

Notice of Annual General Meeting 2006

Wednesday 19 July at 11.15 am

This document is important. Please read it straight away. If you have any doubts about the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other professional adviser duly authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all your shares in Tate & Lyle PLC, please send this document, and the accompanying proxy form, at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



14 June 2006

Dear Shareholder,

I am pleased to send you your notice of Annual General Meeting (AGM) for 2006. This meeting will be held on Wednesday 19 July 2006 at 11.15 am at the Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE.

The notice of meeting is set out in appendix 1 on page 2. An explanation of the resolutions you will be asked to vote on can be found in appendix 3 on pages 5 and 6. As well as matters which your AGM deals with every year (resolutions 1 to 9), there are also four items of special business (resolutions 10 to 13). The full text of the resolutions for the four items of special business is set out in appendix 2 on page 4.

Re-election of directors

Resolutions 4 to 7 deal with the re-election of four directors who are retiring in accordance with the Company's Articles of Association. Biographical details of the directors standing for re-election can be found in appendix 3 on page 5. Each of the directors standing for re-election has been through an evaluation process, further details of which can be found in the Annual Report 2006. Following this process, I can confirm, on behalf of the Board, that the performance of each of the directors standing for re-election at the AGM is considered fully satisfactory and they each demonstrate the commitment expected of a director of Tate & Lyle. The Board has also concluded that Robert Walker, the non-executive director standing for re-election, is independent in terms of the Combined Code.

Carole Piwnica, who joined the Board in 1996, will also be retiring by rotation at the AGM but is not seeking re-election. The Board thanks her for her commitment to the Company over the past ten years and her considerable contribution to its strategic development.

Group Finance Director

On 25 May 2006, following the publication of our preliminary results for the year ended 31 March 2006, we announced that Simon Gifford would be retiring as Group Finance Director and from the Board at the end of the AGM. To ensure a smooth handover to his successor, Simon will remain with the Company until 1 October 2006, his contractual retirement date. Simon has worked for Tate & Lyle since 1969 and has served on the Board and as Group Finance Director since January 1996. He has dedicated his career to Tate & Lyle and has been a major contributor to the development of the business, both strategically and financially. The Board is deeply appreciative of his loyal service over the past 37 years and wishes him a long and happy retirement.

At the same time as announcing Simon Gifford's retirement, we announced that John Nicholas, formerly Group Finance Director of Kidde Plc, would be joining Tate & Lyle on 1 June 2006 and has been appointed Group Finance Director and a member of the Board from the close of the AGM. John brings with him a combination of industrial and international experience, as well as strong financial skills, and we very much look forward to him joining the Board.

Share capital resolutions

Resolutions 10, 11 and 12 relate to the share capital of the Company and are similar to resolutions passed by shareholders in previous years. An explanation of these resolutions can be found in appendix 3 on page 6. Your directors believe that the authorities in these resolutions should be continued, to give flexibility for business opportunities as they arise.

Political donations

At the AGM in 2002 shareholders approved an authority to enable the Company to support organisations which may fall within the definition of an 'EU political organisation' in the Companies Act 1985 (the Act) and to incur 'EU political expenditure' within the meaning of the Act. The authority expires this year. Tate & Lyle's policy is not to make donations to EU political parties and there is no intention of changing that policy. However, the Act includes broad definitions of political parties and political expenditure which may include some normal business activities that would not otherwise be regarded as being political in nature. Consequently, the Board, in common with many other companies, on a precautionary basis and to avoid contravening the Act, considers it prudent to ask shareholders to renew this authority for a further period which will expire no later than 15 months after the date of the AGM.

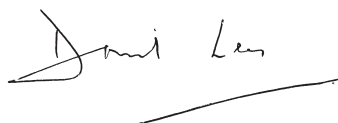
Form of Proxy

A form of proxy is enclosed which covers all the resolutions to be proposed at the AGM. You should complete the form of proxy according to the instructions printed on it and send it to the Company's registrar as soon as possible. All proxies must be received by the registrar by 11.15 am on Monday 17 July 2006. If you prefer, you can also submit your proxy appointment electronically either via the Internet or, if you are a CREST member, through the CREST system. More details of how to appoint a proxy electronically can be found on page 3. Appointment of a proxy will not prevent you from attending and voting at the meeting, if you so wish.

Recommendation

Your directors believe that all the resolutions in the notice of meeting are in the best interests of Tate & Lyle and its shareholders and recommend that you vote in favour of them. The directors intend to vote their own shares in favour of these resolutions.

