

TATE & LYLE PLC

TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE

Constitution

1. The Remuneration Committee (“the Committee”) is established by the Board of Directors of Tate & Lyle PLC (“the Company”).

Membership

2. The Committee shall be appointed by the Board, upon the recommendation of the Nominations Committee, and shall comprise the Chairman of the Company, provided that he or she was considered independent on appointment as Chairman, and at least three Non-Executive Directors who are deemed by the Board to be independent of management.
3. The Chairman of the Committee shall be appointed by the Board, upon the recommendation of the Nominations Committee, from amongst the members of the Committee. The Chairman of the Company shall not act as Chairman of the Committee and shall not participate in discussions relating to his or her own remuneration.
4. The quorum for any meeting of the Committee shall be any two members.

Attendance at meetings

5. The Chief Executive shall normally attend meetings at the invitation of the Committee. He or she will not be a member of the Committee.
6. Other persons may attend meetings or be present for particular agenda items if so invited by the Committee.
7. The Company Secretary shall be the Secretary of the Committee.
8. No Committee attendee, including the Company Secretary, shall be entitled to be present or to act in matters relating to his or her own remuneration.

Frequency of meetings

9. The Committee shall normally meet on the day of Board Meetings, as required, and at such other times as the Chairman of the Committee shall request. The Committee shall meet at least twice a year.
10. 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

11. 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) appoint external remuneration consultants at the Company's expense, set their terms of reference and approve any fees paid thereto.

Responsibilities

12. The responsibilities of the Committee shall be:
 - (a) to determine and agree with the Board the framework or broad policy for the remuneration of the Executive Directors, Company Secretary and other members of the Group Executive Committee (together "**the Executives**"), Vice President, Group Audit and Assurance (taking into consideration the views of the Audit Committee), other senior management and the Chairman of the Company.

The remuneration of the Non-Executive Directors and any separate fees to be paid to the Chairmen of Committees and the Senior Independent Director shall, upon the recommendation of the Chairman and Chief Executive, be a matter for the Chairman and the Executive members of the Board.

- (b) in determining the Company's remuneration policy, to take into account all factors which it deems necessary to ensure that the Executives and other senior management are provided with appropriate incentives to encourage enhanced performance and, in a fair and responsible manner, rewarded for their individual contributions to the overall performance of the Company;
- (c) when setting remuneration policy for directors, have regard to the remuneration trends across the Group;
- (d) to review the ongoing appropriateness and relevance of the remuneration policy and its cost;
- (e) within the terms of the agreed framework and broad policy and in consultation with the Chairman and/or Chief Executive and/or Audit Committee (in respect of the Vice President, Group Audit and Assurance only) as appropriate, to determine the total individual remuneration package of the Executives, including, where appropriate, basic salary, bonuses, incentive payments, benefits, pension arrangements, share options or other share awards and any other detailed terms of service (using this expression in its widest sense);
- (f) to seek to obtain reliable, up to date information about remuneration in other companies;
- (g) to approve the design of, and determine targets for the Group Bonus Plan;
- (h) to review the design of all share incentive plans for approval by the Board and shareholders or any other share-based remuneration or long term incentive plan requiring such approval, and to administer all aspects of any such plans operated by the Company (subject to the rules of the relevant scheme and any applicable legal and stock exchange requirement) including, but not limited to, determining each year whether awards will be made, and if so, the overall amount of such awards (having regard to the impact of such awards on the Company's share capital and the published policies and requirements for the time being of the relevant institutional shareholder representative bodies), the individual awards to the Executives and other senior executives and the performance targets to be used;
- (i) to ensure that contractual terms on termination and any payments made are fair to the individual and the Company, that failure is not

rewarded and that the duty to mitigate is fully recognised (when in the best interests of the Company);

- (j) in consultation with the Chief Executive, to determine the fees of the Chairman of the Company;
- (k) to approve any fees and/or benefits due to former Directors and to approve any material matters concerning former Directors that require public disclosure;
- (l) to prepare for approval by the Board the annual report to shareholders of the Company's remuneration policy and practices which will form part of the Company's annual report and to ensure that all provisions regarding disclosure of remuneration as set out in the Companies Act 2006, and the Listing Rules of the UK Listing Authority are fulfilled;
- (m) to review remuneration trends in the Company and to be aware of any major changes in employee benefit structures;
- (n) to review the Executives' expenses annually;
- (o) in determining the Company's remuneration packages and arrangements, to give due regard to any relevant legal requirements, the provisions and recommendations in the Combined Code and the UK Listing Authority's Listing Rules and associated guidance, as well as to the risk and risk management implications of its decisions; and
- (p) to consider any other matters relating to the remuneration or terms of employment applicable to the Executives and referred to the Committee by the Board.

In discharging the responsibilities under these Terms of Reference, the Committee will seek input from the Board and its committees to ensure that remuneration packages and arrangements are compatible with the Group's risk policies and systems.

Reporting procedures

13. The Committee Chairman shall be responsible for reporting to the Board from time to time on its proceedings.
14. The Committee shall conduct an annual review of its work and its terms of reference and recommend any changes 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.
16. The Committee shall ensure that matters which should be disclosed in the Company's annual report relating to the activities of the Committee are included in the annual report.