

TATE & LYLE

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 enclose your Notice of Annual General Meeting (AGM). The meeting will be held on Thursday 28 July 2011 at 11.00 am at the Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE. You can register from 10.00 am and the Meeting will start promptly at 11.00 am.

The Notice of Meeting is set out on pages 2 to 3. An explanation of the resolutions on which you will be asked to vote can be found on pages 6 to 8.

Annual Report 2011

If you have not asked to be sent a copy of the Annual Report 2011 by post, you can find it on our website at www.tateandlyle.com/annualreport2011.

If you would like to receive a printed copy of the Annual Report 2011, please contact our registrars, Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.

Proxy form

All your votes are important to us and I urge you to vote on the resolutions to be proposed at the Meeting. If you cannot attend the AGM, you may appoint a proxy in one of the following ways:

- online via our registrars' website, www.sharevote.co.uk;
- via the CREST electronic proxy appointment service (for CREST members); or
- by completing the enclosed proxy form and returning it to our registrars.

The deadline for the appointment of proxies is 11.00 am on Tuesday 26 July 2011. The appointment of a proxy will not prevent you from attending and voting at the Meeting.

Shareholders' questions

You may submit questions relating to the business of the AGM beforehand via email to agmquestions@tateandlyle.com or by completing and returning the shareholders' questions card in the enclosed reply paid envelope. All questions will be considered, and addressed at the AGM or via our website, or on an individual basis as appropriate, according to the nature of the question. Shareholders may also ask questions in person on the business of the Meeting once submitted questions have been dealt with at the AGM.

Voting at the Meeting

Save for any procedural resolution which will be taken on a show of hands, voting at the AGM will be taken by poll again this year. Each shareholder and proxy present at the Meeting will be invited to complete a poll card indicating how they wish to cast their votes in respect of each resolution. In addition, I will cast the votes for which the Chairman of the Meeting has been appointed as proxy. Poll cards will be collected at the end of the Meeting. Once the results have been verified by Equiniti, they will be published on our website, www.tateandlyle.com, and released via a regulatory information service.

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 each resolution.

Yours sincerely

Sir Peter Gershon
Chairman

7 June 2011

Notice of Annual General Meeting 2011

Notice is hereby given that the one hundred and eighth Annual General Meeting (AGM) of Tate & Lyle PLC (the Company) will be held at the Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE on Thursday 28 July 2011 at 11.00 am for the following purposes:

To consider and, if thought fit, pass the following resolutions 1 to 17 which will be proposed as ordinary resolutions:

1. To receive the report and accounts of the directors and of the auditors for the year ended 31 March 2011.
2. To approve the directors' remuneration report set out in the report and accounts for the year ended 31 March 2011.
3. To declare a final dividend on the ordinary shares of the Company.
4. To re-elect Sir Peter Gershon as a director of the Company.
5. To re-elect Javed Ahmed as a director of the Company.
6. To re-elect Tim Lodge as a director of the Company.
7. To re-elect Liz Airey as a director of the Company.
8. To re-elect William Camp as a director of the Company.
9. To re-elect Evert Henkes as a director of the Company.
10. To re-elect Douglas Hurt as a director of the Company.
11. To re-elect Robert Walker as a director of the Company.
12. To re-elect Dr Barry Zoumas as a director of the Company.
13. To re-appoint PricewaterhouseCoopers LLP as auditors.
14. To authorise the directors to set the remuneration of the auditors.
15. 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 annual general meeting in 2012 or on 30 September 2012, 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.

16. That
 - (a) the rules of the Tate & Lyle Sharesave Plan 2011 (the Plan) referred to in the Notice of Meeting dated 7 June 2011 and produced in draft to this AGM and for the purposes of identification initialled by the Chairman be approved, and the directors be authorised to make such modifications to the Plan as they may consider necessary to obtain the approval of HM Revenue & Customs or to take account of the requirements of the Financial Services Authority (and its successor(s)) and best practice and to adopt the Plan as so modified and do all acts and things necessary to operate the Plan; and
 - (b) the directors be authorised to establish such further plans for the benefit of employees overseas based on the Plan subject to such modifications as may be necessary or desirable to take account of overseas security laws, exchange control and tax legislation provided that any Ordinary Shares of the Company made available under such further plans are treated as counting against any limits on individual participation, where appropriate, or overall participation in the Plan.
17. That the directors be and are hereby generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Act to exercise all the powers of the Company to allot shares or grant rights to subscribe for or to convert any security into shares:
 - (a) up to a nominal amount of £38,995,157; and
 - (b) comprising equity securities (as defined in Section 560(1) of the Act) up to a further nominal amount of £38,995,157 in connection with an offer by way of a rights issue; such authorities to apply in substitution for all previous authorities pursuant to Section 551 of the Act and to expire at the conclusion of the Company's annual general meeting in 2012 or on 30 September 2012, whichever is the earlier, but, in each case, so that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority ends.

