, size and complexity of the business. Through management reports, risks are highlighted and monitored to identify potential business risk areas and to quantify and address the risk wherever possible.

On behalf of the Board

**J E D Spittle**  
Chairman

# Directors' Report

The directors present their annual report and financial statements for the year ended 30 June 2017. In accordance with s414C(11) of the Companies Act 2006, the information relating to future developments and financial risk management are included in the Strategic Report.

## Principal activities

The principal activity of the Company is to take the lead in developing, promoting and establishing supply chain standards and best practice. The Company represents its membership, drawn from large and small companies, across multiple business sectors, from both the public and the private sectors. Its system for the identification of goods, services and locations, and for related communications, is based on global business-led standards agreed through GS1. The objective is to increase the efficiency of trade and add value to the partners concerned and to the consumer. We aim to make it faster, cheaper and safer for our members to serve their customers. This is achieved by the industry wide adoption of global GS1 standards and locally delivered services.

## Directors

The officers and elected members of the Supervisory Board are set out on page 3. Members of the Supervisory Board are Directors under the Companies Act 2006. The Company is limited by guarantee with each member undertaking to contribute up to £1 to the assets of the Company in the event of a winding up.

## Results

The results for the year are set out on page 12.

## Statement of disclosure to auditors

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the Company's auditors are unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the Company's auditors are aware of that information.

## The Board and Committees

At 30 June 2017 the Board comprised of ten Non-Executive Directors (2016: eleven) plus the Chairman and Vice Chairman. In addition there were three Executive Directors (2016: three). The Board, which meets four times a year, is responsible for the strategy and overall performance of the Company. Each Board meeting is preceded by a clear agenda and any relevant information is provided to Directors in advance of the meeting.

## Remuneration Committee

The Remuneration Committee consists of the Vice Chairman plus two Non-Executive Directors with the Chief Executive and the Chairman in attendance. The committee meets on average three times a year to determine and agree with the Board the framework or broad policy for the remuneration of the Company's Chairman, Chief Executive and Executive Directors.

## Nominations Committee

The Nominations Committee consists of the Chairman, Vice Chairman and one Non-Executive Director. The Chief Executive and the Company Secretary also attend meetings as invitees. The objectives of the committee are to recommend to the Supervisory Board individuals who are able to fill the roles of President, Chairman, Vice Chairmen, Chief Executive, Chief Financial Officer & IS Director, Staff Director and Non-Executive Directors and to provide the Supervisory Board with advice on the structure and general composition of the Board.

### Audit and Risk Committee

The Audit and Risk Committee consists of four Non-Executive Directors, a representative from the external auditors, with the Chief Executive and the Chief Financial Officer & IS Director in attendance. The committee meets at least twice a year and is responsible for the oversight of the Company's audit and control functions. This includes financial reporting and accounting, external audit, regulatory compliance, the effectiveness of the internal control environment and processes, and risk management.

### Auditors

Kingston Smith LLP have expressed their willingness to continue in office as Auditors and a resolution proposing their re-appointment will be submitted at the Annual General Meeting (AGM).

On behalf of the Board

**J E D Spittle**  
Chairman

# Directors' Responsibilities Statement

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the surplus or deficit of the company for that period. In preparing these financial statements, the directors are required to:

- Select suitable accounting policies and then apply them consistently;
- Make judgements and accounting estimates that are reasonable and prudent; and
- Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

# Independent Auditor's Report to the Members of GS1 UK Limited

## Opinion

We have audited the financial statements of GS1 UK Limited for the year ended 30 June 2017 which comprise the Statement of Income and Retained Earnings, the Balance Sheet, the Statement of Cash Flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 'The Financial Reporting Standard Applicable in the UK and Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 30 June 2017 and of its deficit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- have been prepared in accordance with the requirements of the Companies Act 2006.

