

Corporate Governance: Chair's introduction



Gerry Murphy
Chair



Board members were delighted to return to in-person visits to our sites around the world.

Introduction

When I wrote my introduction last year, we had just successfully completed the sale of a controlling stake in Primient to a long-term financial partner, KPS Capital Partners, LP.

With the completion of this transaction Tate & Lyle is now a growth-focused food and beverage solutions business. As a result, the Board's focus this year has been on the performance of the new Tate & Lyle and how it has adapted to the global economic challenges of high inflation, supply disruption and the war in Ukraine; how it is delivering its strategy as a growth-focused speciality food and beverage solutions business and how it plans to be a responsible, sustainable and profitable business over the longer term.

Last year saw the progressive unwinding of Covid-19 travel restrictions that limited the Board's ability to meet face-to-face with each other and with our people around the world. In January 2023, we were pleased to meet our fellow director, China-based John Cheung, in person for the first time since his appointment to the Board in January 2021.

Board members were also delighted to be able to return to in-person visits to our sites around the world. In September 2022, the Board visited our global innovation centre in Chicago and Board members also visited our sucralose plant in McIntosh, Alabama, US and our corn wet mill in Sagamore, Lafayette, Indiana, US. My fellow directors and I always appreciate the opportunity to visit our sites and meet with our people in their own workplaces, local communities and markets.

Our priorities during the year

Focusing on our future

During the year, the Board devoted time to look in depth at the organic drivers of our future growth including the markets in which we sell our products; the capabilities we are building in our sales and innovation teams; and the capital investment required to keep pace with the growth in demand for our products and the requirements of adapting our business to achieve our net zero target by 2050.

During the year, the company completed the acquisition of Quantum Hi-Tech (Guangdong) Biological Co., Ltd (Quantum), a leading dietary fibre business in China. This was an important acquisition for Tate & Lyle and fully aligned to our growth strategy. The Board receives regular updates about Quantum's performance and is pleased to see it integrating well into Tate & Lyle. John Cheung was able to join Andrew Taylor, our President, Asia, Middle East, Africa and Latin America, on a visit to Quantum and our Chinese stevia business, in Anji county in the Autumn of 2022 and to report, to the Board, his positive impressions of these two important businesses. Personally, I'm very much looking forward to joining Nick on a visit to Quantum and other sites in Asia in the coming months.

At our annual Board Strategy session in December 2022, we looked at some of the mega-trends which will influence the longer-term future of Tate & Lyle for example, the global need for accessible nutrition, the increasing transition to plant-based foods and the potential to further diversify the raw materials (crops) which Tate & Lyle uses to develop its ingredients and solutions.

In addition to these priorities, we also considered the usual subjects on the Board's calendar: financial performance; risk management; environmental, health and safety matters. Our annual Board effectiveness review was externally facilitated this year. Although it was less than three years since our last externally facilitated review, the Board considered that after a year of significant change in structure and the strategic focus of our business it was appropriate for the Board to seek external feedback into its effectiveness and readiness to supervise and support management as the company pursues its growth-focused strategy.

Attending to our relationships with stakeholders

Although the Board is not able to engage directly with all our stakeholders, we always try to consider every perspective in our discussions. Some of the Board's highlights this year include:

Chair's introduction continued**Our people**

My Board colleagues and I have been pleased to engage again in person with our people. In addition to our visit to the US as a Board in September 2022, many of my colleagues have made individual site visits and others have engaged virtually. For example, Warren Tucker (Chair of our Audit Committee) and Kim Nelson (member of the Audit Committee) both visited our Global Shared Services Centre in Łódź in Poland in the Autumn of 2022. Warren and Kim were able to thank the team for their support to the business and to recognise both their 10-year anniversary and the tremendous contribution the team is making in support of refugees from the Ukraine crisis. Kim Nelson visited our plant in Boleráz, Slovakia and Sybella Stanley visited our facility in Mold in the UK.

Patrícia Corsi hosted a virtual café in Portuguese for our colleagues in Latin America in August 2022. In the Spring of 2023, I co-hosted a number of virtual cafés with my Board colleagues, John Cheung, Sybella Stanley, Dr Isabelle Esser and Lars Frederiksen for staff in each of our four regions. I always enjoy these sessions. They give the Board the opportunity to thank our people directly for their contribution and to learn through their questions and comments what is on their minds.

Customers

The Board takes close interest in, and receives regular updates on, conversations Nick and his senior leadership team have had with customers and on the feedback they've received. This year, these reports have helped us to understand how well Tate & Lyle is managing the ongoing challenges of high inflation and the innovative ways in which our teams are working with our customers to develop solutions which enable them to provide healthier products for consumers.

Primient

The 2023 financial year was the first year of our relationship with Primient, our joint venture with KPS Capital Partners and an important supplier to Tate & Lyle. The Board takes a keen interest in the success of Primient as both companies work closely together through long-term agreements which provide supply and economic security for both businesses.

Shareholders

Board members enjoyed meeting again with shareholders at our AGM in July 2022. While our overseas Board members Kim Nelson and John Cheung were unable to travel, they did join us via video link.

A culture driven by our purpose

Our purpose of Transforming Lives through the Science of Food inspires all our people including the Board. During the year we were pleased to see how our purpose inspired our refreshed corporate brand including, at the heart of the brand, our new corporate narrative 'Science, Solutions, Society', the promise Tate & Lyle makes to its customers and other stakeholders. This narrative also guides the Board as it thinks about Tate & Lyle's business and how it discharges its governance obligations.

The safety of our people continues to be of significant focus for the Board. As in previous years, we received updates from Nick on health and safety performance at every Board meeting and had two in-depth sessions during the year on the continuing progress of our Journey to Environment, Health, Safety, Quality and Security Excellence (J2E) programme. We also held a detailed session on our sustainability strategy and programme, and our plans to reduce our carbon footprint.

Tamsin Vine, our Chief Human Resources Officer, regularly updates the Board on people issues. While Tate & Lyle has made good progress in recent years, equity, diversity and inclusion continues to be an area of focus for management and the Board alike.