For the purposes of this resolution, '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 for 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 or legal, regulatory or practical problems in, or under the laws of, any territory.

To consider and, if thought fit, pass the following resolutions 18 to 20 which will be proposed as special resolutions:

18. That, subject to the passing of resolution 17 above, the directors be and are hereby empowered to allot equity securities (as defined in Section 560(1) of the Act) wholly for cash:
- (a) pursuant to the authority given by paragraph (a) of resolution 17 above or where the allotment constitutes an allotment of equity securities by virtue of Section 560 of the Act in each case:
 - (i) in connection with a pre-emptive offer; and
 - (ii) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £5,849,273; and
 - (b) pursuant to the authority given by paragraph (b) of resolution 17 above in connection with a rights issue, as if Section 561(1) of the Act did not apply to any such allotment;

such power to expire at the conclusion of the Company's annual general meeting in 2012 or on 30 September 2012, 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.

For the purposes of this resolution:

- (a) 'rights issue' has the same meaning as in resolution 17 above;
 - (b) 'pre-emptive offer' means an offer of equity securities open for acceptance for a period fixed by the directors to (a) holders (other than the Company) on the register on a record date fixed by the directors of ordinary shares in proportion to their respective holdings, and (b) other persons so entitled by virtue of the rights attaching to any other equity securities held by them, 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 or legal, regulatory or practical problems in, or under the laws of, any territory;
 - (c) references to an allotment of equity securities shall include a sale of treasury shares; and
 - (d) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.
19. That the Company be and is hereby unconditionally and generally authorised for the purpose of Section 701 of the Act to make market purchases (as defined in Section 693 of the 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 46,794,189;
 - (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 the higher of (i) 105 per cent 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 (ii) the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange as stipulated in Article 5(1) of the Buy-back and Stabilisation Regulation; and
 - (d) this authority shall expire at the conclusion of the annual general meeting in 2012 or, if earlier, 30 September 2012 (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) unless such authority is renewed prior to such time.
20. That a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.

By order of the Board

Robert Gibber
Company Secretary

7 June 2011

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

Registered in England
Company number 76535

Notice of Annual General Meeting 2011

Attending and voting

1. Members of the Company will have the right to attend, speak and vote at the AGM. Registration will start at 10.00 am and tea, coffee and biscuits will be available. A light sandwich lunch will be provided at the conclusion of the Meeting. Following the disposal of our UK Sugars business last year, including its retail brands, we have decided that we will not be providing gift bags to shareholders attending the meeting.
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 26 July 2011 (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.
3. Any member attending the Meeting has the right to ask questions. The Company must answer any question relating to the business being dealt with at the Meeting but no answer need be given if:
 - (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information;
 - (b) the answer has already been given on a website in the form of an answer to a question; or
 - (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.

Appointment of proxies

4. 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 and to 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.
5. A proxy form is enclosed which shareholders may complete and return to Equiniti, the Company's registrars. Shareholders may register the appointment of their proxy or proxies electronically via Equiniti's website, 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, if you have already registered with Equiniti's online portfolio service, Shareview, you can appoint your proxy or proxies electronically by logging on to your portfolio at www.shareview.co.uk and clicking on the link to vote under your Client Name holding detail. 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).
6. To be effective, the proxy form (or electronic appointment of a proxy) must be received by Equiniti by 11.00 am on Tuesday 26 July 2011. Appointing a proxy will not prevent a shareholder from attending and voting in person at the AGM.

Appointment of proxies through CREST

7. 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.
8. 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 Euroclear 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) by no later than 11.00 am on Tuesday 26 July 2011. 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.
9. CREST members and, where applicable, their CREST sponsors or voting service providers, should note that Euroclear 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 or her 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. The CREST Manual can be reviewed at www.euroclear.com/CREST.
10. 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.

Shareholder information

11. A copy of this Notice of Meeting and other information required by Section 311A of the Companies Act 2006 can be found at www.tateandlyle.com.

