

## PART V

### UNAUDITED PRO FORMA FINANCIAL INFORMATION ON THE T&L RETAINED GROUP

#### SECTION A – PRO FORMA FINANCIAL INFORMATION

The unaudited pro forma statement of net assets of the T&L Retained Group set out below (the “Unaudited Pro Forma Financial Information”) has been prepared in accordance with Annex 20 of the Prospectus Regulation (as supplemented by Commission Delegated Regulation (EU) 2019/980) and on the basis of the notes set out below to illustrate the effect of the sale of a controlling stake in the NewCo Business to KPS on the consolidated net assets of the T&L Retained Group as if Completion had occurred on 31 March 2021.

The Unaudited Pro Forma Financial Information has been prepared on the basis of the financial information of the Tate & Lyle Group as at 31 March 2021, the date to which the latest audited financial information in relation to the Tate & Lyle Group was prepared. The Unaudited Pro Forma Financial Information has been prepared pursuant to Listing Rule 13.3.3R in a manner consistent with the accounting policies of the Tate & Lyle Group.

The Unaudited Pro Forma Financial Information is shown for illustrative purposes only and because of its nature addresses a hypothetical situation. It does not represent the actual financial position of the T&L Retained Group. Furthermore, it does not purport to represent what the T&L Retained Group’s financial position would actually have been if Completion had occurred on the indicated date and is not indicative of the results that may or may not be expected to be achieved in the future. The Unaudited Pro Forma Financial Information set out in this section does not constitute financial statements within the meaning of section 434 of the Companies Act 2006.

Shareholders should read the whole of this document and not rely solely on the unaudited pro forma financial information contained in this Section A of Part V (*Unaudited Pro Forma Financial Information on the T&L Retained Group*).

Ernst & Young LLP’s report on the Unaudited Pro Forma Financial Information is set out in Section B of this Part V (*Unaudited Pro Forma Financial Information on the T&L Retained Group*).

## T&L Retained Group unaudited consolidated pro forma statement of net assets as at 31 March 2021

	Tate & Lyle Group as at 31 March 2021 £m	NewCo Group as at 31 March 2021 £m	Transaction adjustments £m	T&L Retained Group as at 31 March 2021 £m
	Note 1	Note 2	Notes 3 to 10	Note 11
<b>Non-current assets</b>				
Goodwill and other intangible assets	354	(49)	-	305
Property, plant and equipment	1,105	(683)	-	422
Investments in joint ventures	104	(104)	186	186
Investments in equities	59	-	-	59
Retirement benefit surplus	18	-	-	18
Deferred tax assets	32	(1)	10	41
Trade and other receivables	1	-	-	1
Derivative financial instruments	1	-	-	1
	<u>1,674</u>	<u>(837)</u>	<u>196</u>	<u>1,033</u>
<b>Current assets</b>				
Inventories	532	(300)	-	232
Trade and other receivables	333	(75)	(28)	230
Current tax assets	11	-	-	11
Derivative financial instruments	23	(23)	-	-
Other current financial assets	32	(32)	-	-
Cash and cash equivalents	371	(11)	845	1,205
	<u>1,302</u>	<u>(441)</u>	<u>817</u>	<u>1,678</u>
<b>Total assets</b>	<u>2,976</u>	<u>(1,278)</u>	<u>1,013</u>	<u>2,711</u>
<b>Non-Current liabilities</b>				
Borrowings – including lease liabilities	746	(70)	-	676
Retirement benefit deficit	158	(17)	-	141
Deferred tax liabilities	44	(44)	10	10
Provisions	11	(5)	5	11
	<u>959</u>	<u>(136)</u>	<u>15</u>	<u>838</u>
<b>Current liabilities</b>				
Borrowings – including lease liabilities	42	(19)	-	23
Trade and other payables	431	(200)	9	240
Provisions	24	(6)	4	22
Current tax liabilities	25	-	51	76
Derivative financial instruments	9	(9)	-	-
Other current financial liabilities	26	(26)	-	-
	<u>557</u>	<u>(260)</u>	<u>64</u>	<u>361</u>
<b>Total liabilities</b>	<u>1,516</u>	<u>(396)</u>	<u>79</u>	<u>1,199</u>
<b>Net assets</b>	<u>1,460</u>	<u>(882)</u>	<u>934</u>	<u>1,512</u>

### Notes:

- The net assets have been extracted without adjustment from the audited consolidated financial statements of the Tate & Lyle Group as at 31 March 2021, which were prepared in accordance with IFRS.
- These adjustments remove the assets and liabilities of the NewCo Group and were sourced without adjustment from the historical financial information of the NewCo Group as at 31 March 2021 contained in Part IV (*Historical financial information on the NewCo Group*) of this document.
- On Completion, the T&L Retained Group will record its investment in the NewCo Group at its fair value. Such investment will be a joint venture and accounted for in accordance with the applicable principles of IFRS 11. The pro-forma preliminary fair value of this investment is £186m. The fair value of the investment will be calculated at Completion and may differ from this preliminary fair value.
- On Completion, the North American business of the T&L Retained Group will be in a net deferred tax asset position resulting in a reclassification between deferred tax assets and deferred tax liabilities on the T&L Retained Group's balance sheet. The pro-forma fair value of this adjustment is £10m.
- The base consideration to be received reflects the Purchaser's equity interest (50.1%) in the NewCo Group, multiplied by the enterprise value of the NewCo Group. Cash proceeds to the T&L Retained Group will also include approximately US\$1bn of repayment of an intercompany loan note to be refinanced at Completion with new external debt to be raised by the NewCo Group. Net cash proceeds from the Transaction, after adjustment for transaction and separation costs, are expected to be approximately £817m (US\$1,128m).
- On completion of the Transaction, intercompany trading balances due from the NewCo Group to the T&L Retained Group will be settled (net impact of £28m at 31 March 2021).
- No account has been taken of any trading or results of the Tate & Lyle Group (including the NewCo Group) since 31 March 2021.

- (8) Where the T&L Retained Group indemnifies the NewCo Group for certain items, the related indemnity provisions will be recorded by the T&L Retained Group. It is anticipated that the T&L Retained Group will record provisions of £9m in aggregate with respect to such indemnities.
- (9) Certain NewCo Group employee related liabilities of £9m in aggregate (principally bonus accruals) will be retained by the T&L Retained Group to the extent that they relate to activities prior to Completion.
- (10) No adjustment has been made for the proposed special dividend (approximately £500m) and associated share consolidation following Completion because this is subject to further shareholder approval and is not required for the Transaction to complete.
- (11) This unaudited consolidated pro forma statement of net assets does not constitute a financial statement within the meaning of section 434 of the Companies Act 2006.