

TATE & LYLE

NOTICE OF ANNUAL GENERAL MEETING 2022

Thursday 28 July 2022 at 10.30am
Thistle London Marble Arch, Bryanston Street
London, W1H 7EH

THIS DOCUMENT IS IMPORTANT. PLEASE READ IT STRAIGHTAWAY.

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 who, if you are taking advice in the United Kingdom, is duly authorised under the Financial Services and Markets Act 2000, or an appropriately authorised independent financial advisor if you are in a territory outside the United Kingdom.

If you have sold or transferred all your shares in Tate & Lyle PLC, please send this document, and any accompanying documents, 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.

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AGENDA OF FORMAL BUSINESS

- 1 To receive and consider the Annual Report
- 2 To approve the Directors' Remuneration Report
- 3 To declare a final dividend of 12.8 pence per ordinary share of the Company
- 4 To re-elect Dr Gerry Murphy as a Director
- 5 To re-elect Nick Hampton as a Director
- 6 To elect Dawn Allen as a Director
- 7 To re-elect John Cheung as a Director
- 8 To re-elect Patrícia Corsi as a Director
- 9 To elect Dr Isabelle Esser as a Director
- 10 To re-elect Paul Forman as a Director
- 11 To re-elect Lars Frederiksen as a Director
- 12 To re-elect Kimberly Nelson as a Director
- 13 To re-elect Sybella Stanley as a Director
- 14 To re-elect Warren Tucker as a Director
- 15 To re-appoint Ernst & Young 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 statutory pre-emption rights
- 20 To renew the additional authority for disapplication of statutory pre-emption rights for an acquisition or specified capital investment
- 21 To renew the authority for the purchase of the Company's own shares
- 22 To approve a reduction of share capital - Preference Shares
- 23 To approve the adoption of new Articles of Association
- 24 To renew the authority in respect of shorter notices for 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.fca.org.uk/scamsmart or contact their Helpline on 0800 111 6768.

Tate & Lyle PLC
5 Marble Arch
London W1H 7EJ
United Kingdom
www.tateandlyle.com

21 June 2022

Dear shareholder

NOTICE OF ANNUAL GENERAL MEETING

I enclose a formal Notice of Annual General Meeting (AGM). The AGM will be held at 10.30am on Thursday 28 July 2022 at Thistle London Marble Arch, Bryanston Street, London, W1H 7EH. The Notice of AGM and explanation of the resolutions on which you are invited to vote can be found on pages 2 to 8.

ANNUAL REPORT 2022

If you have not asked to be sent a copy of the Annual Report 2022 by post, you can find it on our website, www.tateandlyle.com/investors/annual-reports. If you would like to receive a printed copy of the Annual Report 2022, please contact our registrars, Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA.

PROPOSED CANCELLATION AND REPAYMENT OF PREFERENCE SHARE CAPITAL

As was announced on 15 June 2022, we are proposing to reduce the Company's share capital through the cancellation and repayment of the Company's 6½% cumulative preference shares, which form a very small part of the Company's capital structure and are surplus to the Company's requirements. The costs of the administration of these preference shares and maintenance of the register are disproportionate to their value as capital to the Company and are also an inefficient form of finance in the current environment. The reduction requires the approval of the Company's shareholders as well as confirmation by the High Court.

It is proposed to return the sum of £1.00 per preference share (being the nominal value of, and amount paid-up on, each preference share) together with all arrears and/or accruals of the fixed cumulative dividend on the preference shares down to the date of the repayment. This amount is expected to include the full accrued entitlement to the 3.25% dividend on the preference shares that is payable on 30 September 2022 to holders of preference shares on the register as at the close of business on 2 September 2022.

It is also proposed that the Company's articles of association be amended to remove references to the preference shares once their cancellation and repayment has become effective.

Further detail in relation to the cancellation and repayment of the preference shares can be found in the Explanatory Notes to Resolutions 22 and 23 on pages 7 and 8.

ORDINARY SHARES DIVIDEND

As previously communicated, the sale of the controlling stake in Primient reduces the Group's earnings base by around 50%. As a result, the Board has decided to reduce the dividend to reflect this new base. The pay-out ratio (i.e. dividend cost compared to the Group's earnings base) has been maintained at the same level, and the Board intends to operate a progressive dividend policy from the new base. The Board is recommending a final dividend for the year ended 31 March 2022 of 12.8p (2021 – 22.0p) per ordinary share, bringing the full year dividend to 21.8p per ordinary share (2021 – 30.8p).

LODGING YOUR VOTE

Your votes are important to us and I encourage you to submit your voting instructions as early as possible. You can submit your voting instructions in the following ways:

- Online via our registrars' website, www.sharevote.co.uk, where you will need your Voting ID, Task ID and Shareholder Reference Number. Alternatively, if you have a registered Shareview Portfolio, you can log in to vote using your unique credentials
- Via the CREST electronic proxy appointment service (for CREST members)
- By completing the proxy form (if one is enclosed) and returning it to our registrars
- If your holding is via the Corporate Sponsored Nominee, by completing the enclosed voting instruction form and returning it to our registrars.

