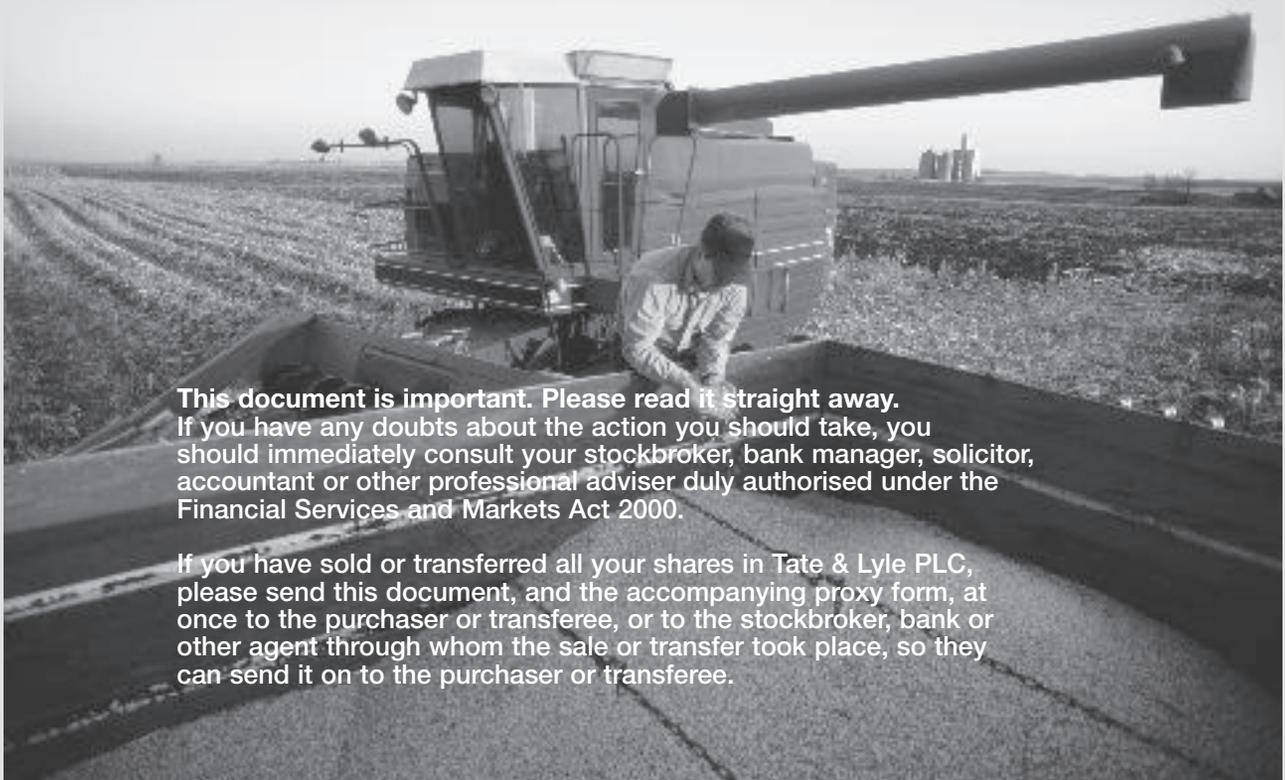


## Notice of Annual General Meeting 2009 Thursday 23 July at 2.00 pm



**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 took place, so they can send it on to the purchaser or transferee.



## Dear Shareholder

I am pleased to send you your notice of Annual General Meeting (AGM) for 2009. This meeting will be held on Thursday 23 July 2009 at 2.00 pm at the Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE. You can register from 1.00 pm, and the meeting will start promptly at 2.00 pm. Tea, coffee and biscuits will be served before and after the meeting.

The Notice of Meeting is set out on pages 4 to 7. An explanation of the resolutions you will be asked to vote on can be found on pages 8 to 10.