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken for no purpose other than to draw to the attention of the Company's members those matters which we are required to include in an auditor's report addressed to them. To the fullest extent permitted by law, we do not accept or assume responsibility to any party other than the Company and Company's members as a body, for our work, for this report, or for the opinions we have formed.

## Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs(UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the audit of financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.



### Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

### Opinion on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

### Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

### Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 7, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

### Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs (UK) we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purposes of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

**Andrew Stickland (Senior Statutory Auditor)**

On behalf of Kingston Smith LLP, Statutory Auditor  
Devonshire House  
60 Goswell Road  
London  
EC1M 7AD

# Statement of Income and Retained Earnings for the year ended 30 June 2017

	Notes	2017 £	2016 £
<b>Turnover - continuing operations</b>	3	<b>10,124,525</b>	9,870,910
Administrative expenses		<b>(10,219,546)</b>	(10,042,163)
Other operating income		<b>41,815</b>	68,085
<b>Operating deficit</b>	4	<b>(53,206)</b>	(103,168)
Interest receivable and similar income	7	<b>20,212</b>	49,028
Interest payable and similar charges	8	-	(67)
<b>Deficit before taxation</b>		<b>(32,994)</b>	(54,207)
Taxation	9	<b>(19,683)</b>	-
<b>Deficit for the financial year and total comprehensive income</b>		<b>(52,677)</b>	(54,207)
Accumulated reserves brought forward		<b>3,267,773</b>	3,321,980
<b>Accumulated reserves carried forward</b>		<b>3,215,096</b>	3,267,773

# Balance Sheet

## as at 30 June 2017

	Notes	2017 £	2017 £	2016 £	2016 £
<b>Fixed assets</b>					
Intangible assets	10		<b>2,157</b>		41,298
Tangible assets	11		<b>1,033,068</b>		122,228
<b>Total fixed assets</b>			<b>1,035,225</b>		163,526
<b>Current assets</b>					
Debtors falling due after one year	12	<b>117,436</b>		142,119	
Debtors falling due within one year	12	<b>5,381,317</b>		5,272,393	
Cash at bank and in hand		<b>6,183,881</b>		6,895,692	
		<b>11,682,634</b>		12,310,204	
<b>Creditors: amounts falling due within one year</b>	13	<b>(9,354,788)</b>		(9,055,152)	
Net current assets			<b>2,327,846</b>		3,255,052
<b>Total assets less current liabilities</b>			<b>3,363,071</b>		3,418,578
<b>Creditors: amounts falling due after more than one year</b>	14		<b>(147,975)</b>		(150,805)
<b>Net assets</b>			<b>3,215,096</b>		3,267,773
<b>Reserves</b>			<b>3,215,096</b>		3,267,773

The financial statements were approved by the Board of Directors and authorised for issue on 13 September 2017 and are signed on its behalf by:

**J E D Spittle**  
Chairman

**G R J Lynch**  
Chief Executive

Company Registration No. 01256140

# Statement of Cash Flows

## for the year ended 30 June 2017

	Notes	2017 £	2017 £	2016 £	2016 £
<b>Cash flows from operating activities</b>					
Cash generated from operations	19		<b>131,739</b>		751,130
Interest paid			-		(67)
Income taxes refund			-		26,666
<b>Net cash inflow from operating activities</b>			<b>131,739</b>		777,729
<b>Investing activities</b>					
Purchase of tangible fixed assets		<b>(905,577)</b>		(61,628)	
Rental income		<b>41,815</b>		68,085	
Interest received		<b>20,212</b>		458,567	
<b>Net cash used in investing activities</b>			<b>(843,550)</b>		465,024
<b>Net (decrease)/increase in cash and cash equivalents</b>			<b>(711,811)</b>		1,242,753
Cash and cash equivalents at beginning of year			<b>6,895,692</b>		5,652,939
<b>Cash and cash equivalents at end of year</b>			<b>6,183,881</b>		6,895,692
<b>Relating to:</b>					
Cash at bank and in hand			<b>6,183,881</b>		6,895,692

# Notes to the Financial Statements for the year ended 30 June 2017

## 1. Accounting policies

GS1 UK Limited is a limited company domiciled and incorporated in England and Wales. The registered office is Hasilwood House, 60 Bishopsgate, London EC2N 4AW.