Electronic communication

12. You may not use any electronic address provided either in this Notice of Meeting or any related documents including the Proxy form to communicate with the Company for any purpose other than those expressly stated.

Corporate representatives

13. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that they do not do so in relation to the same shares.

Members' statement of audit concerns

14. Shareholders should note that, on a request made by shareholders of the Company under Section 527 of the Act, the Company may be required to publish on a website a statement setting out any matter relating to:
 - (a) 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; or
 - (b) any circumstance connected with the auditors of the Company ceasing to hold office since the previous meeting at which annual reports and accounts were laid in accordance with Section 437 of the Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 (requirements as to website availability) of the Act. Where the Company is required to place a statement on a website under Section 527 of the Act, it must forward the statement to the Company's auditors not 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 Act to publish on a website.

Nominated persons

15. 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 Act (Nominated Person) does not have the right to appoint a proxy, although he/she 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.
16. 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 it in error. The only exception to this is where the Company, in exercising one of its powers under the Act, writes to you directly for a response.

American Depositary Receipts (ADRs)

17. 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 20 July 2011. Should you have any additional queries, the US Depository can be contacted at +1 888 269 2377 (for calls from the USA only) or +1 201 680 6825 (for calls from outside the USA).

Issued share capital

18. As at 6 June 2011, being the last practicable date prior to the publication of the Notice of Meeting, the total number of issued ordinary shares was 468,117,223. The Company held 175,328 shares in treasury and therefore the total number of voting rights was 467,941,895. 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

19. The following documents will be available for inspection at the registered office of the Company during normal business hours on any weekday (Saturday, Sunday and public holidays excluded), and on the date of the AGM when they will also be available for inspection at the Queen Elizabeth II Conference Centre from 10.45 am until the close of the Meeting:
 - copies of service contracts and letters of appointment of the directors; and
 - a copy of the rules of the Tate & Lyle Sharesave Plan 2011 as proposed in Resolution 16.

General enquiries

20. The Company's registrars, Equiniti, can be contacted on 0871 384 2063* or +44 (0)121 415 0235 (for calls from outside the UK). *Calls to this number are charged at 8 pence per minute from a BT landline. Other network provider costs may vary. Lines are open Monday to Friday, 8.30 am to 5.30 pm UK time (excluding UK public holidays).

Explanatory notes to the business of the Annual General Meeting 2011

This year, shareholders will be asked to approve 20 resolutions. Resolutions 1 to 17 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 18 to 20 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: Report and accounts for the year ended 31 March 2011

The directors are legally required to present their report and audited accounts for the year ended 31 March 2011 to shareholders. A copy of the Annual Report 2011 is available on our website, www.tateandlyle.com/annualreport2011 and copies will also be available at the AGM.

Resolution 2: Approval of the directors' remuneration report for the year ended 31 March 2011

The 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 44 to 56 of the Annual Report 2011.

Resolution 3: Declaration of a final dividend

You will be asked to declare a final dividend of 16.9 pence per ordinary share for the year ended 31 March 2011. If approved, the dividend will be paid on 5 August 2011 to shareholders on the Register of Members at the close of business on 1 July 2011.

Resolutions 4 to 12: Re-election of directors

In accordance with the UK Corporate Governance Code published in June 2010, all directors will be submitting themselves for re-election by shareholders at the AGM.

Each director has been through a formal performance review process, further details of which can be found in the Annual Report 2011. Following this process, the Board agreed that the performance of each of the directors was entirely 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 is independent under the terms of the UK Corporate Governance Code.

Biographical details of all directors can be found in Appendix 1 on page 9.

Resolution 13: 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 14: Auditors' remuneration

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

Resolution 15: Political donations

Resolution 15 asks shareholders to renew the authority given at the 2010 annual general meeting 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 Act.

Tate & Lyle's policy is not to make donations to EU political candidates, parties or organisations and there is no intention of changing that policy. However, the Act includes a broad definition of donations 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 annual general meeting or on 30 September 2012, whichever is the earlier.

Resolution 16: Tate & Lyle Sharesave Plan 2011

Resolution 16 asks shareholders to approve the adoption of the Tate & Lyle Sharesave Plan 2011 (the Plan). The Plan replaces the Tate & Lyle 2001 Sharesave Scheme because no options can be granted under the 2001 Sharesave Scheme after 2 August 2011. The Plan is largely the same as the existing 2001 Scheme, but some changes have been made to reflect changes in the law and current practice. The Plan is designed to incentivise employees and align their interests with those of shareholders. The Plan will be operated within the limits set by HMRC and as recommended by the Investment Committee of the Association of British Insurers (ABI).