### **Annual Report 2009**

If you have not asked to be sent a copy of the Annual Report 2009 by post, you can find it on our website at [www.tateandlyle.com/annualreport2009](http://www.tateandlyle.com/annualreport2009).

If you would like to receive a printed copy of the Annual Report 2009, please contact our registrars, Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.

### **Directorate**

We announced on 17 June 2009 that Javed Ahmed would succeed Iain Ferguson as Chief Executive

on 1 October 2009 and that Peter Gershon would take over from me as Chairman following this AGM. These are the final steps in a succession plan that has been carefully designed and skilfully implemented. I will not therefore be standing for re-election at the AGM, as previously indicated in the directors' report contained in the Annual Report 2009, and this will be my last AGM before I hand over to Peter. I thank Iain for his significant contribution to the Group's prosperity during his time as Chief Executive and wish him, Javed and Peter every success in all that lies ahead.

### **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 four directors standing for re-election can be found in the Appendix on page 11.

Each director standing for re-election has been through a formal performance review process, further details of which can be found in the Annual Report 2009. Following this process, I can confirm, on behalf of the Board, that we consider the performance of each of the directors standing for re-election at the AGM to be fully satisfactory and that they each demonstrate the commitment expected of a director of Tate & Lyle.

The Board has concluded that each of the non-executive directors standing for re-election is independent under the terms of the Combined Code.

### **Share capital**

At the 2008 AGM, as in previous years, authority was granted to directors to allot shares without the prior consent of shareholders up to a maximum of one-third of the Company's existing issued ordinary share capital for a period expiring at the conclusion of the 2009 AGM or, if earlier, 22 October 2009. The directors consider it appropriate to ask shareholders to renew this authority at the forthcoming AGM. In addition, in line with the latest institutional guidelines issued by the Association of British Insurers, the proposed new authority sought will allow directors to allot shares equal to an additional amount of up to one-third of the Company's existing issued ordinary share capital but only in the case of a fully pre-emptive rights issue within the meaning of those guidelines. Further information on this resolution (resolution 11) is provided in the Explanatory notes on pages 8 and 9.

Resolutions 12 and 13 also relate to the share capital of the Company. They are similar to resolutions passed by shareholders in previous years, although resolution 12 has been extended in line with the additional authority sought under resolution 11. An explanation of these resolutions can be found in the Explanatory notes on page 9.

Your directors believe that the authorities in each of these resolutions should be obtained, to give flexibility for business opportunities as they arise.

### **Notice for general meetings**

The Shareholder Rights Directive (Directive) is due to be implemented in the UK in August this year. One of the requirements of the Directive is that all general meetings must be held on 21 days' notice unless shareholders agree to a shorter notice period. Our Articles of Association currently permit us to call general meetings (other than annual general meetings) on 14 clear days' notice.

Resolution 14 proposes that we can continue to have the flexibility to hold meetings on 14 clear days' notice, if we need to, after the Directive is implemented. The approval will be effective until the Company's next AGM, when we intend to propose a similar resolution. The Company will also need to meet the requirements for electronic voting under the Directive before it can call a general meeting on 14 clear days' notice after August 2009.

### **Scrip dividend authority**

Resolution 15 asks shareholders to grant the directors authority to offer ordinary shareholders the right to receive, in lieu of cash dividends, ordinary shares of the Company. Prior to offering any scrip dividend alternative pursuant to Article 111 of our Articles of Association, we are required to obtain the authorisation of shareholders by ordinary resolution. If approved, the authority will, in accordance with corporate governance best practice recommendations, last for approximately five years, expiring on the date of the AGM in 2014.

### **Proxy form**

All your votes are important to us and I urge you to complete and return the enclosed proxy form to our registrars by 2.00 pm on Tuesday 21 July 2009. If you prefer, you may instead submit your form electronically via [www.sharevote.co.uk](http://www.sharevote.co.uk) 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 6. The appointment of a proxy will not prevent you from attending, speaking and voting at the meeting.

