

## **TATE & LYLE PLC**

### **TERMS OF REFERENCE OF THE CORPORATE RESPONSIBILITY COMMITTEE**

#### **Constitution**

1. The Corporate Responsibility Committee (the "Committee") is established by the Board of Directors of Tate & Lyle PLC (the "Company").

#### **Membership**

2. The members of the Committee shall be appointed by the Board, upon the recommendation of the Nominations Committee, from amongst its members. The Committee shall consist of not less than three members.
3. The Chairman of the Committee shall be the Chairman of the Company or another Board member appointed by the Board.
4. The quorum for any meeting of the Committee shall be any two members.

#### **Attendance at meetings**

5. No-one other than the Committee Chairman and members shall be entitled to be present at a meeting of the Committee but other persons may attend meetings or be present for particular agenda items if so invited by the Committee.
6. The Company Secretary shall be Secretary of the Committee.

#### **Frequency of meetings**

7. Meetings shall be held at least four times a year and additionally as requested by the Chairman of the Committee.
8. Unless otherwise agreed, notice of each meeting together with an agenda and papers to be considered, shall be circulated to each member of the Committee not fewer than three working days prior to the date of the meeting.

## **Authority**

9. The Committee is authorised by the Board to:
  - (a) investigate any activity within its terms of reference;
  - (b) seek any information it requires from any employee of the Company and all employees are directed to co-operate with any request made by the Committee;
  - (c) obtain outside legal or other independent professional advice and to secure the attendance of advisors with relevant experience and expertise if it considers this necessary, the expenses to be borne by the Company; and
  - (d) coopt external members if it considers this necessary to enhance its competence and expertise.

## **Responsibilities**

10. The responsibilities of the Committee shall be as detailed below. For the avoidance of doubt, nothing in these terms of reference shall override the responsibilities of the audit committee.

### General

- a) To monitor the Group's overall approach to corporate responsibility and ensure it is in alignment with the Group strategy;
- b) To approve the corporate responsibility KPIs to be measured during the financial year, the associated audit and verification processes and to regularly review KPI performance;
- c) To ensure the regular publication, internally and externally, of corporate responsibility performance and plans using the Company's website, annual report and other such methods of communication as are considered necessary;

### Employees

- d) To review, approve and satisfy itself of the effectiveness of policies, and procedures relating to the provision of a safe working environment for employees, contractors and visitors;

- e) To review and satisfy itself of the effectiveness of workplace policies concerning employee relations, equal opportunities, travel, entertainment and conflicts of interest;

#### Reputational Risk

- f) To ensure that the appropriate communications policies are in place and working effectively to build and protect the Group's reputation internally and externally;
- g) To review developments which are likely to have significant influence upon the Group's reputation and/or its ability to conduct its business appropriately;
- h) To review and approve the Group's Business Code of Conduct;
- i) To satisfy itself that the crisis management procedures are adequate for the Group;

#### Business Practices

- j) To review the Group's general business practices and associated policies and procedures including those relating to, inter alia, detecting and deterring fraud and corruption, competition law compliance, anti-money laundering provisions, the payment of commissions and other like requirements as appropriate;

#### Social

- k) To satisfy itself that the Group has appropriate policies and systems in place relating to community relations, human rights and responsible supply chain management;
- l) To review the Group's charitable and political donations on an annual basis and recommend the annual charitable donations budget to the Board;

#### Environment

- m) To ensure the implementation of appropriate policies in particular in respect of energy management and climate change, carbon footprint, resource productivity, waste management, sustainable sourcing and biodiversity;
- n) To monitor compliance with major operating licences or permits that may be required by the Group's operations worldwide;

### Operational

- o) To satisfy itself that the Group has appropriate policies and systems in place to address product safety;
- p) To review business continuity arrangements across the Group;

### Other

- q) To review the Group's Policies and Procedures document; and
- r) To consider developments in governance and, where appropriate, approve the adoption of international Corporate Responsibility codes and principles, provided that such adoption is consistent with Group strategy as approved by the Board.

### **Other Matters**

- 11. The Committee shall oversee any investigation of activities which are within its terms of reference.

### **Reporting procedures**

- 12. The Minutes of each meeting shall be circulated to all members of the Committee and all other members of the Board.
- 13. The Chairman of the Committee shall report to the Board on the work undertaken by the Committee, identifying any matters in respect of which it considers that action or improvement is needed and making recommendations as to the steps to be taken.
- 14. The Committee shall conduct an annual review of its work and its terms of reference and make any recommendations to the Board. It shall also make its terms of reference publicly available.
- 15. The Chairman of the Committee shall answer questions on the Committee's activities and responsibilities at the Annual General Meeting. .