All valid proxy votes submitted will be counted and once the results have been verified by our registrars, Equiniti, they will be published on our website and released via a regulatory information service.

The deadline for submitting your proxy instruction is 10.30am on Tuesday 26 July 2022. If your holding is via the Corporate Sponsored Nominee, the deadline for submitting your voting instruction is 10.30am on Monday 25 July 2022. If you wish to use an envelope, please address it to Freepost RTHJ-CLLL-KBKU, 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.

SHAREHOLDER QUESTIONS

If you would like to ask the Board a question on the formal business of the AGM, please email your question to agmquestions@tateandlyle.com. You may also submit a question using the proxy card. There will be an opportunity to ask questions during the meeting.

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 unanimously recommend that you vote in favour of them. The Directors intend to vote their own holdings in favour of each resolution.

Yours faithfully

GERRY MURPHY

Chair

Registered in England: number 76535. Registered office as above.

Tate & Lyle PLC Notice of Annual General Meeting 2022

NOTICE OF ANNUAL GENERAL MEETING 2022 AND EXPLANATORY NOTES

For ease of reference, the formal resolutions are in bold black text. The explanatory notes below each resolution are for information only and do not form part of the formal resolutions.

Notice is hereby given that the one hundred and nineteenth Annual General Meeting (AGM) of Tate & Lyle PLC (the Company) will be held at Thistle London Marble Arch, Bryanston Street, London, W1H 7EH on Thursday 28 July 2022 at 10.30am. 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 24 will be proposed as special resolutions.

Ordinary shareholders are entitled to vote on all resolutions. Preference shareholders are entitled to vote on all resolutions other than resolutions 2 to 14 (inclusive).

1. To receive the Reports and Accounts of the Directors and the report of the auditors for the year ended 31 March 2022.

The Directors are legally required to present their reports, the audited accounts and the independent auditors' report in respect of each financial year to shareholders. In accordance with the UK Corporate Governance Code, the Company proposes a resolution on its audited accounts and reports for the year ended 31 March 2022 (Annual Report 2022). A copy of the Annual Report 2022 is available on the Company's website, www.tateandlyle.com.

2. To approve the Directors' Remuneration Report for the year ended 31 March 2022.

In accordance with the Companies Act 2006 (the Act), the Company must give shareholders the opportunity to cast an advisory vote on the statement by the Chair of the Remuneration Committee and the Annual Report on Remuneration as set out on pages 108 and 126 of the Annual Report 2022 respectively.

The Company's Remuneration Policy was approved by shareholders at the Annual General Meeting 2020 and was updated and approved by shareholders at the General Meeting held in September 2021. It is not therefore required to be put to shareholders at this AGM.

A summary of the Remuneration Policy is set out on page 113 of the Annual Report 2022. The Remuneration Policy can be found in full on the Company's website at www.tateandlyle.com/investors-hub.

3. To declare and pay a final dividend of 12.8 pence per ordinary share in the Company.

Ordinary shareholders are asked to approve a final dividend of 12.8 pence per ordinary share for the year ended 31 March 2022. If approved, the dividend will be paid on 5 August 2022 to shareholders on the Register of Members at the close of business on 1 July 2022.

- 4. To re-elect Dr Gerry Murphy as a Director of the Company.**
- 5. To re-elect Nick Hampton as a Director of the Company.**
- 6. To elect Dawn Allen as a Director of the Company.**
- 7. To re-elect John Cheung as a Director of the Company.**
- 8. To re-elect Patricia Corsi as a Director of the Company.**
- 9. To elect Dr Isabelle Esser as a Director of the Company.**
- 10. To re-elect Paul Forman as a Director of the Company.**
- 11. To re-elect Lars Frederiksen as a Director of the Company.**
- 12. To re-elect Kimberly Nelson as a Director of the Company.**
- 13. To re-elect Sybella Stanley as a Director of the Company.**
- 14. To re-elect Warren Tucker as a Director of the Company.**

In accordance with the UK Corporate Governance Code, all Directors will be submitting themselves for election or 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 2022. 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 the Company. As set out on page 98 of the Annual Report 2022, 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 pages 12 and 13.

15. To re-appoint Ernst & Young 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 appoint or re-appoint auditors at each general meeting at which accounts are laid. The Audit Committee is responsible for overseeing the Company's relationship with the auditors, Ernst & Young LLP. The Audit Committee Report on pages 102 to 107 of the Annual Report 2022 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.

The Board, on the recommendation of the Audit Committee, is proposing that Ernst & Young LLP 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 Statutory Audit Services Order issued by the Competition and Markets Authority in 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 are 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 next Annual General Meeting or the close of business on 30 September 2023:

- (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.**

Any such amounts may comprise sums paid or incurred in one or more currencies. Any sum paid or incurred in a currency other than sterling shall be converted into sterling at such rate as the Board may decide is appropriate. 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 2021 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 political candidates, parties or organisations nor to incur political expenditure and there is no intention of changing that policy. However, the Act includes a broad definition of donations and expenditure 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 conclusion of the next Annual General Meeting or at the close of business on 30 September 2023, whichever is the earlier.