### 1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 “The Financial Reporting Standard applicable in the UK and Republic of Ireland” (“FRS 102”) and the requirements of the Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest pound.

The financial statements have been prepared on the historical cost convention, modified by the recognition of certain financial assets and liabilities measured at fair value. The principal accounting policies adopted are set out below.

### 1.2 Going concern

These financial statements are prepared on the going concern basis. The directors have a reasonable expectation that the company will continue in operational existence for the foreseeable future.

### 1.3 Turnover

Turnover is recognised at the fair value of the consideration received or receivable for services provided in the normal course of business, and is shown net of VAT and other sales related taxes.

Income from annual licence fees, and any related discounts, are recognised on receipt of cash and are spread over the life of the subscription in equal parts.

Joining fees are recognised entirely in the month they are received.

The company also performs other ad hoc work such as hosting training courses and this is recognised and invoiced in the month the work is incurred.

Income from contracts for the provision of professional services is recognised by reference to the stage of completion when the stage of completion, costs incurred and costs to complete can be estimated reliably.

### 1.4 Intangible fixed assets other than goodwill

Intangible assets acquired separately from a business are recognised at cost and are subsequently measured at cost less accumulated amortisation and accumulated impairment losses.

Amortisation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Software – 3 or 5 years straight line

## 1.5 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently at cost, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost of assets less their residual values over their useful lives on the following bases:

Short leasehold – 10 years straight line over the term of the lease  
 Computer equipment – 3 years straight line  
 Office equipment – 3 years straight line  
 Office furniture – 5 years straight line

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is recognised in the Statement of Income and Retained Earnings.

Where the company expects to have to incur dilapidations at the end of a lease, it estimates the amount it is likely to incur at the end of the lease and this is added to Short leasehold additions as per FRS 102 and is depreciated over the term of the lease.

## 1.6 Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

## 1.7 Financial instruments

### Basic financial assets

Basic financial assets, which include trade and other receivables and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost.

Trade debtors, loans and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as 'loans and receivables'. Loans and receivables are measured at amortised cost using the effective interest method, less any impairment.

### Impairment of financial assets

Financial assets, other than those held at fair value through the Statement of Income and Retained Earnings, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. The impairment loss is recognised in the Statement of Income and Retained Earnings.

### Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership to another entity.

### Basic financial liabilities

Basic financial liabilities, including trade and other payables, that are classified as debt, are recognised at transaction price.

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities. Trade payables are recognised at transaction price.

### Derecognition of financial liabilities

Financial liabilities are derecognised when, and only when, the company's obligations are discharged, cancelled, or they expire.



## 1.8 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

### Current tax

The tax currently payable is based on taxable surplus for the year. Taxable surplus differs from net surplus as reported in the Statement of Income and Retained Earnings because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

### Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable surpluses. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax surplus nor the accounting surplus.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable surpluses will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the Statement of Income and Retained Earnings. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

## 1.9 Provisions

Provisions are recognised when the company has a legal or constructive present obligation as a result of a past event, it is probable that the company will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting end date, taking into account the risks and uncertainties surrounding the obligation.

Where the effect of the time value of money is material, the amount expected to be required to settle the obligation is recognised at present value. When a provision is measured at present value the unwinding of the discount is recognised as a finance cost in the Statement of Income and Retained Earnings in the period it arises.

### 1.10 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

### 1.11 Retirement benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

### 1.12 Leases

All leases are classified as operating leases. Rentals paid under operating leases are recognised as a finance cost in the Statement of Income and Retained Earnings on a straight line basis, taking into account any rent free period.

