

Notice of Annual General Meeting 2017

Thursday 27 July 2017 at 11.00am

The QEII Centre, Broad Sanctuary,
Westminster, London SW1P 3EE

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 advisor 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.



TATE & LYLE

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Agenda

- 1 To receive and consider the Annual Report;
- 2 To approve the Directors' Remuneration Policy;
- 3 To approve the Directors' Remuneration Report;
- 4 To declare a final dividend of 19.8 pence per ordinary share of the Company;
- 5 To elect Dr Gerry Murphy as a director;
- 6 To re-elect Javed Ahmed as a director;
- 7 To re-elect Nick Hampton as a director;
- 8 To re-elect Paul Forman as a director;
- 9 To re-elect Lars Frederiksen as a director;
- 10 To re-elect Douglas Hurt as a director;
- 11 To elect Jeanne Johns as a director;
- 12 To re-elect Anne Minto as a director;
- 13 To re-elect Dr Ajai Puri as a director;
- 14 To re-elect Sybella Stanley as a director;
- 15 To re-appoint PricewaterhouseCoopers LLP as auditors;
- 16 To authorise the Audit Committee (for and on behalf of the Board) to determine the amount of the auditors' remuneration;
- 17 To renew the authority to make political donations;
- 18 To renew the authority to allot ordinary shares;
- 19 To renew the authority for disapplication of pre-emption rights;
- 20 To seek additional authority for disapplication of pre-emption rights for an acquisition or specified capital investment;
- 21 To renew the authority for purchase of own shares; and
- 22 To renew the authority in respect of notices of general meetings.

Beware of share fraud

Shareholders should be very wary of any unsolicited calls or correspondence offering to buy or sell shares at a discounted price or offering a range of financial propositions. Tate & Lyle would like to remind its shareholders to remain vigilant at all times. If you are concerned that you may have been targeted by fraudsters please report it to the Financial Conduct Authority by visiting www.scamsmart.fca.org.uk or contact their Helpline on 0800 111 6768. To find out more information on how you can protect yourself, please visit www.tateandlyle.com/UnsolicitedContact.

TATE & LYLE

Tate & Lyle PLC
1 Kingsway
London
WC2B 6AT
United Kingdom

www.tateandlyle.com

7 June 2017

Dear shareholder

I enclose your Notice of Annual General Meeting (AGM). The AGM will be held on Thursday 27 July 2017 at 11.00am at The QEII Centre, Broad Sanctuary, Westminster, London SW1P 3EE. You can register from 10.00am and the AGM will start promptly at 11.00am.

The Notice of AGM and explanation of the resolutions on which you will be asked to vote can be found on pages 2 to 5.

Annual Report 2017

If you have not asked to be sent a copy of the Annual Report 2017 by post, you can find it on our website, www.tateandlyle.com/annualreport2017.

If you would like to receive a printed copy of the Annual Report 2017, please contact our registrars, Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.

Lodging your vote

All your votes are important to us and I urge you to vote on the resolutions to be proposed at the AGM. 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 11.00am on Tuesday 25 July 2017. The appointment of a proxy will not prevent you from attending and voting at the AGM.

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. 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 at the AGM on the business of the AGM.

Voting at the AGM

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 AGM 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 AGM has been appointed as proxy. Poll cards will be collected at the end of the AGM. Once the results have been verified by our registrars, 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 AGM are in the best interests of Tate & Lyle PLC 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

Gerry Murphy
Chairman

Notice of Annual General Meeting 2017 and explanatory notes

For ease of reference the formal resolutions are in bold black text.

Notice is hereby given that the one hundred and fourteenth Annual General Meeting (AGM) of Tate & Lyle PLC (the Company) will be held at The QEII Centre, Broad Sanctuary, Westminster, London SW1P 3EE on Thursday 27 July 2017 at 11.00am. Shareholders will be asked to consider and, if thought fit, pass the following resolutions.

Resolutions 1 to 18 will be proposed as ordinary resolutions and resolutions 19 to 22 will be proposed as special resolutions.

For each ordinary resolution to be passed, more than 50% of the votes cast must support these resolutions. For each special resolution to be passed, at least 75% of the votes cast must support these resolutions.

1. To receive the Reports and Accounts of the Directors and the report of the auditors for the year ended 31 March 2017.

The Directors are legally required to present their reports and audited accounts for the year ended 31 March 2017 to shareholders. A copy of the Annual Report 2017 is available on the Company's website, www.tateandlyle.com, and copies will also be available at the AGM.