18. That the Directors 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 £39,044,814;**
- (b) comprising equity securities (as defined in Section 560(1) of the Act) up to a further nominal amount of £39,044,814 in connection with an offer by way of a rights issue,**

such authorities to expire at the conclusion of the Company's next Annual General Meeting or at the close of business on 30 September 2023, 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. All authorities vested in the Directors on the date of the notice of this meeting to allot shares or to grant rights that remain unexercised at the commencement of this meeting are revoked.

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 which is due to expire at the conclusion of the AGM.

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 in any circumstances up to a nominal value of £39,044,814, which is equivalent to approximately 33% of the total issued ordinary share capital of the Company, exclusive of treasury shares, as at 20 June 2022.

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 £39,044,814 which is equivalent to approximately 33% of the total issued ordinary share capital of the Company, exclusive of treasury shares, as at 20 June 2022. This is in line with the Investment Association's Share Capital Management Guidelines issued in July 2016.

NOTICE OF ANNUAL GENERAL MEETING 2022 AND EXPLANATORY NOTES CONTINUED

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, but 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 at the next Annual General Meeting or at the close of business on 30 September 2023, whichever is earlier.

19. That, subject to the passing of Resolution 18 above, the Directors are empowered 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 £5,856,722; 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 power to expire at the conclusion of the next Annual General Meeting or at the close of business on 30 September 2023, 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 power granted 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 power 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 (a) 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 (b) 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.

20. That, subject to the passing of Resolution 18 above and in addition to any power granted under Resolution 19 above, the Directors are empowered 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 power to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £5,856,722; and
- (b) used only for the purposes of financing (or refinancing, if the power is to be exercised within six months after the date of 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 the disapplication of Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice of meeting,

and such power to expire at the conclusion of the next Annual General Meeting or at the close of business on 30 September 2023, 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 power granted 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 power had not expired.

If the Directors wish to allot new shares and other equity securities, or to sell treasury shares, for cash (other than in connection with an employee share scheme), company law requires that these shares or securities 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 to 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.

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 to 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 the 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 empower the Directors to allot new shares and other equity securities pursuant to the allotment authority given by Resolution 18, or to sell treasury shares, for cash up to a nominal value of £5,856,722, equivalent to approximately 5% of the total issued ordinary share capital of the Company excluding treasury shares as at 20 June 2022, 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, 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 empower the Directors to allot new shares and other equity securities pursuant to the allotment authority given by Resolution 18, or to sell treasury shares for cash up to a further nominal amount of £5,856,722, equivalent to approximately 5% of the total issued ordinary share capital of the Company as at 20 June 2022, 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 power 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 to sell treasury shares for cash on a non pre-emptive basis pursuant to the authority in Resolution 18 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 powers 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 powers will expire at the next Annual General Meeting or at the close of business on 30 September 2023, whichever is earlier.

21. That the Company 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 29½ pence each in the capital of the Company, provided that:

- (a) the maximum aggregate number of shares which may be purchased under this authority is 40,160,380;**
- (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 next Annual General Meeting or at the close of business on 30 September 2023, 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 are asked to renew the Company's authority to purchase up to 10% of its issued ordinary shares, excluding treasury shares, as at 20 June 2022. 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 have no present intention of exercising this authority, but wish to have the flexibility to do so in the future and would only exercise the 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 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 repurchased shares or hold them as treasury shares depending on which course of action is considered by the Directors to be in the best interests of the shareholders at that time. Shares held in treasury can either be resold for cash, cancelled (either immediately or at a point in the future) or used for the purposes of the Company's share incentive plans. No dividends will be paid on, and no voting rights will be exercised in respect of, treasury shares.

The total number of ordinary shares which may be subscribed for on the exercise of outstanding options as at 20 June 2022 (the latest practicable date prior to the posting of this document) is 226,352, which represents approximately 0.056% of the issued ordinary share capital at that date. If the Company were to purchase shares up to the maximum permitted by this resolution, the proportion of ordinary shares subject to outstanding options to subscribe would represent approximately 0.063% of the issued ordinary share capital as at 20 June 2022.

NOTICE OF ANNUAL GENERAL MEETING 2022 AND EXPLANATORY NOTES CONTINUED

22. That the capital of the Company be reduced by cancelling and extinguishing all of the 6½% cumulative preference shares of £1.00 each in the capital of the Company (Preference Shares), and returning the capital paid up or credited as paid up on the Preference Shares so cancelled to the holders thereof together with all arrears and/or accruals of the fixed cumulative dividend thereon down to the effective date of the repayment.

As described in the Chair's letter, we are proposing to cancel and repay the Company's preference share capital, which forms a very small part of the Company's capital structure. Please see pages 7 and 8 for further Explanatory Notes to this Resolution.

23. That, upon the reduction of capital referred to in Resolution 22 becoming effective, the draft articles of association of the Company, in the form produced to the meeting and initialled by the Chair for the purposes of identification, be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

This resolution seeks approval of the adoption of new articles of association of the Company (New Articles) to remove references to the Preference Shares and the rights attaching to them. The New Articles will only take effect if the reduction and cancellation of the Preference Shares becomes effective, as further described in the Explanatory Notes to Resolution 22 on pages 7 and 8. A copy of the New Articles and a version of the New Articles showing all of the changes to the current articles of association of the Company are available for inspection as noted on page 10 of this document.