Our ethics and compliance programme is fundamental to ensuring that we operate to the high standards we expect in all aspects of Tate & Lyle's business globally. Each year we review a report from our Head of Ethics and Compliance on the progress of our programme, and the number and nature of reports to our whistleblowing hotline. The Audit Committee also receives reports from the Head of Ethics and Compliance twice a year. We learnt that a higher number of reports were substantiated this year than in the prior year and that there was a greater mix of concerns with most reports coming from Asia followed by Latin America, potentially evidence of better integration of our compliance policies and procedures in those regions, which the Board found to be reassuring.

Our effectiveness as a board

As I mentioned, our Board effectiveness review was externally facilitated this year, with the facilitator attending a number of Board and Committee meetings and interviewing the directors, members of our executive team and members of management (who are regular attendees at our meetings). Interviews were also held with external advisors Deloitte (for the Remuneration Committee) and our external auditor EY (for the Audit Committee) to gain their views.

This year's review, which was rich in insights, showed that the Board and its Committees are operating well. The report prompted a lively discussion about the Board's priorities in the year ahead as described on page 87.

Our focus for the 2024 financial year

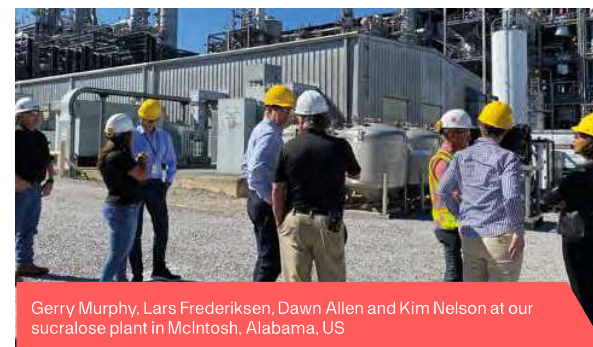
At our Capital Markets Event in February 2023, Nick set out the Group's growth-focused strategy and its five-year financial ambition to March 2028. Accordingly, during this year, the Board will concentrate on supporting Nick and his team to deliver on that strategy and ambition while also looking ahead to the challenges and opportunities over the longer term, particularly in the context of sustainability. As always, we will maintain our focus on people and culture, and succession and talent development.

Gerry Murphy

Chair



John Cheung with Andrew Taylor and leaders at Quantum Hi-Tech in Jiangmen, China



Gerry Murphy, Lars Frederiksen, Dawn Allen and Kim Nelson at our sucralose plant in McIntosh, Alabama, US

Our Governance Structure

Leadership

Our governance structure

The Group's primary decision-making body is the Board. It is accountable to shareholders for the Group's financial and operational performance, and is responsible for setting the strategy and ensuring that risk is managed effectively. The Board maintains a schedule of items which it is required to consider and approve. We review this schedule regularly and update it to reflect developments in corporate governance and emerging practice.

As shown in the diagram below, the Board has delegated certain responsibilities to a number of Committees. The Board retains overall accountability and the Committee Chairs are responsible for reporting back to the Board on the Committees' activities. Minutes of and papers for the Committees' meetings are made available to all the Directors on the web-based Board portal.



Our Governance Structure continued**Key responsibilities of the Board**

At the date of this Annual Report, the Board comprises the Chair, two executive directors and eight non-executive directors. Their responsibilities are summarised below. There is a clear division of responsibilities: the Chair leads the Board and the Chief Executive leads the business.

Chair

Responsible for the effective operation, leadership and governance of the Board

- Chairs Board meetings, Nominations Committee meetings and the Annual General Meeting
- Sets the Board agenda with the Chief Executive and Company Secretary
- Facilitates active engagement by all Directors
- Sets the style and tone of Board discussions
- Ensures the Directors receive accurate, timely and clear information

Chief Executive

Responsible for proposing strategy to the Board and delivering it

- Runs the business
- Communicates within the organisation the Board's expectation with regard to culture, values and behaviours
- Ensures the Board is aware of current business issues

Chief Financial Officer

Responsible for the Group's financial affairs

- Contributes to the management of the Group's business
- Supports the Chief Executive with the development and implementation of the strategy

Non-executive directors

Responsible for overseeing the delivery of the strategy within the risk appetite set by the Board

- Advise and constructively challenge the executive directors
- Scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance
- Perform their duties diligently and use best endeavours to promote, protect, develop and extend the business of the Group
- Devote time to develop and refresh knowledge and skills

Senior Independent Director

Responsible for ensuring that the Chair's performance is evaluated

- Acts as a sounding board for the Chair and supports him in the delivery of his objectives
- Serves as an intermediary with the Chair for other Directors if necessary
- Maintains a comprehensive understanding of the major views of shareholders and is available if shareholders have any concerns that they have been unable to resolve through the normal channels

Company Secretary

Responsible for maintaining the governance and listing rules compliance framework

- Supports the Chair, Chief Executive and Committee Chairs in setting agenda items for Board and Committee meetings
- Advises the Board on developments in corporate governance, legislation and regulation
- Assists the Chair and the Chief Executive in ensuring that the Directors are provided with relevant information in a timely manner
- Organises inductions for new Directors and ongoing training for all Directors

Board activity during the year ended 31 March 2023

The Board holds six scheduled meetings each year and a meeting to discuss strategy. This year's meetings were mainly held in person with one or two Board members who were not able to travel occasionally attending via video conference. The Board continues to hold some meetings via video conference.