Yours sincerely,



Sir David Lees
Chairman

Appendix 1

Notice of Annual General Meeting

Notice is hereby given that the one hundred and third Annual General Meeting of Tate & Lyle PLC will be held at the Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE on Wednesday 19 July 2006 at 11.15 am for the following purposes:

Ordinary Business

1. To receive the Accounts and Reports of the Directors and of the Auditors for the year ended 31 March 2006.
2. To approve the Directors' Remuneration Report set out in the Report and Accounts for the year ended 31 March 2006.
3. To declare a final dividend on the Ordinary shares of the Company.
4. To re-elect Iain Ferguson as a director of the Company.
5. To re-elect Stanley Musesengwa as a director of the Company.
6. To re-elect Stuart Strathdee as a director of the Company.
7. To re-elect Robert Walker as a director of the Company.
8. To re-appoint PricewaterhouseCoopers LLP as Auditors.
9. To authorise the directors to set the remuneration of the Auditors.

Special Business

To consider and, if thought fit, pass the resolutions set out in appendix 2 of the Chairman's letter dated 14 June 2006, which appendix forms part of this notice, of which resolutions 11 and 13 will be proposed as ordinary resolutions and resolutions 10 and 12 will be proposed as special resolutions:

10. To renew the Company's authority to purchase its own shares.
11. To renew the directors' authority to allot shares.
12. To renew the directors' authority to disapply shareholders' pre-emption rights in relation to the allotment of shares.
13. To renew the Company's authority to make political donations and incur political expenditure.

By order of the Board

Robert Gibber

Company Secretary
14 June 2006

Registered Office:
Sugar Quay
Lower Thames Street
London EC3R 6DQ

Notes

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, to be entitled to attend and vote at the meeting (and for the purpose of determining the number of votes they may cast), shareholders must be entered on the Company's Register of Members at 6.00 pm on Monday 17 July 2006.
2. Any member of the Company entitled to attend and vote is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him or her. A proxy need not be a member of the Company. A form of proxy is enclosed. Shareholders who prefer to register the appointment of their proxy electronically via the Internet can do so through the Lloyds TSB Registrars' website at www.sharevote.co.uk where full instructions on the procedure are given. The personal reference number, card ID and account number printed on the proxy form will be required to use this electronic proxy appointment system. Alternatively shareholders who have already registered with Lloyds TSB Registrars' on-line portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at www.shareview.co.uk and clicking on 'Company Meetings'. Please note that any electronic communication found to contain a computer virus will not be accepted.
To be effective, the form of proxy (or electronic appointment of a proxy) must be received by Lloyds TSB Registrars by 11.15 am on Monday 17 July 2006. The appointment of a proxy will not prevent a shareholder from attending and voting in person at the AGM.
3. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM to be held on Wednesday 19 July 2006 and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with CRESTCo's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Lloyds TSB Registrars (ID 7RA01) by no later than 11.15 am on Monday 17 July 2006. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Lloyds TSB Registrars are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
CREST members and, where applicable, their CREST sponsors or voting service providers should note that CRESTCo does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
Tate & Lyle may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
4. The following documents are available for inspection at the registered office of the Company during normal business hours on any weekday (Saturdays, Sundays and public holidays excluded) and on the date of the AGM when they will be available at the Queen Elizabeth II Conference Centre from 11.00 am until the close of the meeting:
 - i) copies of executive directors' service contracts;
 - ii) a copy of the terms and conditions of appointment of the non-executive directors; and
 - iii) the Register of directors' share interests.

Appendix 2

Special Business

At the one hundred and third Annual General Meeting of the Company to be held on Wednesday 19 July 2006 the resolutions below will be proposed as special business. Resolutions 11 and 13 will be proposed as ordinary resolutions and resolutions 10 and 12 as special resolutions.

Special Resolution 10

That the Company be and is hereby unconditionally and generally authorised for the purpose of Section 166 of the Companies Act 1985 to make market purchases (as defined in Section 163 of that Act) of Ordinary shares of 25p each in the capital of the Company provided that:

- a) the maximum number of shares which may be purchased is 48,879,539;
- b) the minimum price which may be paid for a share is the nominal value of that share;
- c) the maximum price which may be paid for a share is an amount equal to 105% of the average of the middle market quotations of the Company's Ordinary shares as derived from The Stock Exchange Daily Official List for the five business days immediately preceding the day on which such shares are contracted to be purchased; and
- d) this authority shall expire at the conclusion of the Annual General Meeting of the Company held in 2007 or, if earlier, 18 October 2007 (except in relation to the purchase of shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry).

Ordinary Resolution 11

That the authority conferred on the directors by Article 11(B) of the Company's Articles of Association be renewed for the period ending on the date of the Annual General Meeting in 2007 or on 18 October 2007, whichever is the earlier, and that for such period the Section 80 Amount shall be £40,732,949.

Special Resolution 12

That the power conferred on the directors by Article 11(C) of the Company's Articles of Association be renewed for the period ending on the date of the Annual General Meeting in 2007 or on 18 October 2007, whichever is the earlier, and that for such period the Section 89 Amount shall be £6,109,942.