24. 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 24 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 shorter notice period would not be used as a matter of routine for such meetings, but only where it is merited by the business of the meeting and is considered to be in the interests of shareholders as a whole.

By order of the Board

CLAIRE-MARIE O'GRADY
Company Secretary

21 June 2022

Registered Office: 5 Marble Arch, London W1H 7EJ
Registered in England: number 76535

EXPLANATORY NOTES TO RESOLUTION 22: PREFERENCE SHARE REDUCTION AND CANCELLATION

REASONS FOR, AND EFFECTS OF, THE CANCELLATION AND REPAYMENT OF THE PREFERENCE SHARES

The Company is proposing to reduce its capital by cancelling and extinguishing all of the Preference Shares. The Company is proposing to return the sum of £1.00 per Preference Share (being the nominal value of, and amount paid-up on, each Preference Share) together with all arrears and/or accruals of the fixed cumulative dividend thereon down to the date of the repayment. This amount corresponds with the entitlement of holders of Preference Shares under the Company's Articles of Association. Such amount is expected to include the full accrued entitlement to the 3.25% dividend on the Preference Shares that is payable on 30 September 2022 to holders of Preference Shares on the register as at 2 September 2022, being the record time and date for the entitlement to such dividend.

The Preference Shares were first created at a time where the capital structure of the Company was very different from today. As at 20 June 2022 (the latest practicable date prior to the publication of this document), there were 2,394,000 Preference Shares in issue. Based on the Company's total issued share capital as at this date, the reduction and cancellation would result in the nominal value of the Company's total issued share capital being reduced from £119,528,444 to £117,134,444. The Preference Shares therefore form only a very small part of the capital structure of the Company, representing by nominal value only 2% of the Company's total issued share capital and less than 0.59% of the total number of shares in issue as at 20 June 2022 (the latest practicable date prior to the publication of this document).

In addition, the costs of administering the Preference Shares and maintaining the register are disproportionate to the value of the Preference Shares as capital of the Company, and the Preference Shares are also an inefficient form of finance in the current environment. Further, although the Board may consider a particular course of action may be for the benefit of the shareholders as a whole, because of the rights attaching to the Preference Shares, there may be circumstances in which the Board would need to have special regard to the priority rights attaching to the Preference Shares and/or seek the consent of the holders of the Preference Shares.

The Preference Shares are admitted to the premium segment of the Official List and to trading on the London Stock Exchange's main market for listed securities with ISIN number GB0008754466. The terms of the Preference Shares are set out in the Articles of Association.

HIGH COURT PROCEDURE AND ASSOCIATED TIMETABLE

Resolution 22 requires the approval of the holders of Preference Shares and holders of ordinary shares jointly by way of special resolution. If Resolution 22 is duly passed at the AGM, it will be necessary for an application to be made to the High Court for confirmation of the reduction of capital in order to implement the cancellation and repayment. It is expected that the application will be dealt with by the High Court during August or September 2022.

The High Court will need to be satisfied that arrangements have been put in place for the protection of the Company's creditors. This may involve the Company giving an undertaking to the High Court to make all repayments to the holders of Preference Shares out of distributable profits and to credit an amount equal to the nominal value of the Preference Shares to be cancelled to a special reserve until the creditors of the Company (as at the date when the reduction of capital becomes effective) have been paid or have consented to the reduction of capital. In addition, the Company may undertake to ensure any repayments that are not cashed or claimed by holders of Preference Shares are retained in a designated bank account for a period of 12 years (or such other period as the High Court may direct) for the purposes of repaying any such holders who have unclaimed repayments.

IMPLEMENTATION AND ASSOCIATED TIMETABLE

The cancellation of the Preference Shares will become effective if:

- Resolution 22 is duly passed at the AGM (including any adjournment thereof);
- the reduction of capital and cancellation of the Preference Shares is confirmed by the High Court; and
- a copy of the court order is registered with the Registrar of Companies.

It is expected that the reduction of capital, and cancellation of the Preference Shares and repayment will become effective, and amounts due in respect of such repayments made or despatched (as applicable), by the end of September 2022. Assuming that the reduction becomes effective, for holders of Preference Shares in certificated form, cheques for the capital repayment will be posted, at their risk, to the registered address of the holders of Preference Shares (or, in the case of joint holders, to the address first named) on the register of members of the Company as at the close of business on the date that the register closes (being the record time and date for repayment). Holders of Preference Shares via CREST will receive their capital repayment through their CREST accounts. Any dividends and other amounts accrued on the Preference Shares will be credited to the existing mandate to a bank or building society account that is held by the Registrar as at the record time and date for repayment.

Assuming that the High Court confirms the reduction of capital, the last time and date on which transfers of Preference Shares can be registered is expected to be at 6.00 p.m. on the last business day of the week of the High Court hearing to confirm the reduction of capital. The register of members of the Company (insofar as it relates to the Preference Shares) will only re-open if the Preference Shares are not cancelled and repaid as described in this Notice. Upon cancellation of the Preference Shares, the share certificates relating to the Preference Shares will cease to be of value and should be destroyed on receipt of the repayment monies due. Following the reduction of capital and cancellation of the Preference Shares, the listing of the Preference Shares on the London Stock Exchange will be cancelled.