Strategy

- Undertook a review of the Sweet Green Fields (stevia) acquisition, its business performance and integration and any lessons to be learnt for future acquisitions
- Reviewed progress against the strategic priorities for our Asia, Middle East, Africa and Latin America region, including progress with the integration of the acquired Quantum business
- Held a Board meeting at the Global Innovation Centre in Hoffman Estates, Illinois, US, hearing from the commercial and R&D teams about their strategic priorities particularly for the North American market
- Reviewed the Group's five-year strategic plan
- Held a Board Strategy Day which included a review of the macro-trends likely to fuel Tate & Lyle's growth beyond the next five years
- Considered the Group's strategy for organic and M&A growth opportunities

Financial

- Following the completion of the sale of a controlling stake in Primient on 1 April 2022, approved the payment of a special dividend and share consolidation
- Approved the recommendation to shareholders at the 2022 AGM to reduce the Company's share capital through the cancellation and repayment of the 6½ per cent. cumulative preference shares

Operational/commercial

- Received regular progress updates on the Group's Environment, Health, Safety, Quality and Security performance
- Considered progress against the priorities established by the Global Operations leadership team in July 2021 and its new priorities following the creation of the Primient joint venture
- Board members visited our Sucralose plant at McIntosh, Alabama, US and our corn wet mill at Sagamore, Lafayette, Indiana, US
- Learnt about the initiatives within the commercial and innovation functions to accelerate our solutions offering to customers, including by developing new ways of working with them
- Held a deep dive review of the Group's digital strategy
- Reviewed progress on our long-term purpose targets, including our sustainability targets for 2030 and our pathway towards net zero by 2050

Leadership and employees

- Endorsed the Chief Executive's appointment of Tamsin Vine to the Executive Committee
- Reviewed the Group's people agenda including equity, diversity and inclusion, talent management and bench strength within the organisation
- Considered the impact of the Covid-19 pandemic on the health and wellbeing of our employees, particularly in China

Internal Control and Risk Management

- Considered and agreed the Group's risk appetite and principal risks
- Assessed the effectiveness of our internal controls and risk management systems
- Agreed the Viability Statement as disclosed in the Annual Report 2022
- Approved the adoption of a going concern basis of accounting in preparing the half- and full-year results
- Agreed the Modern Slavery Act statement, available on the Company's website

Governance and stakeholders

- Considered the output and recommendations from the Board effectiveness review
- Discussed feedback from institutional shareholders and analysts
- Reviewed and commented on the materials for the Capital Markets Event held in February 2023
- Reviewed and approved the Directors' register of interests

Board activity continued**Directors' attendance at Board and Committee meetings during the financial year**

| Name | Board | Audit Committee | Remuneration Committee | Nominations Committee |
|--------------------------------|-------|------------------|------------------------|-----------------------|
| Dr Gerry Murphy | 7/7 | 5/5 ¹ | 5/5 ¹ | 3/3 |
| Nick Hampton | 7/7 | 5/5 ¹ | 5/5 ¹ | 3/3 ¹ |
| Dawn Allen | 7/7 | 5/5 | n/a | n/a |
| John Cheung | 7/7 | 5/5 | n/a | 3/3 |
| Patricia Corsi | 6/7 | n/a | 5/5 | 3/3 |
| Dr Isabelle Esser ² | 6/6 | n/a | 3/3 | 3/3 |
| Paul Forman | 7/7 | 5/5 | n/a | 3/3 |
| Lars Frederiksen | 7/7 | n/a | 5/5 | 3/3 |
| Kim Nelson | 7/7 | 5/5 | n/a | 3/3 |
| Sybella Stanley | 7/7 | 4/5 | 5/5 | 3/3 |
| Warren Tucker | 7/7 | 5/5 | 5/5 | 3/3 |

¹ Although not a Committee member, attended the Committee meetings by invitation.

² Appointed to the Board as a non-executive director with effect from 1 June 2022.

Board effectiveness review

This year's evaluation of the Board and its Committees was undertaken by an independent Board consultant, Milena Djurdjevic of CalibroConsult. Ms Djurdjevic interviewed members of the Board, the executive team, members of management who routinely engage with the Board, the external advisor to the Remuneration Committee and the Company's auditor. Ms Djurdjevic also attended a number of Board and Committee meetings to observe meeting dynamics. She sought input on a range of matters including: composition; Board and Committee dynamics, engagement with management; effective oversight of matters within remit, including risk; and quality of papers and presentations. The review concluded that the Board and its Committees are effective and benchmark well against other companies of a similar size and scale. The report identified areas for ongoing or increased focus in the 2024 financial year. Please see pages 98, 100 and 106 for information about the effectiveness evaluations of each of the Committees and of individual Directors conducted this year. CalibroConsult does not provide any other services to the Group.

2023 Board effectiveness review

| Areas for focus | Action |
|--|---|
| Continuing to focus on mergers and acquisitions (M&A) | The Board and the management team will continue to review M&A opportunities and to monitor the integration of recent acquisitions including Quantum. |
| Organic growth and innovation | Revisit Board agendas to ensure that the Board can add value by focusing on the key strategic pillars for future success. Ensure that the Board has a common understanding and appreciation of the digital opportunity for Tate & Lyle. |
| Building our understanding of customers and consumers | The Board will continue to welcome opportunities to gain a greater understanding of customers, consumers and market trends and how Tate & Lyle can be the solutions partner of choice for our customers. |
| Board succession planning, and talent development throughout the organisation | The Nominations Committee will focus on succession planning for those non-executive directors who are due to retire from the Board in the near term. The Board will also consider long-term executive succession planning and how we ensure that the Group's talent strategy reflects its future needs. |
| Culture, equity, diversity and inclusion | The Board will continue to monitor the culture of the organisation with a particular focus on our progress towards greater equity, diversity and inclusion within our business. |

Stakeholder engagement

At Tate & Lyle we engage with a wide range of stakeholders, all of whom are essential in enabling us to do business across the world.

The table below describes our key stakeholders and summarises the engagement that has been undertaken across the business, including by the Board, during the year. In addition, the Board's engagement with our workforce is set out from page 90. How the Board understands the interests of stakeholders, and how the Board considers stakeholders' interests in decision making, including examples of principal decisions made in the financial year and our section 172(1) statement, are summarised on page 93.