2. To approve the Directors' Remuneration Policy as set out on pages 78 to 85 of the Annual Report 2017.

The Company's Remuneration Policy was approved by shareholders at the annual general meeting 2014 and remains unchanged. This is a binding vote and, if approved by the shareholders, the Directors' Remuneration Policy will continue to apply for three years without further shareholder approval or until amended or replaced by a new remuneration policy.

3. To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) for the year ended 31 March 2017 as set out on pages 74 to 77 and 86 to 97 of the Annual Report 2017.

In accordance with the Companies Act 2006 (the Act), all listed companies must give shareholders the opportunity to cast an advisory vote on the statement by the chairman of the Remuneration Committee and the Annual Report on Remuneration as set out on pages 74 to 77 and 86 to 97 of the Annual Report 2017 respectively.

4. To declare a final dividend on the ordinary shares of the Company.

You will be asked to approve a final dividend of 19.8p per ordinary share for the year ended 31 March 2017. If approved, the dividend will be paid on 1 August 2017 to shareholders on the Register of Members at the close of business on 30 June 2017.

5. To elect Dr Gerry Murphy as a director of the Company.

6. To re-elect Javed Ahmed as a director of the Company.

7. To re-elect Nick Hampton as a director of the Company.

8. To re-elect Paul Forman as a director of the Company.

9. To re-elect Lars Frederiksen as a director of the Company.

10. To re-elect Douglas Hurt as a director of the Company.

11. To elect Jeanne Johns as a director of the Company.

12. To re-elect Anne Minto as a director of the Company.

13. To re-elect Dr Ajai Puri as a director of the Company.

14. To re-elect Sybella Stanley as a director of the Company.

In accordance with the UK Corporate Governance Code, all Directors, except Liz Airey, will be submitting themselves for election/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 2017. 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 PLC. As set out on page 60 of the Annual Report 2017, 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 on page 8. Liz Airey will be stepping down as a Director from the conclusion of the AGM.

15. To re-appoint PricewaterhouseCoopers LLP as auditors to hold office until the conclusion of the next general meeting at which reports and audited accounts are laid before the Company.

The Company is required to re-appoint the auditors at each general meeting at which accounts are laid. The Audit Committee is responsible for overseeing the Company's relationship with the auditors, PricewaterhouseCoopers LLP (PwC). The Audit Committee Report on pages 66 to 69 of the Annual Report 2017 sets out: details of the policy to safeguard the auditors' objectivity and independence; how the Committee reviewed the effectiveness of the auditors and the audit process; and an update of the tender process for the provision of audit services. The Board, on the recommendation of the Audit Committee, is proposing that PwC be re-appointed as the Company's auditors.

16. To authorise the Audit Committee (for and on behalf of the Board of Directors) to set the remuneration of the auditors.

At each annual general meeting, shareholders are asked to authorise the directors to set the auditors' remuneration. The Board has delegated responsibility for the negotiation and approval of the remuneration and terms of engagement of the auditors to the Audit Committee, in accordance with the Competition and Markets Authority Audit Order 2014.

17. That the Company and those companies which are subsidiaries of the Company at any time during the period for which this resolution has effect be authorised for the purposes of Part 14 of the Act during the period from the date of the passing of this resolution to the earlier of the conclusion of the Company's annual general meeting in 2018 or 30 September 2018:

(a) to make political donations to political parties, and/or independent election candidates, and/or to political organisations other than political parties not exceeding £100,000 in total; and

(b) to incur political expenditure not exceeding (when aggregated with any donations made under the authority granted in paragraph (a) above) £100,000 in total.

All existing authorisations and approvals relating to political donations or expenditure under Part 14 of 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.

Words and expressions defined for the purpose of the Act shall have the same meaning in this resolution.

This resolution asks shareholders to renew the authority given at the annual general meeting 2016 to enable the Company

and its subsidiaries 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. Examples of such activities include sponsorship of bodies concerned with policy review, law reform and the representation of the business community (such as industry forums), involvement in seminars and functions to which politicians are invited and the making of provisions for employees to take time off to campaign for and hold public office. Consequently, the Board, in common with many other companies, on a precautionary basis and to avoid inadvertent infringement of 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 2018, whichever is the earlier.