NOTICE OF ANNUAL GENERAL MEETING 2022 AND EXPLANATORY NOTES CONTINUED

The tax consequences of the reduction of capital and cancellation will depend on the jurisdiction on which a holder of Preference Shares is resident for tax purposes. A summary of the United Kingdom tax consequences of the reduction of capital and cancellation for holders of Preference Shares resident in the United Kingdom (for United Kingdom tax purposes) is set out opposite. **Holders of Preference Shares who are in any doubt as to their tax position should consult their own independent professional adviser.**

Further announcements in relation to the reduction of capital and cancellation of the Preference Shares, including the principal times and dates in connection therewith, will be made by the Company through a regulatory information service in due course as appropriate.

EXPLANATORY NOTES TO RESOLUTION 23: ADOPTION OF NEW ARTICLES OF ASSOCIATION

This Resolution seeks approval of the adoption of new articles of association of the Company (New Articles) to remove references to the Preference Shares and the rights attaching to them. The New Articles will only take effect if the reduction and cancellation of the Preference Shares becomes effective, as further described in the Explanatory Notes to Resolution 22.

A copy of the New Articles and a version of the New Articles showing all of the changes to the current articles of association of the Company are available for inspection as noted on page 10 of this document.

TAX INFORMATION FOR UK RESIDENT HOLDERS OF PREFERENCE SHARES

The information set out in this section is intended to be used as a general guide and applies to holders of Preference Shares who are resident in the United Kingdom (for United Kingdom tax purposes) and who hold the Preference Shares as investments (other than under a pensions arrangement or an individual savings account) and who are the absolute beneficial owner of the Preference Shares. It may not apply to certain categories of holders of Preference Shares, such as dealers in securities, insurance companies, holders of Preference Shares who are exempt from tax and holders of Preference Shares who have (or are deemed to have) acquired their Preference Shares by virtue of an office or employment. It does not address the tax position of holders of Preference Shares who may be resident for tax purposes in other countries. It is based on current United Kingdom tax law as applied in England & Wales and H.M. Revenue & Customs' published practice (which may not be binding on H.M. Revenue & Customs), in each case as at the latest practicable date prior to the publication of this document, and both of which are subject to change, possibly with retrospective effect. **Holders of Preference Shares who are in any doubt as to their tax position should consult their own independent professional adviser. In particular, holders of Preference Shares should be aware that the tax legislation of any jurisdiction where the holder is resident or otherwise subject to taxation may have an impact on the tax consequences of an investment in the Preference Shares including in respect of any income received from the Preference Shares.**

CANCELLATION AND REPAYMENT OF THE PREFERENCE SHARES

The cancellation of the Preference Shares should be treated as a disposal by holders of Preference Shares for United Kingdom tax purposes, and the repayment of the Preference Shares should be treated as proceeds of the disposal. Depending on such holder's individual circumstances (including the availability of exemptions or reliefs), the disposal may give rise to a chargeable gain (or an allowable loss) for the holder for the purposes of United Kingdom taxation on chargeable gains.

ANY ARREARS OR ACCRUED DIVIDEND

Payment of any arrears and/or accrued dividend on the Preference Shares will have the same tax consequences for the Company and holders of Preference Shares as any other dividend paid on the Preference Shares.

STAMP DUTY

No United Kingdom stamp duty or stamp duty reserve tax will arise on the cancellation and repayment of the Preference Shares.

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Attending and voting

- To be entitled to attend, speak and, subject to the Articles, 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 26 July 2022 (or in the case of an adjournment, at 6.30pm on the date which is two business days before the date fixed for 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.
- Any shareholder attending the AGM has the right to ask questions. The Chair 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:

- to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information;
- the answer has already been given on the Company's website in the form of an answer to a question; or
- the Chair determines that it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.

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

Appointment of proxies

- Any shareholder of the Company entitled to attend, speak and vote is entitled to appoint another person as their proxy to exercise all or any of their 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.
- If you are a shareholder who received this document in the post or who received a postal notification of the availability of this document from www.tateandlyle.com, a form of proxy for use in connection with the Resolutions to be proposed at the AGM is enclosed. Alternatively, shareholders who received this document via these methods may register the appointment of their proxy or proxies electronically by going to Equiniti's website, www.sharevote.co.uk, and following the instructions. Shareholders will need their Voting ID, Task ID and Shareholder Reference Number printed on the enclosed form of proxy. If you are a shareholder who received an email notification of the availability of this document from www.tateandlyle.com or who has already registered with Equiniti's online portfolio service, Shareview, you can appoint a proxy or proxies electronically by logging on to your portfolio at www.shareview.co.uk and clicking on the link to vote. CREST members may also use the CREST electronic appointment service to appoint a proxy (see Notes 11 to 14 below). Please note that any electronic communication found to contain a computer virus will not be accepted.
- To be valid, the proxy form, electronic proxy appointment or proxy appointment through CREST (see opposite) must be received by Equiniti by no later than 10.30am on Tuesday 26 July 2022. The address to which hard copy proxy forms should be sent is set out on page 11 of this document. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power of authority) must be included with the proxy form.