### **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  
*19 June 2009*

# Notice of Annual General Meeting 2009

Notice is hereby given that the one hundred and sixth Annual General Meeting (AGM) of Tate & Lyle PLC will be held at the Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE on Thursday 23 July 2009 at 2.00 pm for the following purposes:

## Ordinary business

1. To receive the reports and accounts of the directors and of the auditors for the year ended 31 March 2009.
2. To approve the directors' remuneration report set out in the report and accounts for the year ended 31 March 2009.
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 Robert Walker as a director of the Company.
6. To re-elect Sir Peter Gershon as a director of the Company.
7. To re-elect Tim Lodge 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 following resolutions, of which resolutions 10, 11 and 15 will be proposed as ordinary resolutions and resolutions 12 to 14 will be proposed as special resolutions:

10. That the Company be and is hereby authorised to:
  - (a) make political donations to political parties, and/or independent election candidates, and/or political organisations other than political parties not exceeding £100,000 in total; and

- (b) incur 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 AGM in 2010 or on 30 September 2010, whichever is the earlier.

All existing authorisations and approvals relating to political donations or expenditure under Part 14 of the Companies Act 2006 (the Act) are hereby revoked without prejudice to any donation made or expenditure incurred prior to the date hereof pursuant to such authorisation or approval.

For the purposes of this resolution, the expressions 'political donations', 'political parties', 'independent election candidates', 'political organisations' and 'political expenditure' have the meanings set out in sections 363 to 365 of the Act.

## 11. That:

- (a) the authority conferred on the directors by Article 7.2 of the Company's Articles of Association be renewed for the period ending on the date of the AGM in 2010 or on 30 September 2010, whichever is the earlier, and that for such period the Section 80 Amount shall be £38,200,000; and
- (b) in addition to the amount referred to in (a) above, the directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 (the 1985 Act) to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of the 1985 Act) comprising equity securities (as defined in Section 94(2) of the 1985 Act) up to a further nominal amount of £38,200,000 in connection with an offer by way of a rights issue, such authority to expire on the date of the AGM in 2010 or on 30 September 2010, whichever is the earlier, but so that the Company may make offers and enter into agreements during the relevant period which would, or might, require relevant securities to be allotted after the authority ends.

The authorities in this resolution apply in substitution for all previous authorities pursuant to Section 80 of the 1985 Act.

For the purposes of the authority in paragraph (b) above, 'rights issue' means an offer to:

- (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) people who are holders of other equity securities if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities,

to subscribe further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject in both cases to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, holdings in certificated and uncertificated form or legal, regulatory or practical problems in, or under the laws of, any territory.

12. That, subject to the passing of resolution 11 above,

- (a) the power conferred on the directors by Article 7.3 of the Company's Articles of Association be renewed for the period ending on the date of the AGM in 2010 or on 30 September 2010, whichever is the earlier, and that for such period the Section 89 Amount shall be £5,733,000; and
- (b) the directors be empowered to allot equity securities (as defined in Section 94(2) of the 1985 Act) wholly for cash pursuant to the authority given by paragraph (b) of resolution 11 above in connection with a rights issue as if Section 89(1) of the 1985 Act did not apply to such allotment, such power to expire at the end of the AGM in 2010 or on 30 September 2010, whichever is the earlier, but so that the Company may make offers and enter into agreements during this period which would, or might, require equity securities to be allotted after the power ends and the Board may allot equity securities under any such offer or agreement as if the power had not ended.

For the purposes of this resolution 'rights issue' has the same meaning as that set out in resolution 11 above.

13. That the Company be and is hereby unconditionally and generally authorised for the purpose of Section 166 of the 1985 Act to make market purchases (as defined in Section 163 of the 1985 Act) of ordinary shares of 25p each in the capital of the Company and, where such shares are held in treasury, the Company may use them for the purposes of its employee share schemes, provided that:

- (a) the maximum number of shares which may be purchased is 45,868,000;
- (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 London 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 AGM in 2010 or, if earlier, 30 September 2010 (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).