18. That the Directors be and are 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 in the Company or grant rights to subscribe for or to convert any security into shares in the Company:

(a) up to an aggregate nominal amount of £38,336,574;
(b) comprising equity securities (as defined in Section 560(1) of the Act) up to a further nominal amount of £38,336,574 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 2018 or on 30 September 2018, whichever is the earlier, but, in each case, so that the Company may, before such expiry, make offers and enter into agreements 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 given by this resolution has expired.

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 instrument) 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.

The purpose of Resolution 18 is to renew the Directors' power to allot shares.

The authority in paragraph (a) 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 £38,336,574, which is equivalent to approximately 33% of the total issued ordinary share capital of the Company, exclusive of treasury shares, as at 6 June 2017.

The authority in paragraph (b) will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares only in connection with a rights issue up

to a further nominal value of £38,336,574, which is equivalent to approximately 33% of the total issued ordinary share capital of the Company, exclusive of treasury shares, as at 6 June 2017. This is in line with the Investment Association's Share Capital Management Guidelines issued in July 2016.

At 6 June 2017, the Company held 3,572,479 treasury shares which represents 0.77% of the total number of Ordinary Shares in issue, excluding treasury shares at that date.

There are no present plans to undertake a rights issue or to allot new shares other than in connection with the Company's employee share and incentive plans. The Directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place to finance business opportunities as they arise.

If the resolution is passed the authority will expire on the earlier of 30 September 2018 and the conclusion of the annual general meeting in 2018.

19. That, subject to the passing of Resolution 18 above, the Directors be authorised 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 18 above or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) 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 £5,808,571; and
- (b) pursuant to the authority given by paragraph (b) of Resolution 18 above in connection with a pre-emptive rights issue,
as if Section 561(1) of the Act did not apply to any such allotment;
such authority to expire at the conclusion of the next annual general meeting of the Company or at the close of business on 30 September 2018, whichever is the earlier but so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require equity securities to be allotted and treasury shares to be sold after the authority given by this resolution has expired and the Directors may allot equity securities and sell treasury shares under any such offer or agreement as if the authority had not expired.

For the purposes of this Resolution:

- (I) "rights issue" has the same meaning as in Resolution 18 above;
- (II) "pre-emptive offer" means an offer of equity securities open for acceptance for a period fixed by the Directors to (i) 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 (ii) 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;
- (III) references to an allotment of equity securities shall include a sale of treasury shares; and
- (IV) 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.

Notice of Annual General Meeting 2017 and explanatory notes continued

- 20. That, subject to the passing of Resolution 18 above and in addition to any authority granted under Resolution 19 above, the Directors be authorised to allot equity securities (as defined in Section 560(1) of the Act) wholly for cash pursuant to the authority given by Resolution 18 above or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the Act as if Section 561(1) of the Act did not apply to any such allotment, such authority to be:**
- (a) limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £5,808,571; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,
- such authority to expire at the conclusion of the next annual general meeting of the Company or at the close of business on 30 September 2018, whichever is the earlier, but so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require equity securities to be allotted and treasury shares to be sold after the authority given by this resolution has expired and the Directors may allot equity securities and sell treasury shares under any such offer or agreement as if the authority had not expired.**

If the Directors wish to allot new shares and other equity securities, or sell treasury shares, for cash (other than in connection with an employee share scheme), company law requires that these shares are offered first to shareholders in proportion to their existing holdings (known as pre-emption rights).

Limbs (a)(i) and (b) of Resolution 19 seek shareholder approval to allot a limited number of ordinary shares or other equity securities, or sell treasury shares, for cash on a pre-emptive basis but subject to such exclusions or arrangements as the Directors may deem appropriate to deal with certain legal, regulatory or practical difficulties. For example, in a pre-emptive rights issue, there may be difficulties in relation to fractional entitlements or the issue of new shares to certain shareholders, particularly those resident in certain overseas jurisdictions. The Board has no current intention of exercising the authority under part (a) of Resolution 19 but considers the authority to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a pre-emptive offer or pre-emptive rights issue having made appropriate exclusions or arrangements to address such difficulties.

In addition, there may be circumstances when the Directors consider it in the best interests of the Company to allot a limited number of ordinary shares or other equity securities, or sell treasury shares for cash on a non pre-emptive basis. The Pre-Emption Group's Statement of Principles, as updated in March 2015, supports the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities and sales of treasury shares for cash representing no more than 5% of issued ordinary share capital (exclusive of treasury shares), without restriction as to the use of proceeds of those allotments.