Holders via the Corporate Sponsored Nominee Service

- For holders via the Corporate Sponsored Nominee Service, a voting instruction form is enclosed with this document for use in connection with the resolutions to be proposed at the AGM. Alternatively, holders through the Corporate Sponsored Nominee Service may register their vote electronically by going to Equiniti's website, www.sharevote.co.uk, and following the instructions. Holders via the Corporate Sponsored Nominee Service will require their Shareholder Reference Number, Voting ID and Task ID printed on the voting instruction form to complete the procedure. Holders via the Corporate Sponsored Nominee Service already registered with Equiniti's online portfolio service, Shareview, can register their vote electronically by logging on to their portfolio at www.shareview.co.uk and clicking on the link to vote.
- To be valid, the voting instruction form (either by paper or electronic communication) together with the power of attorney or other authority (if any) under which it is signed, must be received by Equiniti by no later than 10.30am on Monday 25 July 2022. If you submit more than one voting instruction form in respect of the same holding, either by paper or electronic communication, the appointment received last by Equiniti before the aforementioned deadline for receipt of voting instructions will take precedence.
- Any power of attorney or any other authority under which the voting instruction form is signed (or a duly certified copy of such power or authority) must be included with the voting instruction form.
- If the holder via the Corporate Sponsored Nominee Service is a corporation, the voting instruction form must be executed under seal or signed by a duly authorised officer or attorney.
- The Corporate Sponsored Nominee will appoint the Chair of the meeting as its proxy to cast the votes of holders via the Corporate Sponsored Nominee Service. The Chair may also vote or abstain from voting as they think fit on any other business (including amendments to the resolutions included in this document and on any procedural business, including any resolution to adjourn) which may come before the AGM.

Appointment of proxies through CREST

- 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.
- 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 10.30am on Tuesday 26 July 2022.

NOTICE OF ANNUAL GENERAL MEETING

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.

13. 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 their 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.
14. 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

15. A copy of this Notice of AGM 2022 and other information required by Section 311A of the Act can be found on the Company's website, www.tateandlyle.com.

Electronic communication

16. You may not use any electronic address provided either in this Notice of AGM 2022 or any related documents including the proxy form to communicate with the Company for any purpose other than those expressly stated.

Corporate representatives

17. 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' rights

18. 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

19. 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.
20. 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 Depositary Receipts (ADRs)

21. 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, Citi, as indicated, as soon as possible and no later than 10.00am Eastern Standard Time (New York time zone) on Friday 22 July 2022. Should you have any additional queries, the US Depositary can be contacted at +1 877 CITI ADR (toll free) or +1 781 575 4555 (for calls from outside the USA) or email citibank@shareholders-online.com.

Issued share capital

22. As at 20 June 2022, being the latest practicable date prior to publication of this document, the total number of issued ordinary shares (carrying one vote each) was 401,603,808. In addition, as at 20 June 2022, being the latest practicable date prior to publication of this document, the total number of issued preference shares of the Company (which have limited voting rights) was 2,394,000. The Company does not hold any shares in treasury. The total number of shares with full voting rights as at the latest practicable date was therefore 401,603,808.

Display documents

23. The following documents are available for inspection at the registered address of the Company during normal business hours on any weekday (Saturday, Sunday and UK public holidays excluded), will also be available at Thistle London Marble Arch, Bryanston Street, London, W1H 7EH from 10.15am on the day of the AGM until the close of the AGM:
 - (a) copies of service contracts between the executive directors and the Company;
 - (b) copies of letters of appointment of the non-executive directors; and
 - (c) copies of the Current Articles of Association and the New Articles of Association.

All references to time in this document are to London time unless stated otherwise.

EXPLANATORY NOTES RELATING TO THE COMPLETION OF THE PROXY FORM

APPOINTMENT OF PROXY

The Chair of the Meeting has been inserted as willing to act as proxy for shareholders unable to attend the AGM in person, but the form may be used for the appointment of any other person. If you wish to appoint a person other than the Chair, please strike out the words 'the Chair of the Meeting' and insert the name of your chosen proxy holder in the space provided. If you sign and return this proxy form with no name inserted in the space provided, the Chair of the Meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chair of the Meeting, you are responsible for ensuring that they attend the AGM and are aware of your voting intentions. If you wish for a proxy to make any comments on your behalf at the AGM, you will need to appoint someone other than the Chair of the Meeting and give them the relevant instructions directly.

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

Where no specific information is given, your proxy may vote at their own discretion or refrain from voting, as they see fit.

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

You can appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. 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.

VALIDITY

To be valid, the proxy form must be completed in accordance with these instructions, signed, dated and delivered (together with the power of attorney or other authority (if any) under which it is signed) to the Company's registrars, Equiniti, so as to be received by no later than 10.30am on Tuesday 26 July 2022.

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- KBKU, 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.