### 1.13 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation are included in the Statement of Income and Retained Earnings for the period.

### 1.14 Group Accounts

Each of the subsidiary companies has remained dormant throughout the period. Group accounts have not therefore been prepared. The accounts relate to the single entity GS1 UK Limited.

## 2. Judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

### 2.1 Critical judgements

The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements.

Provisions have been made for dilapidations, restructuring and post-employment benefits. These provisions are estimates and the actual costs and timing of future cash flows are dependent on future events. The difference between expectations and the actual future liability will be accounted for in the period when such determination is made.

Income from professional services contracts is assessed on an individual basis with income earned being ascertained based on the stage of completion of the contract which is estimated using a combination of the milestones in the contract and the time spent to date compared to the total time expected to be required to undertake the contract. Estimates of the total time required to undertake the contracts are made on a regular basis and subject to management review. These estimates may differ from the actual results due to a variety of factors such as efficiency of working, accuracy of assessment of progress to date and client decision making.

### 3. Turnover and other income

An analysis of the company's turnover is as follows:

	2017	2016
	£	£
<b>Turnover</b>		
Annual licence fees	9,129,887	8,578,693
Service income	974,478	1,260,363
Other income	20,160	31,854
	<u>10,124,525</u>	<u>9,870,910</u>
<b>Other significant income</b>		
Interest income	<u>20,212</u>	<u>49,028</u>
	<u>2017</u>	<u>2016</u>
	£	£
<b>Turnover analysed by geographical market</b>		
UK and Ireland	9,874,001	9,654,617
Rest of Europe	159,210	139,183
Rest of the World	91,314	77,110
	<u>10,124,525</u>	<u>9,870,910</u>

### 4. Operating deficit

	2017	2016
	£	£
<b>Operating deficit for the year is stated after charging:</b>		
Foreign exchange (gain)/loss	(977)	914
Amortisation of intangible assets	39,141	95,666
Depreciation of owned tangible fixed assets	112,639	106,855
Auditors' remuneration	12,300	11,950
Non audit fees paid to auditors	7,838	6,443
Operating lease charges	479,015	359,384
Loss on disposal of fixed assets	<u>15,283</u>	<u>4,583</u>

## 5. Employees

The average monthly number of persons (including directors) employed by the company during the year was:

	2017	2016
	Number	Number
Industry Engagement & Solutions	24	31
Marketing & Member Experience	20	19
Business Support	22	22
	<u>66</u>	<u>72</u>
	<u>66</u>	<u>72</u>
	2017	2016
	£	£
<b>Their aggregate remuneration comprised:</b>		
Wages and salaries	4,043,041	4,595,444
Social security costs	530,246	568,435
Pension costs	361,278	384,123
	<u>4,934,565</u>	<u>5,548,002</u>
	<u>4,934,565</u>	<u>5,548,002</u>
Redundancy payments committed	-	96,147
	<u>-</u>	<u>96,147</u>
	<u>-</u>	<u>96,147</u>

## 6. Directors' remuneration

	2017	2016
	£	£
Aggregate emoluments	611,344	580,516
Company pension contributions	36,939	47,351
	<u>648,283</u>	<u>627,867</u>
	<u>648,283</u>	<u>627,867</u>

The number of directors for whom retirement benefits are accruing under defined contribution schemes amounted to 2 (2016: 1).

Remuneration disclosed above include the following amounts paid to the highest paid director:

	2017	2016
	£	£
Aggregate emoluments	229,315	199,302
Company pension contributions	18,271	37,308
	<u>247,586</u>	<u>236,610</u>
	<u>247,586</u>	<u>236,610</u>

**Remuneration of key management personnel**

The remuneration of key management personnel is as follows.