Accordingly, the purpose of limb (a)(ii) of Resolution 19 is to authorise the Directors to allot new shares and other equity securities pursuant to the allotment authority given by Resolution 18, or sell treasury shares, for cash up to a nominal value of £5,808,571, equivalent to 5% of the total issued ordinary share capital of the Company excluding treasury shares and 4.96% of the total issued ordinary share capital of the Company including treasury shares, as at 6 June 2017, without the shares first being offered to existing shareholders in proportion to their existing holdings.

The Pre-Emption Group's Statement of Principles also supports the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities and sales of treasury shares for cash representing no more than an additional 5% of issued ordinary share capital (exclusive of treasury shares), to be used only in connection with an acquisition or specified capital investment. The Pre-Emption Group's Statement of Principles defines 'specified capital investment' as meaning one or more specific capital investment related uses for the proceeds of an issue of equity securities, in respect of which sufficient information regarding the effect of the transaction on the Company, the assets the subject of the transaction and (where appropriate) the profits attributable to them is made available to shareholders to enable them to reach an assessment of the potential return.

Accordingly, and in line with the template resolutions published by the Pre-Emption Group in May 2016, the purpose of Resolution 20 is to authorise the Directors to allot new shares and other equity securities pursuant to the allotment authority given by Resolution 18, or sell treasury shares, for cash up to a further nominal amount of £5,808,571, equivalent to 5% of the total issued ordinary share capital of the Company as at 6 June 2017, exclusive of treasury shares and 4.96 per cent of the total issued ordinary share capital of the Company including treasury shares, only in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue. If the authority given in Resolution 20 is used, the Company will publish details of the placing in its next annual report.

The Board intends to adhere to the provisions in the Pre-emption Group's Statement of Principles and not to allot shares or other equity securities or sell treasury shares for cash on a non pre-emptive basis pursuant to the authority in Resolution 19 in excess of an amount equal to 7.5% of the total issued ordinary share capital of the Company, excluding treasury shares, within a rolling three-year period, other than:

- (i) with prior consultation with shareholders; or
- (ii) in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

The Board has no current intention of exercising the authorities in Resolutions 19 and 20 but considers them 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.

If Resolutions 19 and 20 are passed the authorities will expire on the earlier of 30 September 2018 and the conclusion of the annual general meeting in 2018.

- 21. 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 46,468,572;**
 - (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% of the average of the closing price 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 Commission-adopted Regulatory Technical Standards pursuant to article 5(6) of the Market Abuse Regulation; and**
 - (d) this authority shall expire at the conclusion of the annual general meeting in 2018 or on 30 September 2018, whichever is earlier (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.**

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 awards made under the Company's share incentive plans), its opportunities for expansion and its overall financial position. Consistent with statements issued by the Investment Association (and previously the Association of British Insurers) in this regard, the Directors would exercise the authority to purchase ordinary shares only if they considered the effect would be an increase in earnings per share and would be in the best interests of shareholders.

Pursuant to the Act, the Company may either cancel shares which have been repurchased or hold them 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 share incentive plans. No dividends will be paid on, and no voting rights will be exercised in respect of, treasury shares.

During the period from 21 July 2016 to 6 June 2017, 2,000,000 shares were purchased into treasury to satisfy awards made under the Company's share incentive plans.

The total number of ordinary shares which may be issued on the exercise of outstanding options as at 6 June 2017 (the latest practicable date prior to the posting of this document) is 8,864,864, which represents approximately 1.91% 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 2.12% of the issued share capital (excluding shares held in treasury) as at 6 June 2017.

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

Under the Act, the notice period required for all general meetings of the Company is 21 days. Annual general meetings will always be held on at least 21 clear days' notice but shareholders can approve a shorter notice period for other general meetings, as long as this is not less than 14 clear days. In order to maintain flexibility for the Company, Resolution 22 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 Company will also need to meet the requirements for electronic voting under the Act before it can call a general meeting on 14 clear days' notice.

By order of the Board

**Claire-Marie O'Grady
Company Secretary**

7 June 2017

Registered Office:
1 Kingsway
London WC2B 6AT

Registered in England
Company number 76535

Notes to Notice of Annual General Meeting

Attending and voting

1. Shareholders of the Company will have the right to attend, speak and, subject to the Articles, vote at the AGM.
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 6.30pm on Tuesday 25 July 2017 (or in the case of an adjournment, 6.30pm 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 shareholder attending the AGM has the right to ask questions. The Chairman will ensure that any question relating to the business being dealt with at the AGM receives a response, but in accordance with Section 319A of the Act, no response need be given if:
 - (a) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information;
 - (b) the answer has already been given on the Company's website in the form of an answer to a question; or
 - (c) the Chairman determines that it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.

