



**Part II** Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ See attached

18 Can any resulting loss be recognized? ▶ See attached

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ See attached

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign Here** Signature ▶ SIGNATURE ON FILE Date ▶ 05/18/2022

Print your name ▶ Claire-Marie O'Grady Title ▶ Group Company Secretary

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	<u>Nina Hrushko</u>	<u>SIGNATURE ON FILE</u>	<u>05/18/2022</u>		<u>ON FILE</u>
	Firm's name ▶ <u>Linklaters LLP</u>	Firm's EIN ▶ <u>ON FILE</u>			
	Firm's address ▶ <u>1290 Avenue of the Americas, New York, NY 10104</u>	Phone no. <u>(212) 903-9204</u>			

TATE & LYLE PLC

ATTACHMENT TO FORM 8937 REPORT OF ORGANIZATIONAL ACTIONS AFFECTING BASIS OF SECURITIES

The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended (the “**Code**”), and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations relating to the effects of the Share Consolidation (as defined below) on the tax basis of ordinary shares and American Depositary Receipts (“**ADRs**”) of Tate & Lyle PLC (the “**Company**”) following the Share Consolidation for U.S. federal income tax purposes. The information contained herein does not constitute tax advice and does not purport to cover all aspects of U.S. federal income tax that may be relevant to particular categories of shareholders.

Each registered shareholder of Tate & Lyle PLC prior to the Share Consolidation should consult their own tax advisor to determine the effect of the Share Consolidation to them, including the applicability and effect of all U.S. federal, state and local tax laws and non-U.S. tax laws. The information reported in this information return is not binding on the Internal Revenue Service or the U.S. courts, and no assurance can be provided that the conclusions reached within this summary will not be challenged in whole or in part by the Internal Revenue Service or will be sustained by a U.S. court if so challenged.

Please read the Circular to Shareholders relating to a proposed Special Dividend, Share Consolidation and Notice of General Meeting (the “**Circular**”), dated April 7, 2022, noting especially the discussion therein under the section “*Taxation—Certain US Federal Income Tax Considerations.*” You may access the Circular at <https://www.tateandlyle.com/sites/default/files/2022-04/geminishare-consolidationcircularfinal.pdf>.

**Part I – Reporting Issuer**

*Lines 3-7. Contact Information.*

The Company’s preferred method of contact is via e-mail at [GM.questions@tateandlyle.com](mailto:GM.questions@tateandlyle.com), which is also the fastest and most efficient way to get answers to any questions regarding this Form 8937.

*Line 10. CUSIP number.*

The Company’s ordinary shares do not have a CUSIP number. The CUSIP number for the Company’s ADRs prior to the Share Consolidation was 876570607. The CUSIP number for Company’s ADRs after the Share Consolidation is 876570706.

*Line 12. Ticker symbol.*

The ticker symbol for the Company’s ordinary shares traded on the London Stock Exchange is TATE. The ticker symbol for the Company’s ADRs traded in the U.S. over-the-counter market on OTCQX platform is TATYY.

**Part II – Organizational Action**

*Line 14. Describe the organizational action and, if applicable, the date of the action or the date against which the stockholders’ ownership is measured from the action.*

On May 3, 2022, the Company effected a share consolidation whereby it consolidated every 7 existing ordinary shares (“**Existing Ordinary Shares**”) into 6 new ordinary shares (“**New Ordinary Shares**”)

with a nominal value of 29 1/6 pence each (the “**Share Consolidation**”). Fractional entitlements arising from the Share Consolidation were not allocated to shareholders but instead were sold in the market, and the cash proceeds from such fractional entitlements were either paid to shareholders or, to the extent such proceeds did not exceed £5, donated to the British Red Cross.

The Company has an ADR program in the United States. Each ADR represented four ordinary shares of the Company prior to the Share Consolidation. As a result of the Share Consolidation, for each existing ADR held on register on 19 May 2022 (“**Existing ADR**”), all ADR holders, upon cancellation of their Existing ADRs, were issued and received new ADRs (“**New ADRs**”) in the ratio of six New ADRs to replace every seven Existing ADRs, with the effective date of May 20, 2022. Fractional entitlements were dealt with in the same manner as described above with respect to the Company’s ordinary shares. Each New ADR represents four New Ordinary Shares.

*Line 15. Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis.*

As a result of the Share Consolidation, the Company’s shareholders are required to allocate the aggregate tax basis in their Existing Ordinary Shares held immediately prior to the Share Consolidation among the New Ordinary Shares held immediately after the Share Consolidation, including any fractional share interest, such that the per share tax basis in each New Ordinary Share (and fraction thereof) is equal to 116.67% or 7/6ths of the tax basis in an Existing Ordinary Share. The quantitative effect on shareholders of ADRs is the same as described above with respect to ordinary shares.

The aggregate basis of the Existing Ordinary Shares surrendered must be allocated to the New Ordinary Shares received (including any fractional share interest) in a manner that reflects, to the greatest extent possible, that the New Ordinary Shares received are received in respect of the Existing Ordinary Shares that were acquired on the same date and at the same price. To the extent it is not possible to allocate basis in this manner, the basis of the Existing Ordinary Shares surrendered must be allocated to the New Ordinary Shares received in a manner that minimizes the disparity in the holding periods of the surrendered Existing Ordinary Shares whose basis is allocated to any particular New Ordinary Share received. The same principles apply to shareholders of ADRs. Shareholders that have acquired different blocks of Existing Ordinary Shares or Existing ADRs at different times or at different prices should consult their own tax advisors regarding the allocation of their aggregate adjusted basis among, and the holding period of, the New Ordinary Shares or New ADRs, as applicable.

*Line 16. Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates.*

See discussion in Line 15 above. Because no fractional shares were issued, the aggregate tax basis of the Company’s New Ordinary Shares or New ADRs held by a shareholder immediately after the Share Consolidation could be less than such shareholder’s aggregate tax basis in the Company’s Existing Ordinary Shares or Existing ADRs prior to the Share Consolidation by an amount equal to the aggregate tax basis allocation to the fractional share, if any.

The market value of the ordinary shares or ADRs is not applicable in determining the shareholder’s tax basis in the New Ordinary Shares or New ADRs received in the Share Consolidation.

*Line 17. List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.*

Sections 354, 358, 368(a)(1)(E), 1001, and 1036 of the Code.

*Line 18. Can any resulting loss be recognized?*

The Share Consolidation should not constitute a taxable transaction, except to the extent of any cash received for entitlement to fractional shares.

To the extent a shareholder received cash in respect of a fractional entitlement, such shareholder would generally recognize capital gain or loss equal to the difference between the amount of cash received in lieu of the fractional share and the shareholder's tax basis allocable to the fractional entitlement. Such capital gain or loss will be a long-term capital gain or loss if the shareholder has held its Existing Ordinary Share or Existing ADR for more than one year at the effective time of the Share Consolidation. Each shareholder should consult their own tax advisor with respect to the tax consequences of the Share Consolidation in their particular circumstances.

*Line 19. Provide any other information necessary to implement the adjustment, such as the reportable tax year.*

For shareholders reporting taxable income on a calendar basis, the reportable tax year is the 2022 calendar year. For shareholders reporting on a basis other than the calendar year, the reportable year is the shareholder's tax year that includes the effective date of the Share Consolidation (which is May 3, 2022 for holders of ordinary shares, and May 20, 2022 for holders of ADRs).