The proposed resolution also gives directors the authority to set up further plans in the future for the benefit of employees outside of the UK, if it is deemed appropriate to do so. Any such plans would provide overseas employees with benefits and limitations comparable to those of their UK colleagues.

A summary of the proposed Plan rules can be found in Appendix 2 on pages 10 and 11.

Resolution 17: Authority to allot ordinary shares

It is standard practice for listed companies to renew the directors' authority to allot shares at each annual general meeting. Paragraph (a) of resolution 17 will allow the directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to a nominal value of £38,995,157 (consisting of 155,980,628 ordinary shares), representing one-third of the Company's ordinary share capital in issue (excluding treasury shares) as at 6 June 2011. As at this date, the Company held 175,328 ordinary shares in treasury, representing 0.04% of the issued share capital excluding treasury shares.

In line with guidance issued by the ABI, it is also proposed under paragraph (b) of resolution 17 to authorise the directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares only in the case of a rights issue up to a further nominal value of £38,995,157, which represents an additional one-third of the Company's ordinary share capital in issue (excluding treasury shares) as at 6 June 2011.

If the resolution is passed, the authority will remain in force until the next annual general meeting or 30 September 2012, whichever is the earlier. The directors intend to exercise this authority in connection with the Company's employee share schemes. The directors believe that the authorities in this resolution should be obtained to give flexibility for business opportunities as they arise. If the authority given by paragraph (b) of resolution 17 is used, the directors intend to follow best practice in respect of its use, including all directors standing for re-election at the next annual general meeting as recommended by the ABI.

Resolution 18: Disapplication of pre-emption rights

As in previous years, it is proposed to authorise the directors to allot shares for cash without first offering them to existing shareholders in proportion to their existing holdings.

The purpose of paragraph (a) of resolution 18 is to authorise directors to allot new shares pursuant to the authority given by paragraph (a) of resolution 17, 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 £5,849,273 (consisting of 23,397,092 ordinary shares) which is 5% of the ordinary share capital in issue on 6 June 2011, in each case without the need first to offer such shares to existing shareholders in proportion to their existing holdings. This authority will remain in force until the next annual general meeting or 30 September 2012, whichever is the earlier.

The purpose of paragraph (b) of resolution 18 is to authorise the directors to allot new shares pursuant to the authority given by paragraph (b) of resolution 17, or sell treasury shares, for cash in connection with a rights issue without the shares first being offered to existing shareholders in proportion to their existing holdings. This is in line with corporate governance guidelines.

The Board considers the authority in resolution 18 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 19: Company's authority to purchase its own shares

As in previous years, shareholders will be asked to renew the Company's authority to purchase up to 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 needs of the Company (including the need to hold shares in treasury to satisfy releases of vested awards made under the Company's share incentive schemes), 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.

Pursuant to the Act, the Company can hold the shares which have been repurchased itself as treasury shares and either resell them for cash, cancel them, either immediately or at a point in the future, or use them 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 6 June 2011 (the latest practicable date prior to the posting of this document) is 7,734,999, which represents approximately 1.65% 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 1.84% of the issued share capital (excluding shares held in treasury) as at 6 June 2011.

Resolution 20: Notice period for general meetings

The Companies (Shareholders' Rights) Regulations 2009 (the Shareholders' Rights Regulations) increased the notice period required for general meetings of the Company to 21 days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days (annual general meetings will continue to be held with at least 21 clear days' notice).

Before the Shareholders' Rights Regulations came into force in 2009, the Company was able to call general meetings other than an annual general meeting on 14 clear days' notice without obtaining such shareholder approval. At the annual general meetings of the Company held in 2009 and 2010 shareholders approved the calling of meetings other than the annual general meeting on 14 clear days' notice, effective until the next annual general meeting. In order to preserve this ability, resolution 20 seeks such approval. The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed. The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

The Company will also need to meet the requirements for electronic voting under the Shareholders' Rights Directive before it can call a general meeting on 14 clear days' notice.

Appendix 1: Biographies of directors standing for re-election

Sir Peter Gershon, Chairman

Became Chairman in July 2009 after joining the Board in February 2009. Formerly Chief Executive of the Office of Government Commerce, Managing Director of Marconi Electronic Systems and a member of the GEC plc board. Currently Chairman of Premier Farnell PLC, GHG Limited (General Healthcare Group) and Vertex Data Science Limited; and a member of the UK Government's Efficiency Board, and the Advisory Board of the UK Defence Academy.