The Chairman may determine the order in which questions raised by shareholders are taken, having due regard for shareholders present at the AGM.

Appointment of proxies

4. Any shareholder 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 shareholder 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 shareholder. A proxy need not be a shareholder 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. 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 11.00am on Tuesday 25 July 2017. 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 11.00am on Tuesday 25 July 2017. 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.
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.

Information on website

11. A copy of this Notice of AGM 2017 and other information required by Section 311A of the Act can be found on the Company's website, www.tateandlyle.com.

Electronic communication

12. You may not use any electronic address provided either in this Notice of AGM 2017 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.

Shareholders' 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 or 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 Depository 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 Depositary, The Bank of New York Mellon, as indicated, as soon as possible and no later than 5.00pm Eastern Standard Time on 19 July 2017. Should you have any additional queries, the US Depositary can be contacted at +1 888 269 2377 (for calls within the USA only) or +1 201 680 6825 (for calls from outside the USA).

Issued share capital

18. As at 6 June 2017, being the last practicable date prior to the publication of this Notice of AGM, the total number of issued ordinary shares was 468,258,228. The Company held 3,572,479 shares in treasury and therefore the total number of voting rights was 464,685,749. On a vote by show of hands, every shareholder who is present has one vote and every proxy present who has been duly appointed by a shareholder entitled to vote has one vote. On a poll, every shareholder who is present in person or by proxy has one vote for every share of which he or she is the holder.

Display documents

19. The following documents, which are available for inspection at the registered office of the Company during normal business hours on any weekday (Saturday, Sunday and UK public holidays excluded), will also be available for inspection at The QEII Centre, Broad Sanctuary, Westminster, London SW1P 3EE from 10.45am on the day of the AGM until the close of the AGM:
- (a) copies of service contracts between the executive directors and the Company; and
 - (b) copies of letters of appointment of the non-executive directors.

Directors' biographies

Dr Gerry Murphy, Chairman. Aged 61.

Joined the Board as an independent non-executive director and Chairman-designate on 1 January 2017. Appointed Chairman on 1 April 2017. Dr Gerry Murphy is the Chairman of The Blackstone Group's principal European entity, having joined the firm in 2008 as a Senior Managing Director in its Private Equity group. He is also Chairman of Invest Europe (until 20 June 2017), the Brussels-based industry association representing Europe's private equity, venture capital and infrastructure firms and their investors. Dr Murphy's early career was in the food and drinks sector, primarily with Grand Metropolitan plc (now Diageo plc) and Greencore Group plc, where he was CEO, before becoming CEO of Exel plc, Carlton Communications plc and most recently Kingfisher plc (2003 to 2008). He is a non-executive director of Intertrust N.V. and has previously served on the boards of British American Tobacco plc, Merlin Entertainments plc, Reckitt Benckiser plc, Abbey National plc and Novar plc.

Chairman of the Nominations Committee and member of the Corporate Responsibility Committee.

Javed Ahmed, Chief Executive. Aged 57.

Joined the Board as Chief Executive in October 2009. Javed has extensive international experience from a wide variety of senior management roles. He started his career with Procter & Gamble and then spent five years with Bain & Co. before joining Benckiser (later Reckitt Benckiser plc) in 1992, where he gained significant experience of international consumer goods markets and held positions including Senior Vice President, Northern Europe; President, North America; Executive Vice President, North America, Australia and New Zealand; and Executive Vice President, Europe.

Member of the Nominations Committee.

Nick Hampton, Chief Financial Officer. Aged 50.

Joined the Board in September 2014 as Chief Financial Officer. Prior to joining Tate & Lyle, Nick held a number of senior roles over his twenty-year career at PepsiCo, most recently as Senior Vice President and Chief Financial Officer, Europe in 2008, a position he held until 2013 when he was appointed PepsiCo's President West Europe Region and Senior Vice President Commercial, Europe. Currently non-executive director and chairman of the Audit Committee of Great Portland Estates plc.

Paul Forman, non-executive director. Aged 52.

Joined the Board in January 2015. Paul is Group Chief Executive of Essentra plc, a leading international supplier of specialist plastic, fibre and foam products. Prior to joining Essentra, he was the Chief Executive of Coats Group plc between 2009 and 2016, the leading global industrial thread and consumer textiles crafts business, Group Chief Executive of Low & Bonar PLC, a global performance materials group, and was previously Managing Director at Unipart International, a leading European automotive aftermarket supplier. Paul also served as a non-executive director at Brammer PLC from 2006 to 2010.