Stakeholder engagement

| | Why they matter | Engagement activities | Outcomes/impact |
|---------------------|--|--|---|
| Shareholders | Our shareholders are investors in and owners of our business, providing the capital we need to invest in and grow the business. | Engagement takes various forms throughout the year by executive directors; our Chair; and our Investor Relations team. A highlight of the year was the Capital Markets Event in February 2023 which reached over 370 investors and analysts. For more information, see pages 91 and 92. | <p>Our engagement activities provide opportunities for management and the Board to communicate our strategy and performance, and to listen and understand shareholders' views and concerns.</p> <p>The Capital Markets Event enabled us to share an overview of our purpose, strategy, science and solutions capabilities and five-year financial ambition to 31 March 2028 with financial analysts and investors. Feedback from the event has been positive. The Board received details of this feedback, and further events to build on this progress are being planned.</p> |
| Customers | As a business-to-business company, all the ingredients we make are sold to our customers. Listening to our customers helps us to better understand their needs and provide the products and services they want. | We maintain close relationships with our customers at all levels of their organisation, from the Chief Executive to R&D, to Sales and Marketing. We are a growth partner for many of our customers. | <p>Our ingredients help our customers meet growing consumer demand for food and drink which is lower in sugar, calories and fat, and with added fibre and protein which also taste great.</p> <p>Customer insight and market understanding plays an important part in our decision-making process, for example, in areas such as new product development and capacity expansions.</p> <p>During the year, we launched a targeted programme to develop new ways of working with our customers to build stronger solutions-based partnerships. We continued to invest in strengthening our solutions capabilities in areas like sensory, nutrition and regulatory to support our customers.</p> |
| Employees | Everyone at Tate & Lyle plays a role in driving our success by partnering with each other in an agile way to deliver a consistently great service for our customers, to ensure our plants run safely and efficiently, and that new products are created that provide solutions to address our customers' and consumers' needs. | We listen to our employees to gain their insight and feedback through a range of channels such as team meetings, townhalls and pulse surveys. This feedback helps us to take actions and establish programmes which develop and stretch our employees and helps them both deliver our strategy and fulfil their personal goals. Details of the Board's engagement with employees are set out from page 90. | Having the right culture is central to our success. People are at their best when they feel they are contributing to the Group and are fully engaged and happy in their work. We continued to operate a number of programmes to keep our people safe, well connected and productive. The Board maintains a focus on equity, diversity and inclusion and despite the return to in-person meetings with colleagues, Board members continue to host on-line virtual meetings to reach as wide an employee audience as possible. See pages 42 to 49 for more details on our people and how we engage with them. |

Stakeholder engagement continued

Stakeholder engagement continued

| | Why they matter | Engagement activities | Outcomes/impact |
|--------------------|--|---|---|
| Suppliers | We cannot conduct or grow our business without the products, expertise, advice and support of our suppliers. | We have a dedicated procurement function, based around the world, which engages with our suppliers to optimise the way we work with them. We build relationships globally, regionally and locally with our suppliers to better understand the markets where we source. | By leveraging third-party supplier relationships we are able to be more agile and meet ever-changing customer demands. This also limits our supply risk across an increasingly complex global supply network. |
| Communities | It's where our employees and their families live and where we recruit many of the people who work for us. It's also important that, as a significant local employer in some locations, we support the local community not only through employee involvement but as a responsible and sustainable local manufacturer. | Our community involvement programme is centred around three main areas: health, hunger and education, with a particular emphasis on supporting children and young adults. We support projects in our local communities based on these three areas. | Through a range of programmes supporting health, wellbeing and education across the world, we help improve the lives of thousands of people in our local communities. See pages 48 and 49 for more details. Through our partnership with food banks across the world, we have donated 3.6 million nutritious meals to people in need in our local communities since 2020. We also support seven charities working in Łódź, Poland and Boleráz, Slovakia helping refugees fleeing the conflict in Ukraine. In December 2022, we published our third Purpose Report, explaining what our purpose is and setting out our progress on delivering our long-term purpose targets and commitments. |
| Regulators | Before our new ingredients can be incorporated into our customers' products they must be approved by regulatory authorities. | We have a dedicated team of regulatory experts, based around the world, who actively engage with regulators to provide evidence of, and answer enquiries about, the safety and quality of our ingredients. | By helping regulators understand our ingredients we speed up the process of regulatory approval. |
| Governments | Government policies on trade, safety and product quality, transport, tax and inward investment, among others, all have an impact on how we do business. | We meet periodically with federal, state and local officials in countries where we have significant operations. We are also members of major trade associations in our key markets, such as the Corn Refiners Association in the US. | Government policies and legislation, in areas such as trade and tax, can have an impact on our ability to operate competitively, and sell and transport our products around the world. At a more local level, permits are needed to operate or expand our production facilities. |

Stakeholder engagement continued

People and culture

Engaging with our people

In 2019, the Board considered the 2018 UK Corporate Governance Code requirements on workforce engagement. The Board concluded that each Director should be active in engaging with our people in order to gather their views and to understand the culture within the Group. The Board decided not to introduce any of the three methods suggested in the Code but to develop an approach which built on the mechanisms and practices which we already had in place, in particular the non-executive director site visit programme. The methods of engagement are set out below.

Board members were able to return to a programme of individual site visits during the 2023 financial year and to make an overseas visit to the US as a Board.

It is the practice at each Board meeting for the Chair and the non-executive directors to brief the Board on their interactions with, and impressions of, our people, our sites and our culture. The Board

believes that these methods of engagement have enabled them to learn the views of a wide cross-section of the workforce and to understand how our strategy, purpose and priorities are being received, understood and applied across Tate & Lyle.

During the Covid-19 pandemic, while prevented from visiting our sites, Board members actively participated in a range of virtual meetings with employees. These meetings proved so successful that the Board has maintained them and undertook a number during the year, as described below, among other engagement activities.

At Tate & Lyle we consider our workforce to include employees, contractors (in post for three months or more), representatives in countries where we do not have employees and contingent labour. We do not include temporary contract labour (of less than three months), service provision workers, outsourced contract consultants and staff at our joint ventures.



Regional virtual cafés with the Chair and Board members

In the Spring of 2023, our Board Chair, Dr Gerry Murphy, hosted a series of virtual cafés in each of our regions with fellow directors. Here, Gerry Murphy and Sybella Stanley are joined by Murat Orhon, SVP & General Manager, Europe and over 200 colleagues from our sites in the Europe, Türkiye, Middle East and Africa region.

