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Greenhill

The Directors
Tate & Lyle PLC
1 Kingsway
London
WC2B 6AT

10 September 2021

Tate & Lyle PLC (the “Company”)

Dear Sirs,

We refer to the circular to be dated 13 September 2021 and published by the Company in relation to the proposed sale by the Company of a controlling stake in its Primary Products business in North America and Latin America (as well as certain joint venture interests) to KPS (the “**Circular**”). We hereby confirm that we have given and not withdrawn our written consent to the publication of the Circular, with the inclusion therein of the references to our name in the form and context in which they appear.

Our consent is required by paragraph 13.3.1R(10) of the Listing Rules of the Financial Conduct Authority and is given for the purpose of complying with that provision and for no other purpose.

For the purposes of identification, an initialled copy of the cover page of a near final draft of the Circular is attached.

Yours faithfully,



Seamus Moorhead
Managing Director

For and on behalf of
Greenhill & Co. International LLP



THIS DOCUMENT AND THE ACCOMPANYING DOCUMENTATION ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000 immediately, if you are in the United Kingdom, or from another appropriately authorised independent professional adviser if you are taking advice in a territory outside the United Kingdom.

LR 13.3.1(4)

If you sell or transfer or have sold or otherwise transferred all of your Ordinary Shares, please send this document, together with the accompanying documentation, at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. However, such documents should not be forwarded, distributed or transmitted in or into any jurisdiction in which such act would constitute a violation of the relevant laws in such jurisdiction. If you have sold part of your holding of Ordinary Shares in the Company, please retain this document and the accompanying documentation and immediately contact the bank, stockbroker or other agent through whom the sale or transfer was effected.

LR 13.3.1(6)

TATE & LYLE

Tate & Lyle PLC

Incorporated in England and Wales with registered number 76535

LR 13 Annex 1
(PRR App 2,
Annex 1, item
4.1)

**Circular to Shareholders relating to proposed
sale of a controlling stake in Tate & Lyle's
Primary Products business to KPS Capital Partners, LP
and
Notice of General Meeting**

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company which is set out in Part I (*Letter from the Chairman of Tate & Lyle PLC*) of this document. This letter contains the recommendation of the Board that you vote in favour of the Resolutions to be proposed at the General Meeting referred to below.

The Notice of General Meeting of the Company to be held at [Hilton London Heathrow Airport T4, Terminal 4, Hounslow, TW6 3AF, GB] at [10.30 a.m.] on [30 September] 2021 is set out at the end of this document.

If you received this document in the post, a Form of Proxy or Form of Instruction for use in connection with the Resolutions to be proposed at the General Meeting is enclosed. If you downloaded this document from www.tateandlyle.com, the Form of Proxy or Form of Instruction can be found on that website also. To be valid, your Form of Proxy should be completed, signed and returned in accordance with the instructions printed thereon as soon as possible and, in any event, so as to be received by the Company's Registrars, Equiniti by no later than [10.30 a.m.] on [28 September] 2021. If you are a CSN Holder, your Form of Instruction must be lodged by no later than [10.30 a.m.] on [27 September] 2021 to be valid. The Form of Proxy or Form of Instruction may be delivered by post or by hand to Equiniti at Aspect House, Spencer Road, Lancing, West Sussex, BN99 8LU or submitted electronically by going to Equiniti's website, www.sharevote.co.uk using the Shareholder Reference Number, Voting ID and Task ID printed on the Form of Proxy or Form of Instruction and following the instructions provided. In addition, CREST members may use the CREST electronic proxy appointment service. Details of the CREST electronic appointment method are found in Notes 7 to 10 of the Notice of General Meeting set out at the end of this document. Completion and return of a Form of Proxy will not prevent members from attending and voting in person should they wish to do so.

Action to be taken by ADR Holders in respect of the General Meeting is set out on page 62 of this document.

For a discussion of certain risk factors which should be taken into account when considering what action you should take in connection with the General Meeting, please see Part II (*Risk Factors*) of this document.

Citigroup Global Markets Limited ("Citigroup"), which is authorised in the UK by the Prudential Regulation Authority and regulated in the UK by the Financial Conduct Authority and the Prudential Regulation Authority, is acting as financial adviser and sponsor for the Company and for no one else in connection with the Transaction and other matters described in this document, and will not be responsible to anyone other than Tate & Lyle for providing the protections afforded to clients of Citigroup nor for providing advice in connection with the Transaction or any other matters referred to in this document. Neither Citigroup nor any of its affiliates, directors or employees owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, consequential, whether in contract, in tort, in delict, under statute or otherwise) to any person who is not a client of Citigroup in connection with this document, any statement contained herein, the Transaction or otherwise. Citigroup does not seek to limit or exclude its responsibilities and liabilities which may arise under FSMA or the regulatory regime established thereunder.