DIRECTORS' BIOGRAPHIES

BOARD COMMITTEES

- A Audit Committee
- N Nominations Committee
- R Remuneration Committee

DR GERRY MURPHY

Chair and Chair of the Nominations Committee

Aged 66

Joined the Board as an independent non-executive director and Chair-designate in January 2017. Appointed Chair in April 2017. Gerry started his career in the food and drinks sector and received his PhD in food technology. His significant business and board level experience and a detailed understanding of UK corporate governance requirements, enable him to provide the Board with valuable leadership. He has held chief executive roles at Greencore Group plc, Exel plc, Carlton Communications plc and Kingfisher plc and has also been an investor and independent director in a number of international listed companies including Intertrust NV, British American Tobacco plc, Reckitt Benckiser plc, Merlin Entertainments plc, Abbey National plc and Novar plc. Gerry is currently the Chair of Burberry Group plc, and until September 2019 was 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.

N

NICK HAMPTON

Chief Executive

Aged 55

Joined the Board in September 2014 as Chief Financial Officer. Appointed Chief Executive in April 2018. Nick brings a wealth of food industry insights to the Board. His general management, financial and operational experience in senior management roles in a major multinational food and beverage business, combined with his experience in leading transformational projects, provides him with the skillset required to inspire and lead the Group. Prior to joining Tate & Lyle, Nick held a number of senior roles over his 20-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 Chair of the Audit Committee of Great Portland Estates plc.

DAWN ALLEN

Chief Financial Officer

Aged 53

Joined the Board in May 2022. Dawn brings more than two decades of experience in the global food industry and has a proven track record of financial leadership. Her financial, commercial, and international experience is of great value to the leadership team. Dawn is a member of the Institute of Chartered Accountants of England and Wales. She was previously Global CFO & VP, Global Transformation at Mars Incorporated from 2020 until joining Tate & Lyle, and during her 25-year career at Mars she held a number of senior financial roles in Europe and the US including Global Divisional CFO, Food, Drinks and Multisales, and Regional CFO Wrigley Americas.

JOHN CHEUNG

Independent Non-Executive Director

Aged 57

Joined the Board in January 2021. John brings a breadth of food and beverage experience with a deep understanding of markets in Asia, particularly in China. His experience in senior positions in Asia in multiple companies and as a CEO enables him to provide valuable insights into the region. He is currently the CEO of Zhejiang Supor Co., Ltd, and a non-executive director at China Feihe Limited. His previous roles include President of Wyeth Nutrition Global, Chairman and CEO of Nestlé Greater China and VP China at Coca-Cola.

A N

PATRÍCIA CORSI

Independent Non-Executive Director

Aged 49

Joined the Board in May 2021. Patrícia brings over 20 years of experience in global consumer products, and has broad digital and brand expertise. She brings significant experience and understanding of growth markets in Latin America. She is currently the Global Chief Marketing and Digital Officer of Bayer Consumer Health, having previously served as SVP and Chief Marketing Officer, Mexico for Heineken NV. Earlier in her career, Patrícia held a number of global, regional and local brand roles for Unilever in Latin America and Europe, as well as marketing roles for Kraft Foods and Tetra Pak International in Brazil.

R N

DR ISABELLE ESSER

Independent Non-Executive Director

Aged 59

Joined the Board in June 2022. Isabelle has over 30 years of experience in global consumer food and ingredient companies. In more than 25 years with Unilever PLC, she held a range of innovation and transformation roles, finally as EVP, R&D Foods Transformation, Global Foods and Refreshment. After leaving Unilever in 2019, Isabelle became the Chief Human Resources Officer at Barry Callebaut AG, the Swiss-based global chocolate and cocoa products manufacturer. In April 2022, Isabelle took the role of Chief Research, Innovation and Food Quality Safety Officer at Paris-based Danone SA, a global consumer food and beverage manufacturer.

R N

PAUL FORMAN

Senior Independent Director

Aged 57

Joined the Board in January 2015 and became Senior Independent Director in July 2020. Paul is Group Chief Executive of Essentra plc, a leading global provider of essential components and solutions through three global divisions: components, packaging, and filters. Paul has wide experience in global manufacturing, commercial as well as strategy consultancy and M&A advisory services. He brings insight into the commercialisation of innovation pipelines and the implementation of business-to-business customer and market-led strategies in a large multinational business-to-business context. 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.

A N

LARS FREDERIKSEN**Independent Non-Executive Director****Aged 63**

R N

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. As the former CEO of a global speciality food ingredients business, Lars brings operational expertise and insights and an understanding of how to attract and retain talent in a global business. 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 Chair of Matas A/S, non-executive director of Falck A/S, Chair of PAI Partners SA, and Chair of the Hedorf Foundation.

KIMBERLY (KIM) NELSON**Independent Non-Executive Director****Aged 59**

A N

Joined the Board in July 2019. Kim worked for General Mills Inc. for nearly 30 years. During her career at General Mills, she held a number of senior brand and general management roles, including serving as President of the Snacks operating division. Kim served as Senior Vice President, External Relations, leading on issues and crisis management, environmental, social governance and global external stakeholder relations, and retired from General Mills in 2018. She brings substantial experience in the food and beverage industry, and specific insights into the US market. Kim holds an MBA from Columbia Business School and is a non-executive director for Colgate-Palmolive Company and Cummins Inc.