Engagement activities

| | |
|--|--|
| Reaching the wider workforce | In the Spring of 2023, our Board Chair, Dr Gerry Murphy, hosted a series of virtual cafés in each of our regions with fellow directors, John Cheung (for Asia Pacific), Sybella Stanley (for Europe and Türkiye, Middle East and Africa), Lars Frederiksen (for North America) and Dr Isabelle Esser (for Latin America). These cafés were well attended across all our sites. When the Board visited the US in September 2022, they held townhall meetings at our sites in: Hoffman Estates, Illinois; Sagamore, Lafayette, Indiana; and McIntosh, Alabama. |
| Engagement in Latin America | Patrícia Corsi hosted a virtual café in Portuguese with employees in Latin America. |
| Supporting Employee Resource Groups | Kim Nelson continued to provide support to the Black Employee Network, and to IGNITE, the network for Tate & Lyle women and their allies, through a number of fireside chats marking Black History Month and International Women's Day. |
| Recognising our Global Shared Services team | In October 2022, Chair of the Audit Committee, Warren Tucker and Audit Committee member, Kim Nelson visited our Global Shared Services team in Łódź in Poland. The visit allowed them to celebrate in person the 10th anniversary of the team in 2021 and to recognise their valuable work in support of the business. |
| Employee surveys and engagement initiatives | The Chief Executive and the Chief Human Resources Officer regularly report to the Board on the outcome of employee surveys and other engagement initiatives. The quarterly business performance dashboard which is shared with the Board contains information on the number of open roles, regrettable resignations and gender diversity throughout the workforce. |
| CEO Newsletter, 'virtual cafés' and on-site townhalls | Nick Hampton and Executive Committee members share a business update with the workforce via email every two weeks. Nick also holds regular virtual cafés, sometimes with other members of the Executive Committee. Between April 2022 and March 2023, Nick held two virtual cafés with each of our four regions. During the course of the year, Nick and Dawn held townhalls with staff at our sites in McIntosh, Sycamore, Sagamore, Boleráz, Hoffman Estates, Łódź, São Paulo, Santiago, Mexico City and Lübeck. These activities provide our broader employee population with an opportunity to connect with the executive directors. |

Stakeholder engagement continued

I enjoyed my visit immensely and was glad to understand in more detail the vision, operations and technical excellence of an important part of the stabilisation and functional systems business, and the pride in the facility from everyone was palpable.

Sybella Stanley

non-executive director on her visit in March 2023 to our blending facility in Mold, UK

Investing in and rewarding our people

The Remuneration Committee considers remuneration arrangements for our global workforce. The Group's remuneration strategy is to provide competitive packages that enable the Group to recruit, retain and motivate high-calibre individuals in the markets where we operate, so that we can deliver consistently strong operational performance and financial results. For more information, see our Directors' Remuneration Report from page 106.

Assessing and monitoring culture

As described in the Chair's introduction to corporate governance on pages 82 and 83, the Board has multiple touchpoints throughout the year which provide opportunities for gauging and monitoring the culture at Tate & Lyle and how it aligns with our purpose and values. These touchpoints include individual Board member engagement activities and management reports to the Board and its Committees on a range of topics including: environment, health and safety performance; results of employee engagement surveys; equity, diversity and inclusion statistics and analysis; reports to the whistleblowing hotline; reports from the Head of Group Audit and Assurance; and reviews of workforce policies and practices. On those occasions where the Board is not satisfied that policy, practices or behaviours are aligned with the Company's purpose, values and strategy, it seeks assurance from management that: (i) it has thoroughly understood the extent of and the reasons for the issue; (ii) it has considered whether the issue concerned could have implications across the wider Group; (iii) corrective action has been taken to address the issue; and (iv) any lessons which might be learnt are identified and communicated across the Group.

Ethics and whistleblowing programme

Speak Up, the Group's whistleblowing programme, has been in place for a number of years in all operations controlled by the Group. This programme, which is monitored by the Board, is designed to enable employees, contractors, customers, suppliers and other stakeholders to raise concerns confidentially about conduct they consider contrary to the Group's values. It may include, for example, unsafe or unethical practices, or criminal offences.

The Speak Up programme provides a number of ways to raise concerns including a telephone reporting line, email and a web-based reporting facility. These multilingual communication channels are operated by independent service providers who submit reports to the Speak Up Committee for investigation as necessary. For more information about Speak Up, see page 45.

Reports received during the year were kept strictly confidential and the concerns identified were referred to appropriate managers within the Group for resolution. Where appropriate, action was taken to address the issues raised. The reports were analysed and monitored to ensure the process continued to be effective. The Board received an analysis of all reports submitted via the Speak Up programme during the year. The Head of Ethics and Compliance reports to the Audit Committee twice a year on the ethics and compliance programme and its activities.

Engagement with investor community

Investors are an essential stakeholder for any listed company. At Tate & Lyle, as well as our institutional investors and debt investors, we have a significant number of retail shareholders, including many employees and retired employees, who have a personal interest in the ongoing success of the Company.

Our Investor Relations programme has two objectives. It aims to help existing and potential investors understand Tate & Lyle, and to ensure that Directors understand the views of our major investors through regular feedback. All Directors receive periodic updates on investor communication activities, including at every Board meeting.

We are guided in our approach by our purpose. We published our annual Purpose Report in December 2022, which set out progress on our purpose targets and commitments to 2030. This report is available on our website at www.tateandlyle.com/purpose.

Institutional investors

The Chief Executive, Chief Financial Officer and our VP, Investor Relations, maintain a programme of meetings with institutional investors from the UK, Europe and North America. Our key meetings take place after our full-year and half-year results, but we also meet investors regularly outside the results cycle. These meetings are often face-to-face but we also use video conferencing technologies to maximise engagement opportunities. Many of these meetings are arranged direct, but we also take part in investor conferences arranged by sell-side institutions. Other members of the senior management team occasionally participate in these conferences where possible, giving investors the opportunity to appreciate the breadth and depth of the executive team.

As well as the full-year and half-year results presentations to investors and analysts, we host conference calls after trading updates are issued. The audio recordings of these calls are made available on our website for a short period after each event. The Chief Financial Officer and VP, Investor Relations, also meet regularly with analysts.

In addition to our regular programme, in February 2023 we hosted a Capital Markets Event for analysts and investors. The videos from this event are available on our website, and more than 370 individuals have viewed them so far. Since the event, we have seen a significant increase in investor demand for meetings.

