

Nominations Committee Terms of Reference

Constitution

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

2. The members of the Committee shall be the Chairman of the Company, all the Non-Executive Directors of the Company and the Chief Executive.
 3. The Chairman of the Committee shall be the Chairman of the Company. In the absence of the Committee Chairman, the remaining members present shall elect one of themselves to chair the meeting. The Chairman of the Company shall not chair the Committee when it is dealing with the appointment of the successor to the Chairman of the Company.
 4. The quorum for any meeting of the Committee shall be three members of which at least two shall be independent Non-Executive Directors.
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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 the Secretary of the Committee.
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Frequency of meetings

7. 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 once a year.
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; and
 - (c) obtain 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.

Responsibilities

10. The responsibilities of the Committee shall be:
- (a) to review regularly the structure, size, composition and successional needs of the Board, keeping under review the balance of membership between Executive and Non-Executive Directors and that the Board has the required blend of skills, knowledge, diversity and experience;
 - (b) to satisfy itself, with regard to succession planning, that processes and plans are in place for both Board and Group Executive Committee appointments that take into account the challenges and opportunities facing the Company and what skills and expertise are therefore needed on the Board in the future;
 - (c) before beginning the search for candidates for a particular appointment to the Board, to prepare a written description of the role and capabilities required for that appointment having evaluated the balance of skills, knowledge and experience on the Board;
 - (d) to identify, assess and formally recommend to the Board candidates for appointment as Chairman, Executive Directors, Non-Executive Directors and as Company Secretary;
 - (e) to seek advice from external advisors in relation to any appointments and use open advertising, if appropriate, in relation to any appointments, having regard to the requirements to give an explanation in the annual report if neither external consultants nor open advertising have been used for the appointment of the Chairman of the Company or a Non-Executive Director;

- (f) to consider candidates for appointment to the Board from a range of backgrounds and on merit against objective criteria, having due regard for the benefits of diversity on the Board and ensuring that potential appointees have sufficient time available to devote to the position;
- (g) to obtain details of and review any interests the candidate may have which conflict or may conflict with the interests of the Company as part of the process for nominating candidates for appointment. The Committee shall consider whether there are grounds for recommending the candidate for appointment and for the Board to authorise the relevant conflict;
- (h) to ensure that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, Committee service and involvement outside Board meetings;
- (i) to keep under review the leadership needs of the organisation, both Executive and Non-Executive, with a view to ensuring the continued ability of the Company to compete effectively in the marketplace;
- (j) to review proposals for material changes in the responsibilities of Board members;
- (k) to review annually the performance of each member of the Group Executive Committee and to report on that review to the Remuneration Committee;
- (l) to review annually the time required to fulfil the role of Chairman, Senior Independent Director and Non-Executive Director, and to assist in the annual performance evaluation to ensure that all members of the Board have devoted sufficient time to their duties;
- (m) to also make recommendations to the Board concerning:
 - (i) succession planning for both Executive and Non-Executive Directors;
 - (ii) the nomination of a Senior Independent Director;
 - (iii) the composition of the Nominations Committee and the composition and chairmanship of the Audit and Remuneration Committees and any other Board committee as appropriate in consultation with the chairmen of those committees;
 - (iv) the re-appointment of any Non-Executive Director at the conclusion of their specified term of appointment having given

due regard to their performance and ability to continue to contribute to the Board in light of the knowledge, skills and experience required;

- (v) the re-election by shareholders of any Directors under the applicable retirement provisions;
- (vi) the independence of Non-Executive Directors, as appropriate;
- (vii) the Board's diversity policy; and
- (viii) any matters relating to the continuation in office as a Director of a Director from time to time.

Other matters

- 11. The Committee shall be provided with appropriate and timely training in the form of an induction programme for new members and on an ongoing basis for all members.
- 12. The Committee shall conduct an annual review of its terms of reference, work and effectiveness and recommend any changes to the Board. It shall also make its terms of reference publicly available.

Reporting procedures

- 13. The minutes of the Committee meetings will be made available to all members of the Board unless in the opinion of the Committee Chairman it would be inappropriate to do so.
- 14. The Committee Chairman shall be responsible for reporting to the Board from time to time on its proceedings.
- 15. The Committee Chairman 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.