Member of the Audit, Nominations and Remuneration Committees.

Lars Frederiksen, non-executive director. Aged 58.

Joined the Board in April 2016. Lars was CEO of Chr. Hansen Holding A/S from 2005 until his retirement in March 2013, leading a transformation of the business and a successful listing on the Copenhagen stock exchange during that period. Prior to his appointment as CEO, Lars held various management positions at Chr. Hansen, including Executive Vice President, International Operations; Executive Vice President, Bio Ingredients Division; and Executive Vice President, Dairy Ingredients Division. He has a portfolio of directorships, including serving as Chairman of Matas A/S, non-executive director of Falck A/S, Chairman of the Danish Committee for Good Corporate Governance and Chairman of the Hedorf Foundation.

Member of the Corporate Responsibility, Nominations and Remuneration Committees.

Douglas Hurt, Senior Independent Director. Aged 60.

Joined the Board in March 2010 and was appointed Senior Independent Director on 1 January 2017. Douglas is a Chartered Accountant. He held a number of financial and operational roles, including US and European senior management positions at GlaxoSmithKline plc before joining IMI plc and serving as Finance Director from 2006 until February 2015. Currently senior independent director and chairman of the Audit Committee of Vesuvius plc and a non-executive director of BSI Group.

Chairman of the Audit Committee and member of the Corporate Responsibility and Nominations Committees.

Jeanne Johns, non-executive director. Aged 54.

Joined the Board on 26 October 2016. Jeanne is based in the US and is a non-executive director of Parsons Corporation, a US engineering, construction, technical, and management services organisation. Jeanne worked for 30 years for BP before retiring in 2015, most recently serving as the Head of Safety and Operational Risk for BP's global downstream business from 2011 to 2015 where she was responsible for overhauling the safety and operational risk organisation. Prior to this role, Jeanne held numerous leadership roles in Europe, the US and China, managing multinational businesses and global strategic business development.

Chairman of the Corporate Responsibility Committee and member of the Nominations and Remuneration Committees.

Anne Minto OBE, non-executive director. Aged 64.

Joined the Board in December 2012. Anne was Group Director of Human Resources at Centrica plc from 2002 until her retirement in 2011. She previously held senior management roles at Shell UK and Smiths Group plc and was Deputy Director-General of the Engineering Employers' Federation. Currently a non-executive director and Chairman of the Remuneration Committees of Shire PLC and ExlService Holdings, Inc., Vice Chairman of the University of Aberdeen Development Trust and a non-executive director of the Court of the University of Aberdeen.

Chairman of the Remuneration Committee and member of the Audit and Nominations Committees.

Dr Ajai Puri, non-executive director. Aged 63.

Joined the Board in April 2012. Ajai has a PhD in Food Science from the University of Maryland, USA and an MBA from Rollins College, Florida, USA. He was President – Research, Development and Product Integrity and a member of the Executive Board of Koninklijke Numico N.V. from 2003 to 2007. Prior to this, Ajai held various management positions with The Coca-Cola Company, culminating in Senior Vice President Technical, The Minute Maid Company. Currently a non-executive director of Britannia Industries Limited and a non-executive director of Firmenich SA.

Chairman of the Research Advisory Group and member of the Corporate Responsibility, Nominations and Remuneration Committees.

Sybella Stanley, non-executive director. Aged 55.

Joined the Board in April 2016. Sybella is Director of Corporate Finance at RELX Group plc where she is responsible for global mergers and acquisitions. Sybella originally qualified as a barrister and before joining RELX Group in 1997, she was a member of the M&A advisory teams at Citigroup and later Barings. Sybella is a non-executive director of The Merchants Trust PLC; a member of the Department of Business, Energy and Industrial Strategy's Industrial Development Advisory Board; and a member of the Somerville College Oxford Development Board.

Member of the Audit and Nominations Committees.

Further information on the Directors is set out on pages 52 to 55 of the Annual Report 2017.

Explanatory notes relating to the completion of the proxy form

Appointment of proxy

If you wish to appoint a person other than the Chairman, please strike out 'the Chairman of the Meeting' and insert the name of your chosen proxy holder in the space provided.

The completion and return of the proxy form will not preclude a shareholder from attending the AGM and voting in person.