	2017 £	2016 £
Aggregate compensation	<b>873,394</b>	820,645

**7. Interest receivable and similar income**

	2017 £	2016 £
<b>Interest income</b>		
Interest on bank deposits	<b>20,212</b>	49,028

**8. Interest payable and similar charges**

	2017 £	2016 £
<b>Interest on financial liabilities measured at amortised cost:</b>		
Interest on bank overdrafts and loans	-	(67)

**9. Taxation**

	2017 £	2016 £
<b>Current tax:</b>		
UK corporation tax on deficit for the current period	-	-
<b>Deferred tax:</b>		
Origination and reversal of timing differences	<b>19,683</b>	-
Total tax charge	<b>19,683</b>	-

The charge for the year can be reconciled to the deficit per the statement of Income and Retained Earnings as follows:

	2017 £	2016 £
Deficit before taxation	<b>(32,994)</b>	(54,207)
Expected tax charge based on a corporation tax rate of 19.75% (2016: 20%)	<b>(6,516)</b>	(10,841)
Tax effect of expenses that are not deductible in determining taxable loss	<b>31,791</b>	10,470
Capital allowances	<b>(52,285)</b>	2,678
Other timing differences	<b>(9,512)</b>	(2,307)
Adjustment re previous year	<b>15,411</b>	-
Effect of change in corporation tax rate	<b>1,428</b>	-
<b>Tax expense for the year</b>	<b>(19,683)</b>	-

Factors that may affect future tax charges:

The standard rate of corporation tax in the UK will decrease from 19% to 17% with effect from 1 April 2019. Accordingly the company's deferred tax balances at the reporting date are taxed at an effective rate of 17% (2016: 19%).

## 10. Intangible fixed assets

	Software £
<b>Cost</b>	
At 1 July 2016	<b>1,358,292</b>
Additions	-
Disposals	<b>(21,500)</b>
At 30 June 2017	<b>1,336,792</b>
<b>Amortisation and impairment</b>	
At 1 July 2016	<b>1,316,994</b>
Amortisation charged for the year	<b>39,141</b>
Eliminated in respect of disposals	<b>(21,500)</b>
At 30 June 2017	<b>1,334,635</b>
<b>Carrying amount</b>	
At 30 June 2017	<b>2,157</b>
At 30 June 2016	<b>41,298</b>

## 11. Tangible fixed assets

	Short leasehold	Computer equipment	Office equipment	Office furniture	Total
	£	£	£	£	£
<b>Cost</b>					
At 1 July 2016	395,379	259,833	160,450	181,767	<b>997,429</b>
Additions	698,280	79,655	84,592	176,235	<b>1,038,762</b>
Disposals	(395,379)	(143,743)	(77,967)	(172,054)	<b>(789,143)</b>
At 30 June 2017	<u>698,280</u>	<u>195,745</u>	<u>167,075</u>	<u>185,948</u>	<b><u>1,247,048</u></b>
<b>Depreciation</b>					
At 1 July 2016	370,460	203,832	140,518	160,391	<b>875,201</b>
Depreciation charged in the year	45,926	31,589	20,168	14,956	<b>112,639</b>
Eliminated in respect of disposals	(395,379)	(140,249)	(76,971)	(161,261)	<b>(773,860)</b>
At 30 June 2017	<u>21,007</u>	<u>95,172</u>	<u>83,715</u>	<u>14,086</u>	<b><u>213,980</u></b>
<b>Carrying amount</b>					
At 30 June 2017	<u>677,273</u>	<u>100,573</u>	<u>83,360</u>	<u>171,862</u>	<b><u>1,033,068</u></b>
At 30 June 2016	<u>24,919</u>	<u>56,001</u>	<u>19,932</u>	<u>21,376</u>	<b><u>122,228</u></b>