Feedback

Our corporate brokers regularly seek investors' feedback following key announcements and investor meetings. A summary of feedback is communicated to all Directors. Our advisors also give us updates on best practice in investor relations, which we seek to reflect in our programme. Recent recommendations include suggestions to support our efforts to build a broader shareholder base in continental Europe and North America and expanding time dedicated to the communication of environmental, social and governance (ESG) matters, an area growing significantly in importance to the whole investment community.

Stakeholder engagement continued**Other capital providers**

The Chief Financial Officer, Group Treasurer and VP, Investor Relations meet periodically with our committed lending banks, debt investors and ratings agencies (Standard & Poor's and Moody's).

Private (retail) shareholders

We encourage private shareholders to talk to our Company Secretary who will then share their views with the Board. We also include a questions card with the AGM documentation we send to shareholders so that those who cannot come to the meeting can have their questions answered.

Annual General Meeting

The AGM gives all shareholders the opportunity to ask questions of the Board, including about this Annual Report. In 2022, we were once again pleased to invite shareholders to attend an in-person event.

We look forward to meeting shareholders at our AGM in July. The details of the 2023 AGM are set out in the Notice of AGM. Votes received in respect of each resolution put to the AGM, together with the number of abstentions, are announced through a regulatory information service and published on the Company's website. Shareholders can choose to receive shareholder documentation, including the Annual Report, electronically or in paper format, and may submit proxy votes and any questions either electronically or by post.

Engaging with shareholders**Investor calendar**

Set out below is a summary of our major investor activity during the year:

| April 2022 | June 2022 | July 2022 | September 2022 | November 2022 | December 2022 | January 2023 | February 2023 | March 2023 |
|--|---|--|--|---|--|--|--|--|
| <ul style="list-style-type: none"> Information circular published along with the notice of the General Meeting to approve the special dividend and associated share consolidation | <ul style="list-style-type: none"> Full-year results issued UK investor roadshow meetings – by video and in person US investor roadshow meetings – by video Annual Report published | <ul style="list-style-type: none"> US investor roadshow meetings – by video Annual General Meeting | <ul style="list-style-type: none"> Investor conferences in the US – in person | <ul style="list-style-type: none"> Half-year results issued UK investor roadshow meetings – by video and in person US investor roadshow meetings – by video Investor conference in France – in person Investor conference in Ireland – in person | <ul style="list-style-type: none"> Investor conference in the UK – by video US investor roadshow meetings – by video Purpose Report published | <ul style="list-style-type: none"> Trading statement issued | <ul style="list-style-type: none"> Capital Markets Event Investor dinner in the UK | <ul style="list-style-type: none"> Investor conferences in the UK – in person |

Section 172(1) statement

Section 172 of the Companies Act 2006 requires a director of a company to act in the way he or she considers, in good faith, would most likely promote the success of the company for the benefit of its members as a whole. In doing this, section 172 requires a director to have regard, among other matters, to the:

- likely consequences of any decisions in the long term;
- interests of the company's employees;
- need to foster the company's business relationships with suppliers, customers and others;
- impact of the company's operations on the community and environment;
- desirability of the company maintaining a reputation for high standards of business conduct; and
- need to act fairly as between members of the company.

In discharging our section 172 duties we have regard to the factors set out above. We also have regard to other factors which we consider relevant to the decision being made. Those factors, for example, include the interests and views of our pensioners. We acknowledge that every decision we make will not necessarily result in a positive outcome for all our stakeholders. By considering the Company's purpose and values together with its strategic priorities, and having a process in place for decision making, we do, however, aim to make sure that our decisions are consistent and predictable.

For details on how our Board operates and the way in which we reach decisions, including the matters we discussed and debated during the year, the key stakeholder considerations that were central to those discussions and the way in which we have had regard to the need to foster the Company's business relationship with customers, suppliers and other stakeholders, please see the Chair's introduction to corporate governance from page 82, our corporate governance structure from page 84, Board activities on page 86, and stakeholder engagement from page 88.

We set out below some examples of how the Directors have had regard to the matters set out in section 172(1)(a)–(f) when discharging our section 172 duty and the effect of that on decisions taken by them.

Annual strategy review

Each year the Board carries out a review of the Group's strategy, in addition to reviews of the business and enabling units throughout the year. In 2022, at the Board's annual strategy day, directors spent time considering the global mega-trends which could provide opportunities for Tate & Lyle over the longer term, that is five years and beyond. The Board also undertook a deep dive into the current and future potential impacts of climate change with the Institute for Sustainability Leadership at the University of Cambridge. These discussions focused on the long-term interests of the Company, the interests of shareholders, employees, customers and the impact of the Company's operations on the community and environment.

Dividend

The Board recognises the importance of dividends to shareholders and maintains a progressive dividend policy, in the context of its growth-focused strategy, and aims to increase earnings cover over time. As previously described, following payment of the special dividend of £497 million and the associated share consolidation which took place in May 2022, dividends have been rebased to reflect the earnings base of the re-focused Tate & Lyle. The Board approved an interim dividend for the six months to 30 September of 5.4p per share, and according to the rebasing this represented a 40% reduction from the prior year's interim dividend. Total dividends paid to shareholders in the 2023 financial year were £570 million.

As well as the cash dividend option, shareholders are also offered a Dividend Reinvestment Plan alternative.

Responding to the Covid-19 pandemic

During the year, the Board continued to monitor and engage in management's response to the Covid-19 pandemic, particularly for colleagues in China where restrictions remained in place until the end of the 2022 calendar year.

Responding to the war in Ukraine

The war in Ukraine impacted both our business and our employees in Europe, particularly in Poland and Slovakia, who experienced the resulting refugee crisis. For the business, the Board received regular reports from the executive management team about how they were managing impacts such as significant supply chain disruption and rapidly increasing energy costs.

To support charities working in Łódź, Poland and Boleráz, Slovakia, cities where we have operations and which saw an influx of refugees from Ukraine, we set up a global employee matching scheme. Under this scheme, for every pound, dollar or euro donated by an employee, Tate & Lyle doubled the amount and used that money to support local charities in Łódź and Boleráz as well as the British Red Cross.

Responding to the cost-of-living crisis

Donating to food banks has been a part of our community programme for many years. With the cost-of-living crisis we saw demand at food banks increase significantly so we increased our support too. We donated over 600,000 meals in the year taking the total meals donated since 2020 to 3.6 million.