Ordinary Resolution 13

That the Company be and is hereby authorised:

- a) to make donations to EU political organisations not exceeding £100,000 in total; and
- b) to incur EU political expenditure not exceeding £100,000 in total,

during the period beginning with the date of the passing of this Resolution and ending on the date of the Annual General Meeting in 2007 or on 18 October 2007, whichever is the earlier. For the purposes of this resolution, the expressions 'donations', 'EU political organisations' and 'EU political expenditure' have the meanings set out in Part XA of the Companies Act 1985.

Appendix 3

Explanatory Notes

This year, shareholders will be asked to approve 13 resolutions. Resolutions 1 to 9 and resolutions 11 and 13 will be proposed as ordinary resolutions. This means that more than 50% of the votes cast must support these resolutions. Resolutions 10 and 12 will be proposed as special resolutions. At least 75% of the votes cast must support these resolutions if they are to be passed.

Resolution 1:

To receive the Accounts and Reports of the Directors and of the Auditors for the year ended 31 March 2006

The directors will present their report and audited accounts for the year ended 31 March 2006. Copies of the Annual Report 2006 will be available at the AGM. A copy can also be found on our website at: <http://www.tateandlyle.com>

Resolution 2:

To approve the Directors' Remuneration Report for the year ended 31 March 2006

Under the Companies Act 1985, listed companies must give shareholders the opportunity to vote on the report on directors' remuneration before the Company in general meeting. A copy of this year's report can be found on pages 54 to 64 of the Annual Report 2006.

Resolution 3:

To declare a final dividend

You will be asked to declare a final dividend of 14.1 pence per Ordinary share for the year ended 31 March 2006. If approved, the dividend will be paid on Thursday 27 July 2006 to shareholders on the register of members at the close of business on Friday 30 June 2006.

Resolutions 4 to 7:

Re-election of directors

Article 84 of the Company's Articles of Association states that every year one-third (or the nearest whole number below one-third) of the directors must retire by rotation. This year, Iain Ferguson, Stanley Musesengwa and Stuart Strathdee are retiring by rotation and standing for re-election. Carole Piwnica is also retiring by rotation at the AGM but will not be standing for re-election.

Article 90 of the Company's Articles of Association states that when the Board appoints a new director, that director must retire and stand for re-election at the next AGM. This gives shareholders the opportunity to confirm their appointment. Robert Walker was appointed as a non-executive director from 1 January 2006 and, therefore, is retiring and standing for re-election at the AGM.

Biographical details of all the directors standing for re-election are given below. In accordance with the Combined Code, an explanation is also given why the Board believes the non-executive director standing for re-election should be re-elected.

Iain Ferguson CBE (Age 50)

Chief Executive

Joined the Group and was appointed Chief Executive in May 2003. Previously, he worked for Unilever where he held a number of senior positions including Executive Chairman of Birds Eye Walls and Senior Vice-President, Corporate Development. He is a former Commissioner on the UK Government's Policy Commission on the Future of Farming and Food and also a former President of the Institute of Grocery Distribution. He is currently Deputy President of the Food and Drink Federation and Honorary Vice-President of the British Nutrition Foundation.

Stanley Musesengwa (Age 53)

Chief Operating Officer

Joined the Group in 1979 as a refinery manager and subsequently performed a number of roles before becoming Regional Director, Tate & Lyle Africa in 1995. In December 1999, he was appointed Chief Executive of Tate & Lyle Europe with responsibility for the Group's European sugar refining businesses and its global sugar and molasses trading activities. He was appointed to the Tate & Lyle Board in April 2003 and to his current position of Chief Operating Officer in May 2003.

Stuart Strathdee (Age 54)

Corporate Development Director

Joined the Group in 1977. He has served in a variety of senior management positions including Group Treasurer, Managing Director of United Molasses, Managing Director of Tate & Lyle International and Managing Director, International Division. He was appointed to the Tate & Lyle Board in November 1994 and to his current position as Corporate Development Director in July 2003. He is a non-executive director of James Finlay Limited.

Robert Walker (Age 61)

Independent non-executive director

Joined the Board in January 2006. He is currently Chairman of WH Smith PLC and a non-executive director of Wolseley Plc, Signet Group Plc and Williams Lea Group Limited. He started his career at Procter & Gamble and McKinsey & Co., then spent over 20 years with PepsiCo International culminating as a Division President. In May 1996, he joined the Board of Severn Trent Plc as a non-executive director and then served as Group Chief Executive from August 2000 until his retirement in February 2005. He is also an adviser to Cinven.

Robert Walker's extensive international business experience, and particularly his knowledge of the food and beverage industry, is of great benefit to the Board. His appointment was subject to a recruitment process led by the Nominations Committee, assisted by external recruitment consultants. This process included an assessment of the time commitment expected and confirmation from Robert Walker that he could meet this commitment.