14. That a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.

15. That authority be and is hereby given under Article 111 of the Company's Articles of Association for the directors to implement that Article in offering to ordinary shareholders of the Company the right to receive an allotment of new ordinary shares of the Company credited as fully paid in lieu of any dividend declared or paid on the ordinary shares at any time after the date of the passing of this resolution and prior to or on the date of the AGM in 2014.

By order of the Board

**Robert Gibber**  
Company Secretary  
19 June 2009

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

Registered in England  
Company number 76535

# Notes to the Notice of Annual General Meeting 2009

## Attending and voting

1. Members of the Company will have the right to attend, speak and vote at the AGM. Registration will start at 1.00 pm and tea, coffee and biscuits will be available.
2. To be entitled to attend, speak and vote at the AGM (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 Tuesday 21 July 2009 (or, in the case of an adjournment, 6.00 pm on the date which is two days before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend, speak and vote at the AGM.

## Appointment of proxies

3. Any member of the Company entitled to attend, speak and vote is entitled to appoint another person as his or her proxy to exercise all or any of his or her rights to attend, speak and vote at the AGM. A member may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A proxy need not be a member of the Company.
4. A proxy form is enclosed which shareholders may complete and return to the Company's registrars. Shareholders may register the appointment of their proxy or proxies electronically via the Company's registrars' website, [www.sharevote.co.uk](http://www.sharevote.co.uk), where you will find full instructions on how to do so. To use this electronic system, you will need the Voting ID, Task ID and Shareholder Reference Number printed on the proxy form. Alternatively, shareholders who have already registered with Equiniti's online portfolio service, Shareview, can appoint their proxy or proxies electronically by logging on to their portfolio at [www.shareview.co.uk](http://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. CREST members may use the CREST electronic appointment service (see below).
5. To be effective, the proxy form (or electronic appointment of a proxy) must be received by Equiniti by 2.00 pm on Tuesday 21 July 2009. Appointing a proxy will not prevent a shareholder from attending, speaking and voting in person at the AGM.

## Appointment of proxies through CREST

6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM 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.

7. 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 Equiniti (ID RA19) no later than 2.00 pm on Tuesday 21 July 2009. 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 Equiniti is 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.
8. 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.
9. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

## Corporate representatives

10. To facilitate voting by corporate representatives at the AGM, arrangements will be put in place so that
  - (i) if a corporate shareholder has appointed the Chairman of the AGM as its corporate representative with instructions to vote on a poll in accordance with the directions of all the other corporate representatives for that shareholder at

- the AGM, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as the corporate representative in accordance with those directions; and
- (ii) if more than one corporate representative for the same corporate shareholder attends the AGM but the corporate shareholder has not appointed the Chairman of the AGM as its corporate representative, a designated corporate representative will be nominated from those corporate representatives who attend, who will vote on a poll, and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives ([www.icsa.org.uk](http://www.icsa.org.uk)) for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in (i) above.

### **Section 527 Companies Act 2006**

11. Members should note that, on a request made by members of the Company under Section 527 of the Companies Act 2006, the Company may be required to publish on a website a statement setting out any matter relating to:
- (i) the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the AGM for the financial year beginning 1 April 2009; or
- (ii) any circumstance connected with the auditors of the Company appointed for the financial year beginning 1 April 2009 ceasing to hold office since the previous meeting at which annual reports and accounts were laid.

The Company may not require the members requesting any such website publication to pay its expenses in complying with Sections 527 or 528 (requirements as to website availability) of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's auditors no later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM for the relevant financial year includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.

### **Nominated persons**

12. A person who is not a shareholder of the Company, but has been nominated by a shareholder to enjoy information rights in accordance with Section 146 of

the Companies Act 2006 ('nominated person') does not have the right to appoint a proxy, although they may have a right under an agreement with the shareholder to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under an agreement with the relevant shareholder to give instructions as to the exercise of voting rights.