Section 172(1) statement continued**Acquisitions**

In June 2022, we announced that we had completed the acquisition of Quantum Hi-Tech (Guangdong) Biological Co., Ltd (Quantum), a leading dietary fibre business in China. Since the acquisition, the Board has taken an active interest in progress towards integrating Quantum into Tate & Lyle to ensure that it operates within our framework of standards and controls and in accordance with our values and purpose for the benefit of all our stakeholders. In the Autumn, non-executive director John Cheung was able to visit Quantum in person and to meet the leadership team and other colleagues. The Quantum team also joined the Chair's virtual café for the Asia region and was able to engage directly with Dr Murphy.

The Board continues to monitor the integration of previous acquisitions in Asia; Chaodee Modified Starch (tapioca) in Thailand and Sweet Green Fields (stevia) in China.

Sustainability

The Board recognises the need for businesses to play their part in reducing global greenhouse gas emissions for the benefit of all our stakeholders. That is why the Board is fully supportive of the Group's sustainability targets and commitments for 2030 aimed at reducing our environmental impact; and was particularly pleased that we were able to eliminate the use of coal in all our operations across the globe in 2021. The Board also fully supports the Company's commitment to reach net zero by 2050. The Board receives regular updates on progress towards our sustainability targets and commitments and considers proposals for capital expenditure at our plants in the context of sustainability among other factors.

Equity, diversity and inclusion

The Board of Tate & Lyle recognises the importance of equity, diversity and inclusion to all its stakeholders and for the success of the Tate & Lyle business.

That is why in December 2021, Tate & Lyle announced a new strategy for equity, diversity and inclusion consisting of four pillars – systems, talent, culture and society and a set of ambitious targets and commitments spanning each of these pillars to 2030 (see page 47). The Board monitors our progress against these targets and commitments and is pleased to see good progress.

Our governance structure

How we have applied the principles of the Corporate Governance Code

Compliance with the 2018 UK Corporate Governance Code: For the year ended 31 March 2023, we are pleased to report that we have applied the principles and complied with the provisions of the Code. The Code can be found at www.frc.org.uk.

1. Board leadership and purpose

A. The role of the Board:

Our Board comprises a diverse group of skilled and experienced individuals as described in their biographies on pages 78 to 80. Working within the governance structure set out on page 84 and through a programme of regular meetings with agendas which focus on financial performance, strategic initiatives, sustainability, risk management, our people and our priorities, together with an annual strategy day, the Board promotes the long-term sustainable success of the Company through the decisions it takes about the products, customers, markets and geographies in which the Group operates and invests. The Board maintains a dividend policy to share the value generated by these operations with shareholders. Tate & Lyle's products, many of which also support health and wellbeing, and our sustainability strategy contribute to the wider society.

➔ **For more information about the Group's strategy, see the Strategic Report from page 8.**

B. Purpose, values and culture:

The Board fully endorses Tate & Lyle's purpose of Transforming Lives through the Science of Food. This purpose informs our strategy, our values and our culture and inspires our people. The Board reviews workforce culture and employee engagement through a series of touchpoints throughout the year. The Audit Committee receives quarterly updates from our Group Audit and Assurance function as well as regular updates from our Head of Ethics and Compliance. These updates include the results of internal audits and whistleblowing and provide insights into the culture of the Group and individual areas of the business. The Committee reviewed steps taken by management to address any areas of concern and to ensure follow-up actions were taken.

➔ **For more information about: our purpose see page 14; workforce engagement see page 90; Board oversight of culture see page 91; and the work of the Audit Committee see page 100.**

C. Resources and controls:

The Board ensures that the necessary resources are in place for the Group to meet its objectives and measure performance against them. The Group has established an executive Risk Committee and operates a three lines of defence model which provides a framework for establishing a range of internal controls and managing risk.

Conflicts of interest:

The Board has a formal system in place for Directors to declare a conflict, or potential conflict of interest. A statement of Directors' interests in Company shares is set out on page 122.

➔ **For more information see the Risk Report from page 67 and the Audit Committee Report from page 100.**

D. Shareholder and stakeholder engagement:

The Board maintains regular engagement, whether directly or indirectly, via feedback from the Chief Executive and other members of management, with shareholders as well as a range of key stakeholders.

➔ **For more information on our engagement with shareholders see the Chair's introduction to corporate governance from page 82, the shareholder engagement section on pages 91 and 92 and the Remuneration Committee Chair's introduction to the Directors' Remuneration Report on page 106.**

➔ **For information on our approach to stakeholder engagement see from page 88. Our section 172(1) statement is set out from page 93.**

E. Workforce policies and practices:

Our Code of Ethics sets out our values and the standards of behaviour we expect from everyone at Tate & Lyle and those who work with us. We encourage people to report any breaches of the Code through our Speak Up (whistleblowing) programme which is available to all our workforce and to third parties. The Board is given access to the Code training undertaken by our people and reviews the operation of and reports from the Speak Up programme.

➔ **For more information about this and our approach to ethics and compliance generally, see page 45.**