**Resolution 8:
Re-appointment of Auditors**

The Company is required to re-appoint Auditors at each general meeting at which accounts are laid. The Board, on the recommendation of the Audit Committee, who evaluated the independence of the external auditors and the effectiveness of the audit process, is proposing that PricewaterhouseCoopers LLP be re-appointed as the Company's Auditors.

**Resolution 9:
Auditors' remuneration**

This resolution proposes that the directors be authorised to set the Auditors' remuneration.

**Resolution 10:
To renew the Company's authority to purchase its own shares**

As in previous years, you will be asked to renew the Company's authority, which has not previously been used, to purchase up to 10% of its issued Ordinary shares. The resolution specifies the maximum number of shares which may be purchased and the minimum or maximum prices at which they may be bought. This power would be used only after careful consideration by the directors, having taken into account market conditions prevailing at the time, the investment needs of the Company, its opportunities for expansion and its overall financial position. The directors would exercise the authority to purchase Ordinary shares only if they considered it to be in the best interests of the shareholders and after considering the effects on earnings per share.

At present, any shares purchased under this authority are automatically cancelled. However, following the introduction of treasury shares, it will be possible for the shares to be held in treasury rather than being cancelled. In that case, they may be dealt with by the Company, including using them in connection with the Company's employee share schemes, subject to certain limitations. Currently, the Company has not purchased nor does it hold any treasury shares.

The total number of Ordinary shares which may be issued on the exercise of outstanding options as at 24 May 2006 (the latest practicable date prior to posting of this document) is 2,086,293 which represents approximately 0.43% of the issued share capital at that date. If the Company were to purchase shares up to the maximum permitted by this resolution, the proportion of Ordinary shares subject to outstanding options would represent approximately 0.47% of the issued share capital as at 24 May 2006.

**Resolutions 11 and 12:
To renew the directors' authority to allot shares and disapplication of pre-emption rights**

Under resolution 11, which is similar to that passed by shareholders in previous years, you will be asked to give the directors the authority to allot £40,732,949 in nominal value of the authorised but unissued share capital consisting of 162,931,797 Ordinary shares and representing one-third of the Ordinary share capital in issue as at 24 May 2006.

Within this authorised amount, by the passing of special resolution 12, the pre-emption provisions contained in Section 89(1) of the Companies Act 1985 will be disapplied for any rights issue or any other allotment for cash up to £6,109,942 in nominal amount of share capital, representing 5% of the Ordinary share capital in issue on 24 May 2006 and consisting of 24,439,769 Ordinary shares. This authority will give the directors the flexibility to issue Ordinary shares up to this amount without the need first to offer such shares to existing shareholders.

This authority covers the disposal of shares held in treasury in the same way as the allotment of unissued share capital. The authority and disapplication provided for in these resolutions will remain in force until the next AGM or 18 October 2007, whichever is the earlier. The directors have no present intention to issue any of the unissued share capital, or to dispose of any shares held in treasury, except in connection with the Company's employee share schemes.

**Resolution 13:
To renew the Company's authority to make political donations and incur political expenditure**

The current authority, granted by shareholders at the AGM in 2002, to enable the Group to support organisations which may fall within the definition of an 'EU political organisation' in the Companies Act 1985 (the Act) and to incur 'EU political expenditure' within the meaning of the Act expires this year. The Company's policy is not to make donations to EU political parties and there is no intention to change that policy. However, the Act includes very broad definitions of political parties and political expenditure which may include a number of normal business activities which might not be thought to be political expenditure in the normal sense. These could include, for example, sponsorship of industry forums and making provisions for employees to take time off work to campaign for and hold public office.

Accordingly, the Board, in common with many other companies, on a precautionary basis and to avoid contravening the Act, believes it prudent to ask shareholders for a renewal of the authority to incur a level of political donations and political expenditure to cover these kinds of activities. Therefore, under resolution 13, you will be asked to give the Company authority to make donations to EU political organisations not exceeding £100,000 in total and to incur EU political expenditure not exceeding £100,000 in total. This authority will last until the next AGM or 18 October 2007, whichever is the earlier.

Useful addresses and telephone numbers

Registered Office

Sugar Quay
Lower Thames Street
London EC3R 6DQ
Tel: 020 7626 6525
Fax: 020 7623 5213
Website
<http://www.tateandlyle.com>

Share Registrar

Lloyds TSB Registrars
The Causeway, Worthing
West Sussex BN99 6DA

For telephone enquiries please
phone 0870 600 3970
This is a Lloyds TSB Registrars
Helpline service which will
recognise the Company's name.

ADR Depositary

The Bank of New York
Investor Relations Department
101 Barclay Street – 11th Floor
New York, NY 10286
Tel: 1 888 269 2377

Corporate Brokers

Citigroup
33 Canada Square
Canary Wharf
London E14 5LB