Javed Ahmed, Chief Executive

Joined the Group as Chief Executive in October 2009 from Reckitt Benckiser plc. Started his career with Procter & Gamble and then spent five years with Bain & Co. Joined Benckiser (later Reckitt Benckiser plc) in 1992. Subsequently held a number of senior positions, both in the UK and internationally, including Senior Vice President, Northern Europe; President, North America; Executive Vice President, North America, Australia and New Zealand; and Executive Vice President, Europe.

Tim Lodge, Chief Financial Officer

Joined the Group in 1988 and joined the Board in December 2008 as Group Finance Director. Has held a number of senior operational and financial roles, 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 a Fellow of the Chartered Institute of Management Accountants. In June 2010 his title was changed to Chief Financial Officer.

Liz Airey, Non-executive director

Joined the Board in January 2007. Formerly Finance Director of Monument Oil and Gas plc. Currently Chairman of the JP Morgan European Smaller Companies Trust PLC and the Unilever UK Pension Fund; Senior Independent Director of Jupiter Fund Management plc; and a non-executive director of Dunedin Enterprise Investment Trust PLC.

William Camp, Non-executive director

Joined the Board in May 2010. Worked for 22 years for Archer Daniels Midland Company, before retiring in 2007, and held a variety of management positions including Executive Vice President, Asia Strategy; Executive Vice President, Processing; and Senior Vice President, Global Oil Seeds, Cocoa and Wheat Milling. Based in the USA and currently serves on the boards of Chiquita Brands International Inc, Grain Storage Inc and Oasis Foods Company.

Evert Henkes, Non-executive director

Joined the Board in December 2003. Worked for Shell for 30 years, before retiring in 2003 and held a number of senior management positions in Europe and Asia Pacific culminating in Chief Executive of Shell Chemicals in 1998. Currently a non-executive director of Outokumpu OYJ, Air Products and Chemicals Inc, and SembCorp Industries Ltd.

Douglas Hurt, Non-executive director

Joined the Board in March 2010. A Chartered Accountant, he is currently Finance Director of IMI plc. Before joining IMI plc in 2006, he held a number of financial and operational roles, including US and European senior management positions, at GlaxoSmithKline.

Robert Walker, Senior Independent Director

Joined the Board in January 2006. He spent over 30 years with Procter & Gamble, McKinsey and finally, PepsiCo, where he was responsible for the company's beverage operations in Europe, Middle East and Africa. He is currently Chairman of Travis Perkins PLC and Americana International Holdings Limited; he has also served on a number of FTSE 100/250 boards, including WH Smith (Chairman), Wolseley, Severn Trent, BAA, Signet and Thomson Travel.

Dr Barry Zoumas, Non-executive director

Joined the Board in May 2005. Worked for Hershey Foods Corporation for 27 years before retiring in 1997 and held a number of positions, culminating as Corporate Vice President of Science and Technology. Based in the USA and currently the Alan R. Warehime Professor of Agribusiness and Professor of Food Science and Nutrition at Penn State University, USA and also Global Chairman of the International Life Sciences Institute.

Appendix 2: Summary of the proposed Tate & Lyle Sharesave Plan 2011

The Tate & Lyle Sharesave Plan 2011 (the Plan) has been introduced to replace the Tate & Lyle 2001 Sharesave Scheme, which will reach the end of its operative life span on 2 August 2011. The principal terms of the Plan are outlined below.

Invitations

When the Plan is operated, invitations must be sent to any employee or full-time director that satisfies the following conditions. The conditions are that:

- he or she is employed by the Company or any participating subsidiary of the Company;
- he or she has relevant earnings (as required by the tax legislation); and
- he or she has been continuously employed by the Company or a participating subsidiary of the Company for a minimum period, if any (which may be up to five years).

In addition the directors may send invitations to any other employee (including executive directors) of the Company or any participating subsidiary of the Company who does not meet those criteria.

Invitations will normally be made within 42 days of an announcement of results and may be made in other exceptional circumstances. Options will not be pensionable.

Savings contract

The principle of the Plan is that an employee is granted an option to acquire Company shares at a fixed option price (see below). The employee must enter into a savings contract and save at least £5 but not more than £250 per month (or such other sum as may be allowed by legislation). Shares can only be bought with the amount saved plus any bonus paid under the savings contract.