13. If you have been nominated to receive general shareholder communications directly from the Company, it is important to remember that your main contact in terms of your investment remains the registered shareholder or custodian or broker who administers the investment on your behalf. Therefore, any changes or queries relating to your personal details and holding (including any administration) must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee to deal with matters that are directed to them in error. The only exception to this is where the Company, in exercising one of its powers under the Companies Act 2006, writes to you directly for a response.

### **American Depositary Receipts (ADRs)**

14. Holders of ADRs should complete ADR proxy cards in relation to the voting rights attached to the ordinary shareholding represented by their ADRs. Such cards should be returned to the US depository, The Bank of New York Mellon, as indicated, as soon as possible and no later than 5.00 pm Eastern Standard Time on 15 July 2009.

### **Issued share capital**

15. As at 27 May 2009, being the last practicable date prior to the publication of the Notice of Meeting, the total number of issued ordinary shares was 460,012,801. The Company held 1,328,502 shares in treasury and therefore the total number of voting rights was 458,684,299. On a vote by show of hands, every member who is present has one vote and every proxy present who has been duly appointed by a member entitled to vote has one vote. On a poll every member who is present in person or by proxy has one vote for every ordinary share of which he or she is the holder.

### **Inspection of documents**

16. Copies of executive directors' service contracts and the terms and conditions of appointment of the non-executive directors are available for inspection at the registered office of the Company during normal business hours on any weekday (public holidays excluded) and on the date of the AGM when they will be available at the Queen Elizabeth II Conference Centre from 1.45 pm until the close of the meeting.

## Explanatory notes to the business of the Annual General Meeting 2009

This year, shareholders will be asked to approve 15 resolutions. Resolutions 1 to 11 and resolution 15 will be proposed as ordinary resolutions. This means that more than 50% of the votes cast must support these resolutions if they are to be passed. Resolutions 12 to 14 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: Reports and accounts for the year ended 31 March 2009**

The directors are legally required to present their reports and the audited accounts for the year ended 31 March 2009 to shareholders. A copy of the Annual Report 2009 is available on our website, [www.tateandlyle.com/annualreport2009](http://www.tateandlyle.com/annualreport2009), and copies will also be available at the AGM.

### **Resolution 2: Approval of the directors' remuneration report for the year ended 31 March 2009**

Company law requires that all listed companies must give shareholders the opportunity to cast an advisory vote on the directors' remuneration report. A copy of this year's report can be found on pages 84 to 96 of the Annual Report 2009.

### **Resolution 3: Declaration of a final dividend**

You will be asked to declare a final dividend of 16.1p per ordinary share for the year ended 31 March 2009. If approved, the dividend will be paid on 31 July 2009 to shareholders on the Register of Members at the close of business on 3 July 2009.

### **Resolutions 4 to 7: Re-election of directors**

The Company's Articles of Association require all directors to seek re-election by shareholders at least once every three years. In addition, any directors appointed by the Board must stand for re-election at the first AGM following their appointment.

This year, the directors standing for re-election are: Iain Ferguson and Robert Walker, who were last re-elected in 2006; and Sir Peter Gershon and Tim Lodge, who were appointed by the Board during the year. As announced on 17 June 2009, Iain Ferguson will be succeeded as Chief Executive by Javed Ahmed on 1 October 2009. Biographical details of the four directors standing for re-election can be found in the Appendix on page 11.

### **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, which 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: Political donations**

Resolution 10 asks shareholders to renew and extend the authority given in similar terms at the 2008 AGM to enable the Company to support individuals and organisations that may fall within the scope of a 'political party', an 'independent election candidate' or a 'political organisation' and to incur 'political expenditure' as defined in the Companies Act 2006 (the Act).

Tate & Lyle's policy is not to make donations to EU political candidates, parties or organisations or to incur political expenditure and there is no intention of changing that policy. However, the Act includes broad definitions of donations and political expenditure in this context, 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 at the next AGM or on 30 September 2010, whichever is the earlier.