SYBELLA STANLEY**Independent Non-Executive Director and Chair of the Remuneration Committee****Aged 60**

A R N

Joined the Board in April 2016. Sybella is Director of Corporate Finance at RELX plc where she is responsible for global mergers and acquisitions. Sybella has extensive commercial and financial experience and brings a wealth of knowledge about the London investment community. Her long career in corporate finance and M&A is invaluable to the Board's consideration of strategic opportunities. Sybella originally qualified as a barrister and before joining RELX in 1997, she was a member of the M&A advisory team at Citigroup and later Barings. Sybella is a non-executive director of The Merchants Trust PLC and a co-chair of the Somerville College, Oxford Development Board.

WARREN TUCKER**Independent Non-Executive Director and Chair of the Audit Committee****Aged 59**

A R N

Joined the Board in November 2018. Warren has an MBA from INSEAD and is a chartered accountant who served as Executive Director and Chief Financial Officer on the Board of Cobham Plc for 10 years until 2013, where he co-led the company's organic and strategic growth. Prior to Cobham, Warren held senior finance roles at Cable & Wireless and British Airways. He has extensive experience in large multinational and business-to-business organisations across several geographies and industries. He also brings an understanding of the investment community and shareholder institutions. Warren was a non-executive director of Reckitt Benckiser Group plc for a decade until 2021. He is currently Chair of TT Electronics Plc.

→ Further information on the Directors is set out on pages 78 to 81 of the Annual Report 2022.

SHAREHOLDER INFORMATION**SHAREHOLDING ENQUIRIES****General enquiries**

Information on how to manage your shareholding 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).

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.

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

DIVIDEND PAYMENTS**Dividend reinvestment plan**

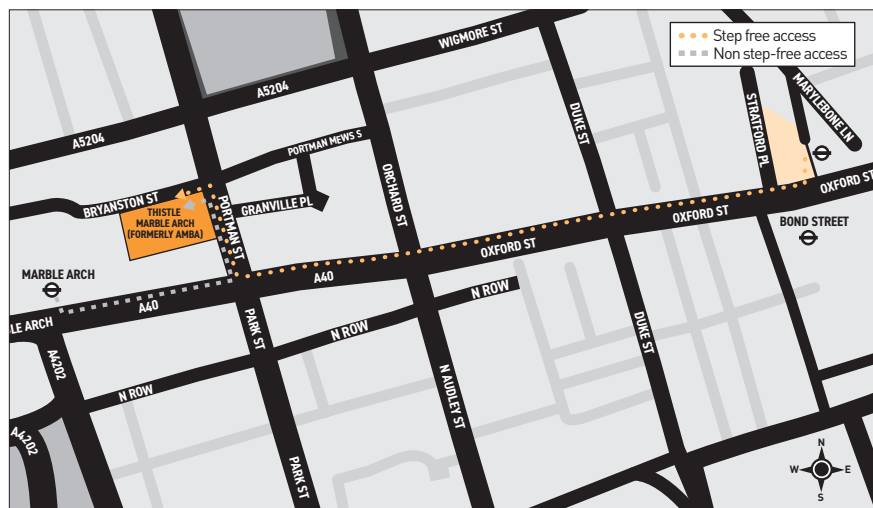
The Company operates a Dividend Reinvestment Plan (DRIP) which enables shareholders to use their cash dividend to buy additional shares in Tate & Lyle PLC. Further information can be obtained from Equiniti.

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.

NOTES FOR SHAREHOLDERS ATTENDING THE AGM



Place of meeting

Thistle London Marble Arch,
Bryanston Street, London, W1H 7EH

Date and time

Thursday 28 July 2022 at 10.30am

How to get there

By underground

The nearest tube station is Marble Arch (0.1 miles).

For step-free access, go to Bond Street tube station. On exiting the station, go west on Oxford Street towards Marble Arch. Cross the road and turn right on Portman Street. Follow the road and turn left at the first opportunity onto Bryanston Street. Thistle London Marble Arch is on your left.

By train

The nearest train stations are Marylebone (0.7 miles), Paddington (1 mile) and Victoria (1.6 miles).

By car

There is no car parking at Thistle London Marble Arch, however there are public car parks nearby.

For further information on how to get to Thistle London Marble Arch, please visit www.thistle.com/marble-arch.

REGISTRATION

Upon arrival, please go to the registration desks with your shareholder Admission Card. If you do not have an Admission Card, 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 Thistle London Marble Arch. 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 entitled shareholders and any proxy or corporate representative validly appointed by such shareholders may attend, speak and vote 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 RESULTS

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

SHAREHOLDERS WITH ADDITIONAL NEEDS

Audibility

An induction loop is available for shareholders with hearing difficulties.

Step-free access

There is a lift from street level to the floor of the AGM at Thistle London Marble Arch for any shareholders with mobility requirements. 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. If you submit a question in advance, you will still have the opportunity to ask questions in person at the AGM.

SCHEDULE

10.00am	Registration commences and tea and coffee with be available. You should allow 15 minutes for security and registration formalities.
10.00am	Auditorium doors open
10.30am	AGM commences