Our governance structure continued

| 2. Division of responsibilities | | |
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| <p>F. The role of the Chair: Dr Gerry Murphy, our non-executive Chair, leads the Board and facilitates constructive and open dialogue and debate between the Board and management. Under his leadership the Board is responsible for its overall effectiveness in directing the Company and, every year, the Board conducts a review of its own effectiveness and those of its Committees. The Chair reviews the performance of individual non-executive directors and the Senior Independent Director leads a review of the Chair. The Nominations Committee reviews the performance of the executive directors.</p> <p>→ For information about the outcome of the Board's effectiveness review this year see page 87 and the Nominations Committee Report from page 98.</p> <p>G. Board composition and division of responsibilities: The Board comprises ten Directors in addition to the Chair: two executive directors (Chief Executive, Nick Hampton and Chief Financial Officer, Dawn Allen) and eight independent non-executive directors, one of whom is the Senior Independent Director. None of the Directors has served on the Board for more than nine years. The Board considers all the non-executive directors to be independent. The Chair was deemed independent on appointment.</p> <p>→ Membership of the Board and information about individual Directors is set out from page 78. The responsibilities of the executive and non-executive directors are described on page 85.</p> | <p>H. Role of the non-executive directors: The role of the non-executive directors is to provide constructive challenge and strategic guidance, offer specialist advice and hold management to account. Before every Board meeting the Chair holds a pre-meeting without the executive directors present to gather the views of the non-executive directors on the papers submitted and the topics to be discussed. At the conclusion of each Board meeting, the Chair holds another meeting without the executive directors present to consider and discuss any matters that have arisen during the meeting. The Chairs of the Audit and Remuneration Committees also hold meetings without the executive directors present at each Committee meeting.</p> <p>Time commitment: in accepting their appointment to the Board of Tate & Lyle, non-executive directors confirm that they are able to allocate sufficient time to discharge their duties effectively. Each year the Nominations Committee reviews the time commitments of the non-executive directors, which indicates that in a typical year, non-executive directors spend between 30 and 46 days on business relating to Tate & Lyle, with the Chairs of the Audit and Remuneration Committees spending the most time.</p> | <p>The Board Chair typically spends two days a week on Tate & Lyle business. In 2019, the Board agreed a framework for determining the number of public company directorships directors can undertake in addition to their appointment at Tate & Lyle in order to ensure that they do not become over-committed.</p> <p>→ The significant commitments of each of the Directors are included in the Board biographies from page 78. For more information, see meeting attendance in the 2023 financial year on page 87.</p> <p>I. Ensuring the board functions effectively and efficiently: The Company Secretary works with the Board Chair, the Chairs of the Committees, the Chief Executive and other members of management to ensure that the Board has the policies, processes, information, time and resources it needs in order to function effectively and efficiently. All Directors have access to the advice of the Company Secretary who is responsible for advising the Board on all governance matters. Directors also have access to the advice of the Executive Vice President, General Counsel, as well as independent professional advice at the expense of the Company.</p> |
| 3. Composition, succession and evaluation | | |
| <p>J. Succession planning for the Board: The Nominations Committee (which comprises all the non-executive directors and the Chair) is responsible for succession planning for, and recommending candidates for appointment to, the Board and certain senior management positions. It applies a formal, rigorous and transparent process focused on finding candidates who can support the strategic priorities of the business while also representing the diversity of our global workforce and customer base. The UK Corporate Governance Code provides that all Directors should seek re-election on an annual basis and all Directors, with the exception of Paul Forman who is in his ninth year as a non-executive director, will seek re-election at the forthcoming AGM.</p> | <p>→ For more information about the work of the Nominations Committee and the Board's policy on diversity and inclusion, see the Nominations Committee Report from page 98.</p> <p>K. Skills, experience and knowledge of the Board: The Nominations Committee ensures that the Board and its Committees have a combination of skills, experience and knowledge necessary to discharge their oversight roles and to support the management team in the execution of the Company's strategy.</p> <p>→ For more information on the Board's skills and experience, see page 78 to 80 and the Nominations Committee Report from page 98.</p> | <p>L. Board evaluation: In the 2023 financial year, the Board undertook an externally facilitated review, in line with the UK Corporate Governance Code guidance.</p> <p>→ For more information, see the Board evaluation on page 87.</p> |

Our governance structure continued

| 4. Audit, risk and internal control | | |
|---|---|--|
| <p>M. Ensuring the independence and effectiveness of internal and external audit: The Audit Committee is responsible for reporting to the Board on a range of matters concerning audit, risk and internal controls. In particular, the Audit Committee reviews and monitors the independence and performance of the internal audit function, Group Audit and Assurance, and the external auditor, EY. The Audit Committee has established and monitors a policy for non-audit work which EY is permitted to conduct.</p> <p>→ For further information about the role and work of the Audit Committee, external audit and Group Audit and Assurance, see from page 100.</p> | <p>N. Fair, balanced and understandable assessment: The Audit Committee reviews the financial statements set out in the Group's annual and half-year results and reports its findings and recommendations to the Board. The Board, as a whole, considers the recommendations of the Audit Committee, the representations made by management and the views of the internal and external auditor in order to satisfy itself of the integrity of the narrative and financial statements and to determine whether the financial and narrative statements when taken together present a fair, balanced and understandable assessment of the Company's position and prospects.</p> <p>→ For further information, see the Audit Committee Report from page 100 and the 'fair, balanced and understandable' statement on page 105.</p> | <p>O. Risk management and internal controls: The Audit Committee oversees the internal controls framework and receives regular reports from management and the internal audit function on the effectiveness of that framework. It reports its findings to the Board. At least twice a year, the Board reviews the principal and emerging risks which apply to the Group to ensure that they remain current and that, to the extent possible, there are mitigation plans in place to manage those risks in accordance with the risk appetite that the Board determines, from time to time, is appropriate to achieve the long-term strategic objectives of the Group.</p> <p>→ For further information, see the Risk Report from page 67 and the Audit Committee Report from page 100.</p> |
| 5. Remuneration | | |
| <p>P. Designing remuneration policies: The Remuneration Committee is responsible for determining remuneration policies and practices which support the strategy and promote the long-term sustainable success of the Group.</p> <p>→ For more information about the work of the Remuneration Committee, see the Directors' Remuneration Report from page 106.</p> | <p>Q. Executive remuneration: The Directors' Remuneration Policy was approved by shareholders on 23 July 2020. In accordance with corporate governance requirements, the Directors' Remuneration Policy will be put to shareholders for approval at the Annual General Meeting in July 2023. A copy of the proposed Policy can be found from page 124. As part of the process for developing the Directors' Remuneration Policy, including revisions to the Policy in 2021, the Chair of the Remuneration Committee consulted major institutional shareholders on the Committee's proposals.</p> <p>→ The current Directors' Remuneration Policy is available on the Company's website at www.tateandlyle.com.</p> | <p>R. Remuneration outcomes and independent judgement: The Remuneration Committee determines remuneration outcomes for the Executive Directors and other members of senior management and in so doing exercises independent judgement and discretion in the context of Company and individual performance and the wider circumstances. No Director or member of management is involved in determining his or her own pay.</p> <p>→ For more information about the Remuneration Committee and remuneration outcomes, see the Directors' Remuneration Report from page 106.</p> |