### **Resolution 11: Authority to allot ordinary shares**

This resolution, which is similar to that passed by shareholders in previous years, is proposed to authorise the directors to allot £38,200,000 in nominal value of the authorised but unissued share capital (consisting of 152,800,000 ordinary shares), representing approximately one-third of the ordinary share capital in issue (excluding treasury shares) as at 27 May 2009. As at this date, the Company held 1,328,502 ordinary shares in treasury, representing 0.29% of the issued share capital excluding treasury shares.

In line with recent guidance issued by the Association of British Insurers (ABI), it is also proposed to give directors additional authority in the case of a rights issue to allot ordinary shares to ordinary shareholders up to a nominal value of £38,200,000 (Additional Authority).

These authorities cover the disposal of shares held in treasury in the same way as the allotment of unissued share capital and will remain in force until the next AGM or 30 September 2010, 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 or, if resolution 15 is passed, in lieu of cash dividends. If the Additional Authority is used, in accordance with the ABI's guidelines, all directors will stand for re-election at the next annual general meeting.

#### **Resolution 12: Disapplication of pre-emption rights**

This resolution, which is similar to that passed by shareholders in previous years, is proposed to authorise the directors to allot shares for cash without first offering them to existing ordinary shareholders in proportion to their existing holdings.

The purpose of paragraph (a) of resolution 12 is to authorise directors to allot new shares pursuant to the authority given by paragraph (a) of resolution 11, or to sell treasury shares, for cash in connection with a pre-emptive offer or rights issue or otherwise up to a maximum nominal value of £5,733,000 (consisting of 22,932,000 ordinary shares) which is approximately 5% of the ordinary share capital in issue on 27 May 2009, in each case without the need first to offer such shares to existing ordinary shareholders in proportion to their existing holdings. This authority will remain in force until the next AGM or 30 September 2010, whichever is the earlier.

The purpose of paragraph (b) of resolution 12 is to authorise the directors to allot new shares pursuant to the authority given by paragraph (b) of resolution 11, or sell treasury shares, for cash in connection with a rights issue without the shares first being offered to existing ordinary shareholders in proportion to their existing holdings. This is in line with corporate governance guidelines.

The Board considers the authority in resolution 12 to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a pre-emptive offer or rights issue without the need to comply with the strict requirements of the statutory pre-emption provisions.

The Board intends to adhere to the provisions in the Pre-emption Group's Statement of Principles not to allot shares for cash on a non pre-emptive basis (other than pursuant to a rights issue or pre-emptive offer) in excess of an amount equal to 7.5% of the total issued ordinary share capital of the Company within a rolling three-year period without prior consultation with shareholders.

#### **Resolution 13: Company's authority to purchase its own shares**

As in previous years, you will be asked to renew the Company's authority to purchase up to approximately 10% of its issued ordinary shares. The resolution specifies the maximum number of shares that may be purchased and the minimum or maximum prices at which they may be bought. The directors would only use this authority after taking account of the 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 shareholders and after considering the effects on earnings per share.

The Company can either cancel shares that have been purchased or hold them as treasury shares (or a combination of both). The resolution authorises the Company to use any shares purchased and held in treasury for the purposes of its employee share schemes.

The total number of ordinary shares which may be issued on the exercise of outstanding options as at 27 May 2009 (the latest practicable date prior to posting this document) is 7,989,880, which represents approximately 1.74% of the issued share capital at that date (excluding shares held in treasury). 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 1.94% of the issued share capital (excluding shares held in treasury) as at 27 May 2009.

## Explanatory notes to the business of the Annual General Meeting 2009 continued

### **Resolution 14: Notice period for general meetings**

The Shareholder Rights Directive (the Directive) is due to be implemented in the UK in August this year. One of the requirements of the Directive is that all general meetings must be held on 21 days' notice unless shareholders agree to a shorter notice period. The Company's Articles of Association currently permit general meetings (other than annual general meetings) to be called on 14 clear days' notice.