## 12. Debtors

	2017	2016
	£	£
<b>Amounts falling due within one year:</b>		
Trade debtors	<b>4,805,441</b>	4,541,666
Other debtors	<b>77,080</b>	74,112
Prepayments and accrued income	<b>498,796</b>	656,615
	<u><b>5,381,317</b></u>	<u>5,272,393</u>
<b>Amounts falling due after one year:</b>		
Deferred tax	<b>82,436</b>	102,119
Other debtors	<b>35,000</b>	-
Prepayments and accrued income	-	40,000
<b>Total debtors</b>	<u><b>5,498,753</b></u>	<u>5,414,512</u>

### 13. Creditors: amounts falling due within one year

	2017	2016
	£	£
Annual licence fees invoiced in advance	<b>6,988,743</b>	6,646,786
Trade creditors	<b>306,432</b>	378,584
Other creditors	<b>46,046</b>	122,602
Social security and other taxes	<b>757,349</b>	943,106
Pension	<b>1,381</b>	41,923
Accruals and deferred income	<b>1,254,837</b>	922,151
	<b><u>9,354,788</u></b>	<u>9,055,152</u>

### 14. Creditors: amounts falling after more than one year

	2017	2016
	£	£
Accruals and deferred income	<b>147,975</b>	150,805
	<b><u>147,975</u></b>	<u>150,805</u>

### 15. Deferred taxation

The following is the analysis of the deferred tax balances:

	2017	2016
	£	£
Deferred tax assets	<b>87,436</b>	102,119

The timing of the expected reversal of the net deferred tax asset is uncertain, but is expected to be in more than one year.

### 16. Retirement benefit schemes

#### Defined contribution scheme

The company operates a defined contribution pension scheme for all qualifying employees.

The charge for the year expensed in the Statement of Income and Retained Earnings in respect of defined contribution schemes was £361,278 (2016: £391,927).

#### Defined benefit scheme

The company contributed to a multi-employer defined benefit scheme, in respect of one employee only, now retired (of a total scheme membership of approximately 133), until the Trustees notified their intention to cease accepting payments into the scheme with effect from 31 July 2002. The company has been informed that it will not be liable for any deficit remaining in the scheme in the event of the closure of the scheme operator and does not consider it necessary to make any further disclosures under FRS 102.



## 17. Related party transactions

J E D Spittle is the Chairman.

During 2017 the company purchased £2,700 (2016: £27,018) of consultancy services from Cranfield University, a company in which J E D Spittle has an interest. No amounts were outstanding at either year end.

All transactions were undertaken on standard commercial terms.

## 18. Operating lease commitments

At the reporting end date the company had the following future minimum lease payments under non-cancellable operating leases which fall due as follows:

	2017	2016
	£	£
Within one year	<b>12,537</b>	209,826
Between two and five years	<b>1,900,234</b>	26,873
More than five years	<b>2,397,330</b>	-
	<b><u>4,310,101</u></b>	<u>236,699</u>

## 19. Cash generated from operations

	2017	2016
	£	£
Operating deficit for the year - excluding operating income	<b>(95,021)</b>	(171,253)
<b>Adjustments for:</b>		
Amortisation of intangible assets	<b>39,141</b>	95,666
Depreciation of tangible fixed assets	<b>112,639</b>	106,855
Loss on disposal of tangible fixed assets	<b>15,283</b>	4,583
<b>Movements in working capital:</b>		
Increase in debtors	<b>(103,924)</b>	(70,067)
Increase in creditors	<b>163,621</b>	785,346
<b>Cash generated from operations</b>	<b><u>131,739</u></b>	<u>751,130</u>

## 20. Subsidiary undertakings

The Company has wholly owned subsidiaries, which are registered in England and Wales, as follows:

Name of company	Description of shares held	Accounting year end
Article Number Association (UK) Limited	Limited by Guarantee	31 December
Association for Standards and Practices in Electronic Trade – EAN UK Limited	Ordinary Shares of £1 each	30 June

The above companies are dormant and no value has been attributed to these subsidiary undertakings in the accounts.

## 21. Capital commitments

At year end there were no capital commitments entered into.



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