Rights of proxy

A properly appointed proxy may attend the AGM, and may speak and vote on a poll or on a show of hands. A proxy need not also be a shareholder. In the absence of instructions in respect of any resolution, your proxy may vote, or abstain from voting, as he or she chooses, on any business which may properly come before the AGM.

Partial voting

If the proxy is being appointed in relation to part of your holding only, enter the number of shares over which they are authorised to act as your proxy next to the proxy's name. If you do not specify the number of shares, they will be authorised in respect of your full voting entitlement.

Appointment of more than one proxy

To appoint more than one proxy, additional proxy forms may be obtained by contacting our registrars, Equiniti, on 0371 384 2063* (for UK calls) or +44 (0)121 415 0235* (for calls from outside the UK), or you may photocopy the proxy form. Please indicate next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by putting an 'X' in the box provided if the proxy instruction is one of multiple instructions being given. All proxy forms must be signed and should be returned together in the same envelope. For CREST members, you may appoint more than one proxy via the CREST electronic proxy appointment service.

Validity

To be valid, the proxy form and the power of attorney or other authority (if any) under which it is signed and dated must be received by Equiniti no later than 11.00am on Tuesday 25 July 2017.

If the shareholder is a corporation, the proxy form must be executed under seal or signed by a duly authorised officer or attorney. Any alteration to the proxy form should be initialled by the person who signed it.

If you wish to use an envelope, please address it to Freepost RTHJ-CLLL-KBU, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 8LU. No stamp is needed if it is posted in the UK. If the proxy form is posted outside the UK, you should return it in an envelope using the address on the back of the proxy form. You will need to pay postage.

Joint shareholders

For joint holders, the signature of any one of them will suffice. The vote of the senior joint holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members.

Preference shareholders

Preference shareholders are not entitled to vote on resolutions 2 to 14 inclusive.

Shareholder information

Shareholding enquiries

General enquiries

Information on how to manage your shareholdings can be found at www.shareview.co.uk. The website also provides answers to commonly asked shareholder questions and has links to downloadable forms, guidance notes and Company history fact sheets. You can also send your enquiry via secure email from the Shareview website.

Telephone enquiries

0371 384 2063 (for UK calls)

+44 (0)121 415 0235 (for calls from outside the UK).

Lines open 8.30am to 5.30pm (UK time), Monday to Friday (excluding public holidays in England and Wales).

Written enquiries

Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.

Electronic communications

Shareholder documents are only sent in paper format to shareholders who have elected to receive documents in this way. This approach enables the Company to reduce printing and distribution costs and the impact of the documents on the environment. Shareholders who wish to receive email notification should register online at www.shareview.co.uk, using their shareholder reference number that is on either their share certificate or other correspondence.

Dividend payments

Dividend reinvestment plan

The Company operates a Dividend Reinvestment Plan (DRIP) which enables shareholders to use their cash dividend to buy additional shares in Tate & Lyle PLC. Further information can be obtained from Equiniti.

