

TATE & LYLE

Remuneration Committee Terms of Reference

Constitution

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

Membership

2. The Committee shall be appointed by the Board, upon the recommendation of the Nominations Committee, and shall comprise at least three independent Non-Executive Directors. The Chair of the Company shall not be a member of the Committee but shall be entitled to attend Committee meetings.
 3. The Chair of the Committee shall be appointed by the Board, upon the recommendation of the Nominations Committee, from amongst the members of the Committee. Before appointment, the Chair shall have served at least 12 months on a remuneration committee. In the absence of the Committee Chair, the remaining members present shall elect one of themselves to chair the meeting.
 4. The quorum for any meeting of the Committee shall be any three members.
-

Attendance at meetings

5. The Chief Executive shall normally attend meetings at the invitation of the Committee. He or she will not be a member of the Committee.
 6. Other persons, such as the Chief Human Resources Officer, may attend meetings or be present for particular agenda items if so invited by the Committee.
 7. The Company Secretary shall be the Secretary of the Committee.
-

Frequency of meetings

8. The Committee shall meet at least four times a year and otherwise as required.
9. Unless otherwise agreed, notice of each meeting together with an agenda and papers to be considered, shall be circulated to each member of the Committee not fewer than five working days prior to the date of the meeting.

Authority

10. The Committee is authorised by the Board to:
- (a) investigate any activity within its terms of reference;
 - (b) seek any information it requires from management of the Company;
 - (c) obtain outside legal or other independent professional advice and to secure the attendance of advisors with relevant experience and expertise if it considers this necessary, the expenses to be borne by the Company; and
 - (d) appoint external remuneration consultants at the Company's expense, set their terms of reference and approve any fees paid thereto.

Responsibilities

11. The responsibilities of the Committee are set out below:

11.1 Remuneration Policy:

The Committee shall:

- a) determine and agree with the Board the policy for the remuneration and benefits, including pension rights and compensation payments of the Executive Directors, Company Secretary, other members of the Group Executive Committee, and the Vice President, Group Audit and Assurance (together the "Executives"), and, in consultation with the Chief Executive, the Chair of the Company.

The remuneration of the Non-Executive Directors and any separate fees to be paid to the Chairs of Committees and the Senior Independent Director shall, upon the recommendation of the Chair and Chief Executive, be a matter for the Chair and the Executive members of the Board and be within the limits set out in the Articles of Association.

No director or Executive shall be involved in any decisions as to his or her own remuneration.

- b) in determining the Company's remuneration policy, take into account all factors, including those in paragraph 11.1 (c) below, which it deems necessary to ensure that the Executives and other senior management falling within the Committee's remit from time to time are provided with appropriate incentives to support the strategy, encourage enhanced performance and promote the long-term sustainable success of the Company and, in a fair and responsible manner, rewarded for their individual contributions to the overall performance of the Company;

- c) have regard to the following matters so that the remuneration policy reflects and supports the successful delivery of the Company's long-term strategy:
 - (i) the Company's purpose and values;
 - (ii) the Company's risk appetite, risk policies and systems;
 - (iii) the remuneration trends and pay and employment conditions across the Group;
 - (iv) the alignment of incentives and rewards with culture; and
 - (v) the benefits of requiring executive directors to hold a meaningful interest in shares;
 so that long term interests are aligned with shareholders' interests;
- d) review the ongoing appropriateness and relevance of remuneration practice and its cost; and
- e) within the terms of the agreed framework and broad policy and in consultation with the Chair of the Board and/or Chief Executive as appropriate and Chair of the Audit Committee, in respect of the Vice President, Group Audit and Assurance only, to determine the total individual remuneration package of each Executive, including, where appropriate, basic salary, bonuses, incentive payments, benefits, pension arrangements, share options or other share awards.

11.2 Share based remuneration and bonus arrangements:

The Committee shall:

- a) approve the design of the Group Bonus Plan, and determine targets in respect of the Executives and any other senior management falling within the Committee's remit from time to time and approve the total annual payments made under such schemes;
- b) review the design of all share incentive plans for approval by the Board and requiring approval of shareholders. For any such plans, to determine each year whether awards will be made, and if so, the overall amount of such awards, the individual awards to the Executives and other senior management falling within the Committee's remit from time to time and the performance targets to be used;
- c) in the case of the Group Bonus Plan and other share based performance incentive plans, as appropriate, design provisions that allow the Company to recover or withhold any sum; and
- d) monitor progress against the Executive Shareholding Policy.

11.3 Pension Arrangements:

The Committee shall determine the policy for, and scope of, pension arrangements for each Executive.

11.4 Service Contracts, Severance and post-Employment matters:

The Committee shall:

- a) approve the terms of the service contracts for the executive directors, the duration of which shall not normally exceed one year's notice period and any material amendment to those contracts;
- b) determine the policy for, and scope of, termination payments and compensation commitments for each Executive;
- c) ensure that contractual terms in relation to termination and any payments made on termination are fair to the individual and the Company, and in accordance with legal and regulatory requirements, do not reward poor performance and that the duty to mitigate is fully recognised (when in the best interests of the Company); and
- d) approve any fees and/or benefits due to former Directors and to approve any material matters concerning former Directors that require public disclosure.

11.5 Other Matters:

The Committee shall:

- a) keep abreast of external remuneration trends and market conditions including receiving an annual presentation from its external remuneration consultants;
- b) seek to obtain reliable, up to date information about remuneration in other companies of comparable scale and complexity;
- c) receive updates on any major changes in remuneration and employee benefits structures throughout the Group;
- d) work and liaise as necessary with all other Board committees;
- e) agree the policy for authorising claims for expenses from the directors;
- f) in determining the Company's remuneration policy, packages and arrangements, give due regard to any relevant legal requirements, the provisions and recommendations in the UK Corporate Governance Code and the UK Listing Authority's Listing Rules and associated guidance, the views of shareholders and other stakeholders as well as to the risk and risk management implications of its decisions; and
- g) to consider any other matters relating to the remuneration or terms of employment applicable to the Executives and other senior management that are referred to the Committee by the Board from time to time.

General matters

12. The Committee shall be provided with appropriate and timely training in the form of an induction programme for new members and on an ongoing basis for all members.
13. The Committee shall have access to sufficient resources in order to carry out its duties, including access to Company Secretariat for assistance as required.
14. The Committee shall arrange for periodic reviews of its own effectiveness and conduct an annual review of its work and its terms of reference and recommend any changes to the Board. It shall also make its terms of reference publicly available.

Reporting responsibilities

15. The minutes of the Committee meetings will be made available to all members of the Board unless in the opinion of the Committee Chair it would be inappropriate to do so.
16. The Committee Chair shall be responsible for reporting to the Board from time to time on its proceedings.
17. The Chair of the Committee shall answer questions on the Committee's activities and responsibilities at the Annual General Meeting.
18. The Committee shall prepare for approval by the Board a report to shareholders annually on matters relating to executive remuneration that shall include the information required to be disclosed by the Companies Act 2006 (including any regulations made under that Act), the UK Corporate Governance Code, the Listing Rules (as published by the Financial Conduct Authority) and any other relevant statutory, regulatory or governance codes.
19. Through the Chair of the Board and/or the Chair of the Committee, ensure that the Company maintains contact as required with its principal shareholders about remuneration.