Option price

The option price must not be less than 80% of the market value of the shares on the business day before the date of invitation or the average market value over the five preceding business days.

Plan limits

In any ten-year period, not more than 10% of the issued ordinary share capital of the Company may be issued or be issuable under the Plan and all other employee share plans operated by the Company. This limit does not include options which have lapsed.

Exercise of options

Options are normally exercisable within six months after the third or fifth anniversary of the start of the savings contract. Options may however, be exercised early in certain circumstances. These include, for example, an employee leaving because of injury, disability, retirement, death or redundancy. On cessation of employment for other reasons, options will normally lapse.

Change of control, merger or other reorganisation

Options may generally be exercised early on a takeover, scheme of arrangement, merger or other reorganisation. Alternatively, optionholders may be allowed or required to exchange their options over shares in Tate & Lyle PLC for options over shares in the acquiring company.

Issue of shares

Any shares issued on the exercise of options will rank equally with shares of the same class in issue on the date of allotment except in respect of rights arising by reference to a prior record date.

Variation in share capital

Options may be adjusted following any variation in the share capital of the Company.

Overseas employees

The Plan may be extended to overseas employees on terms appropriate to the jurisdiction in which they work. These options will not be approved by HMRC but may require approval by local regulatory authorities.

Amendments to the Plan

Amendments to the Plan are subject to the prior approval of HMRC.

The directors may amend the Plan as they consider appropriate. However, shareholder approval will be required to amend certain provisions to the advantage of optionholders. These provisions relate to: eligibility; individual and plan limits; option price; rights attaching to options and shares; adjustment of options on variation in the Company's share capital; and the amendment powers.

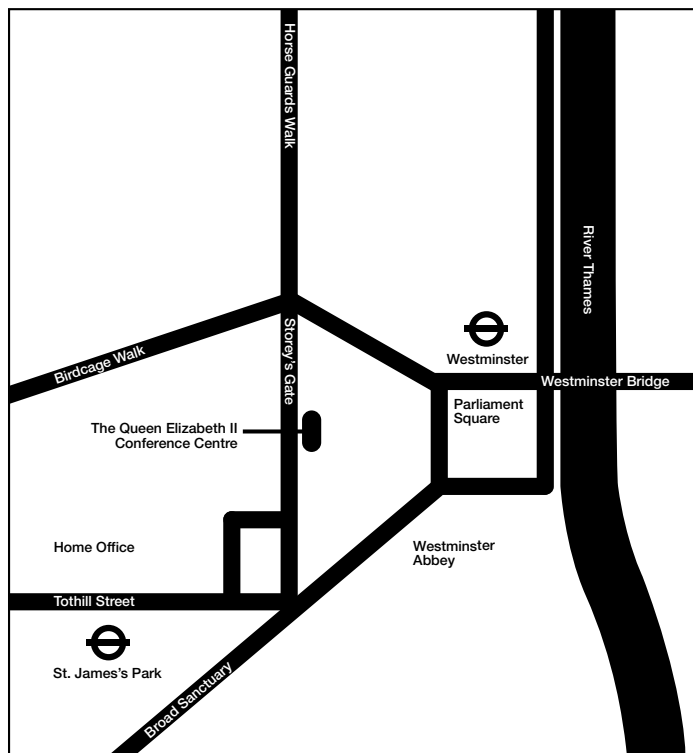
The directors can make, without shareholder approval, amendments to the Plan to obtain or maintain HMRC approval. They can also make certain minor amendments without shareholder approval.

The directors may also, without shareholder approval, establish further plans based on the Plan, but modified to take account of overseas securities laws, exchange controls or tax legislation. Shares made available under such further plans will be treated as counting against any limits on participation in the Plan.

Directions to the Annual General Meeting

Thursday 28 July 2011 at 11.00 am

Queen Elizabeth II Conference Centre
Broad Sanctuary
Westminster
London
SW1P 3EE



By underground

The nearest tube stations are St James's Park (0.1 miles), Westminster (0.1 miles) and Victoria (0.7 miles).

By bicycle

To plan the best route to get to the AGM please use the journey planner on the Transport for London website www.tfl.gov.uk.

By car

There is no car parking available at the centre, however there are four public NCP car parks nearby. The centre is located within the congestion charging zone.

Buses

Buses 11, 24, 53, 77a and 88 stop at Parliament Square.

By train

The nearest train stations are Charing Cross (0.7 miles), Victoria (0.7 miles) and Waterloo (1 mile).