Direct into your bank account

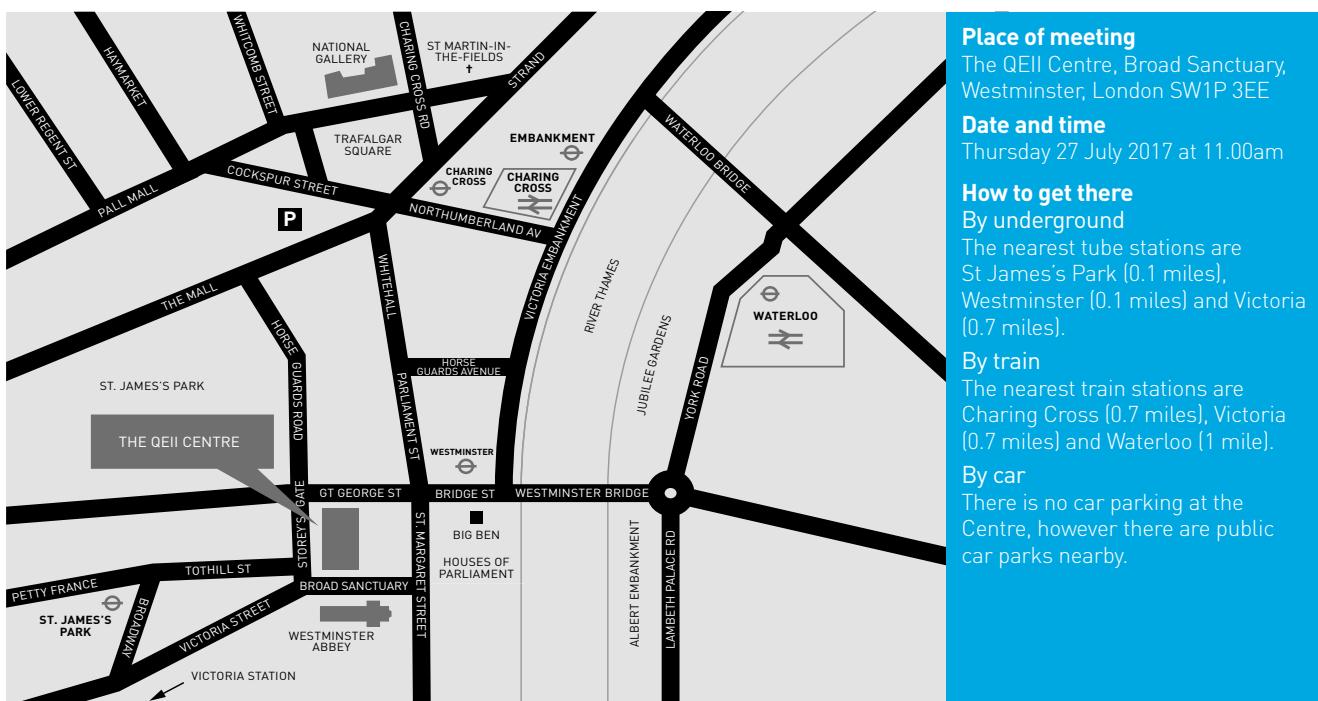
We encourage shareholders to have their dividends paid directly into their bank or building society account; dividend confirmations are then mailed to shareholders separately. This method avoids the risk of dividend cheques being delayed or lost in the post. If you live outside the UK, Equiniti also offers an overseas payment service whereby your dividend is converted into your local currency. Further information on mandating your dividend payments and the overseas payment service can be obtained from Equiniti.

Corporate Sponsored Nominee

Tate & Lyle offers a Corporate Sponsored Nominee (CSN) service, where you can enjoy the convenience and reassurance of holding your shares electronically and access competitive dealing rates and faster settlement. The CSN service is available to Tate & Lyle shareholders resident in the UK and countries in the European Economic Area. Further information on this can be found on the Shareview website, www.shareview.co.uk.

* Lines are open Monday to Friday, 8.30am to 5.30pm UK time (excluding public holidays in England and Wales).

Notes for shareholders attending the AGM



Place of meeting

The QEII Centre, Broad Sanctuary, Westminster, London SW1P 3EE

Date and time

Thursday 27 July 2017 at 11.00am

How to get there

By underground

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

By train

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

By car

There is no car parking at the Centre, however there are public car parks nearby.

Registration

Upon arrival, please go to the registration desks with your shareholder attendance pass. If you do not have an attendance pass, you will need to confirm your name and address details with our registrars prior to admittance.

Security

For your safety and security, all hand baggage may be subject to examination on entry to The QEII Centre. Please note that you will be asked to leave large bags in the cloakroom. Laptop computers, cameras and recording equipment will not be permitted in the AGM. Mobile phones and other electronic devices should be turned off throughout the AGM.

Security staff will be on duty to assist shareholders. The Company will not permit behaviour that may interfere with another person's security or safety or the good order of the AGM.

Attending the AGM

All shareholders, proxies and joint shareholders may attend and speak at the AGM. However, in the case of a joint shareholder only the vote of the most senior shareholder present (in person or by proxy) at the AGM (as determined by the order in which the names are listed on the Register of Members) shall be accepted.

AGM presentations

If you are unable to attend the AGM, the presentations and formal business of the AGM will be available to view and download from the Company's website, www.tateandlyle.com, after the AGM.

Shareholders with special needs

An induction loop is available for shareholders with hearing difficulties and there will be facilities for any shareholders who are in a wheelchair. Anyone accompanying a shareholder in need of assistance will be admitted as a guest of that shareholder.

Asking questions

Shareholders may submit questions in advance via email to agmquestions@tateandlyle.com or the shareholders' question card. You will still have the opportunity to ask questions at the AGM.

Schedule

10.00am

Registration commences and tea, coffee and biscuits will be available.

You should allow 15 to 20 minutes for security and registration formalities.

10.45am

Auditorium doors open.

11.00am

AGM commences.

A light sandwich lunch will be provided at the conclusion of the AGM.