Resolution 14 proposes that the Company can continue to hold meetings (other than general meetings) on 14 clear days' notice after the Directive is implemented. The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed. The Company will also need to meet the requirements for electronic voting under the Directive before it can call a general meeting on 14 clear days' notice after August 2009.

### **Resolution 15: Scrip dividend authority**

Resolution 15 asks shareholders to grant the directors authority to offer ordinary shareholders the right to receive, in lieu of cash dividends, ordinary shares of the Company. Prior to offering any scrip dividend alternative pursuant to Article 111 of the Company's Articles of Association, the Company is required to obtain the authorisation of shareholders by ordinary resolution. If approved, the authority will, in accordance with corporate governance best practice recommendations, last for approximately five years, expiring on the date of the AGM in 2014.

## Appendix: biographies of directors standing for re-election

### **Iain Ferguson CBE, Chief Executive**

Joined the Group and was appointed Chief Executive in May 2003. Previously Iain worked for Unilever where he held a number of senior positions including Executive Chairman of Birds Eye Wall's in 1995 and then 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 a former President of both the Food & Drink Federation (2006–2008) and the Institute of Grocery Distribution (2003–2004). Iain is currently Chairman of the Wilton Park Departmental Board and Advisory Council, a member of the UK Government's Council of Food Policy Advisers, a member of the Institute of Grocery Distribution's Policy Issues Council, a non-executive director of Greggs plc and Honorary Vice President of the British Nutrition Foundation.

### **Robert Walker, independent non-executive director**

Joined the Board in January 2006. Robert is Chairman of WH Smith PLC and of BCA Holdings Ltd. He was previously Chairman of Williams Lea, and has served on various FTSE 100 and 250 boards, including Wolseley, BAA, Signet, Thompson Travel Group and Severn Trent, where he was Group Chief Executive. He has also served as adviser to Cinven. He started his career at Procter and Gamble and McKinsey & Co, then spent over 20 years with PepsiCo, culminating as Division President.

Robert's extensive international business experience, and particularly his knowledge of the food and beverage industry, is of great benefit to the Board. The Chairman, on behalf of the Board, confirms that, following a formal review, his performance continues to be effective and he demonstrates full commitment to his role as a non-executive director, including an appropriate commitment of time for Board and Committee meetings and other duties required of him.

### **Sir Peter Gershon, independent non-executive director and Chairman-elect**

Joined the Board in February 2009. Sir Peter was formerly Chief Executive of the Office of Government Commerce, Managing Director of Marconi Electronic Systems and a member of the GEC plc Board. He is also Non-Executive Chairman of Premier Farnell plc, GHG Limited (General Healthcare Group) and Vertex Data Science Limited; and a member of the Advisory Board of the UK Defence Academy and the Court and Council of Imperial College.

Sir Peter's considerable experience is of great benefit to the Board. His appointment was subject to a recruitment process undertaken by the Nominations Committee, under the leadership of the Senior Independent Director, assisted by external recruitment consultants. This process included an assessment of the time commitment expected and confirmation from Sir Peter that he could meet this commitment.

### **Tim Lodge, Group Finance Director**

Joined the Group in 1988 and joined the Board in December 2008 as Group Finance Director. Tim has held a number of senior operational and financial roles at Tate & Lyle, both in the UK and internationally, including Managing Director of Zambia Sugar; Group Financial Controller; Finance Director of the Food & Industrial Ingredients, Europe division; and Director of Investor Relations. He is an Associate of the Chartered Institute of Management Accountants.

## Useful addresses and telephone numbers

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### Website

[www.tateandlyle.com](http://www.tateandlyle.com)

### Online annual report

[www.tateandlyle.com/annualreport2009](http://www.tateandlyle.com/annualreport2009)

### Registrar

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[www.equiniti.com](http://www.equiniti.com)

[www.shareview.co.uk](http://www.shareview.co.uk)

Calls to 0871 numbers are charged at 8p per minute from a BT landline. Other telephone providers' costs may vary.

### ADR depositary

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