

Corporate Governance:

Chair's introduction



David Hearn
Chair



Good governance is embedded throughout the business, it is not something that the Board does separately.

Introduction

As shareholders will recall, in August 2023 my predecessor Dr Gerry Murphy stepped down from the Board to become Chair of Tesco plc. I know the Board was grateful to Gerry for his inspiring leadership since 2017, and to Warren Tucker for stepping in as the Interim Chair until I joined in January 2024. Paul Forman, our former Senior Independent Director, led the search process with the Nominations Committee to appoint a successor to Gerry, staying on the Board beyond his anticipated retirement date to do so. The Board is grateful to Paul for his leadership of this process and to Kim Nelson for taking on the role of Senior Independent Director in January this year.

During the Chair selection process it became clear to me that Tate & Lyle is a company with a strong governance framework and a culture of respect for the value of good corporate governance. Since joining the Board, this impression has been confirmed. I have enjoyed a thorough induction process, meeting key senior leaders and external advisors and, in April 2024, I also had the opportunity to visit our plants in Sagamore, Indiana, and Sycamore, Illinois, in the US and our Customer Innovation and Collaboration Centre at Hoffman Estates, Illinois, with Nick. In May 2024, I was able to visit our corn wet mill in Boleráz, Slovakia, and see the newly-installed fibre capacity there. In June 2024, I plan to visit our plants and offices in China.

I have also taken time recently to meet with several of our largest institutional investors to share with them my enthusiasm for the future of Tate & Lyle and to hear their thoughts and priorities for the business which they own.

I very much look forward to visiting more Tate & Lyle sites, and to meeting more Tate & Lyle colleagues, shareholders and stakeholders over the coming year.

Our priorities during the year

During the year, the Board discussed and reconfirmed our ambition to be a company at the centre of the future of food and discussed the key initiatives which the management team are leading to realise that goal.

This included consideration of the development of a science (technical) roadmap to be the best-in-class solutions provider across sweetening, mouthfeel and fortification. It also encompassed a review of the capabilities we are developing to be our customers' partner of choice in solution selling, and the development of a digital strategy and roadmap. On sustainability, we considered the requirements and challenges associated with developing a science-based pathway to meeting our emissions targets, and to achieve net zero by 2050. Over the course of the year, the Board had the opportunity to receive updates on all these programmes and initiatives.

At our annual Board Strategy session in December 2023, which I was delighted to be able to attend as an observer, we reviewed progress against the five-year plan to 2028 and the key priorities for the business as we strive to deliver our ambition to be at the centre of the future of food.

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 among others.

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:

Our people

I know how much my fellow directors enjoy visiting our sites and meeting our people. However, because of the timing of the new Chair search, we did not conduct an overseas visit in the year as a Board, but we intend to visit our Customer Innovation and Collaboration Centre in Hoffman Estates, Illinois, US, in September 2024. However, fortunately, during the year, several of our non-executive directors were able to make individual visits to our sites. The feedback they give to the Board after these visits is extremely valuable. In particular, Lars Frederiksen visited our corn wet mill in Boleráz, Slovakia, in June 2023; John Cheung visited our stevia facility in Anji, China, in October 2023, and Warren Tucker visited our Customer Innovation and Collaboration Centre

Chair's introduction continued

in Singapore before going on to visit our dietary fibre facility, Quantum, in Guangdong, China in January 2024. As I mentioned in my introduction, I have also enjoyed a number of site visits. I'm always energised by meeting the people and teams at the front-line of the business, whether that is colleagues managing customer relationships, operators in our plants, or scientists in our labs and I look forward to conducting more of these visits in the coming year.

Customers

At Tate & Lyle, we talk about being customer obsessed. The Board also takes a close interest in our customers. It receives regular updates on conversations Nick and his senior leadership team have had with customers and on the feedback they've received. Over the past two years our customers and, therefore, we have had to manage rapid inflation and more recently significant deflation. Being close to our customers and understanding their challenges is critical to enabling us to manage our business. We have also learnt about the innovative ways our teams are working with our customers through a multi-year programme designed to change the way we work with customers and become their solutions and innovation partner of choice.

Primient

Our relationship with Primient, our joint venture with KPS Capital Partners and an important supplier to Tate & Lyle, continued to operate well during the year. Tate & Lyle and Primient work together through long-term supply agreements which benefit both businesses. As Tate & Lyle is a shareholder and major customer, the Board took a keen interest in the success of Primient and was pleased to see its performance improving during the course of the year.

Shareholders

Board members enjoyed the opportunity to meet with shareholders at our AGM in July 2023 and I look forward to meeting shareholders at our AGM in July 2024.

A culture driven by our purpose

As I get to know Tate & Lyle, particularly through the visits I have made to our sites, I can see that our purpose of Transforming Lives through the Science of Food truly inspires our people and it was one of the factors which attracted me to Tate & Lyle. Our corporate commitment to 'Science, Solutions, Society' is at the heart of what we do as a business and, consequently, in the conversations that we have in the boardroom.

The safety of our people and products is always a focus for the Board. We receive updates from Nick on health and safety performance at every Board meeting and we had an in-depth session during the year on the continuing progress of our Journey to Environment, Health, Safety, Quality and Security Excellence (J2E) programme. This programme is now six years old and while there is more work to do, it is clear that we continue to improve the way we manage the risks associated with health and safety. We also held a detailed session on our sustainability strategy and programme, and our plans to reduce our carbon footprint further. These initiatives are not only important to Tate & Lyle but also to our customers and that is why the Board was particularly pleased that Tate & Lyle was recognised by the CDP with an A rating for supplier engagement on climate change.

In addition to our direct engagement with colleagues in the business, the Board also receives updates from Nick and Tamsin Vine, our Chief Human Resources Officer, on the results of employee engagement surveys and our progress on our equity, diversity and inclusion agenda.

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, the Board reviews 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 updates from the Head of Ethics and Compliance twice a year. This year, we had a slightly higher number of reports which were substantiated than in the prior year, and on a wider variety of subjects. The majority of our reports came from North America and Asia, followed by the Middle East. Encouragingly, the number of Asia reports suggest good integration of our compliance policies and procedures in more recent acquisitions, which the Board found to be reassuring.

Our effectiveness as a Board

This year, our Board effectiveness review was internally facilitated using a questionnaire-based approach as in previous years. The Board, as well as members of our executive team and members of management (who are regular attendees at our meetings), together with external advisors Deloitte (for the Remuneration Committee) and our external auditor EY (for the Audit Committee) completed the questionnaires. I also held individual meetings with each of the directors.

The review concluded that the Board and its Committees are operating well, and identified areas for continued focus for the year ahead. These priorities are described on page 89.

Our focus for the 2025 financial year

Over the past two years, we have seen challenging market and geopolitical conditions which the team at Tate & Lyle has navigated well. At the time of writing, these continue to persist. Therefore, during this year, the Board will continue to support Nick and his team on the delivery of the Group's growth-focused strategy and its five-year financial ambition to March 2028. In doing so, we will maintain our focus on people and culture, succession and talent development, and sustainability.

David Hearn

Chair



David Hearn, Board Chair, on a tour of our manufacturing plant in Sagamore, Indiana, US, with Jacob Crum, Operations Manager



David Hearn, Board Chair, tasting products in our lab in Sycamore, Illinois, US

Our Governance Structure

Leadership

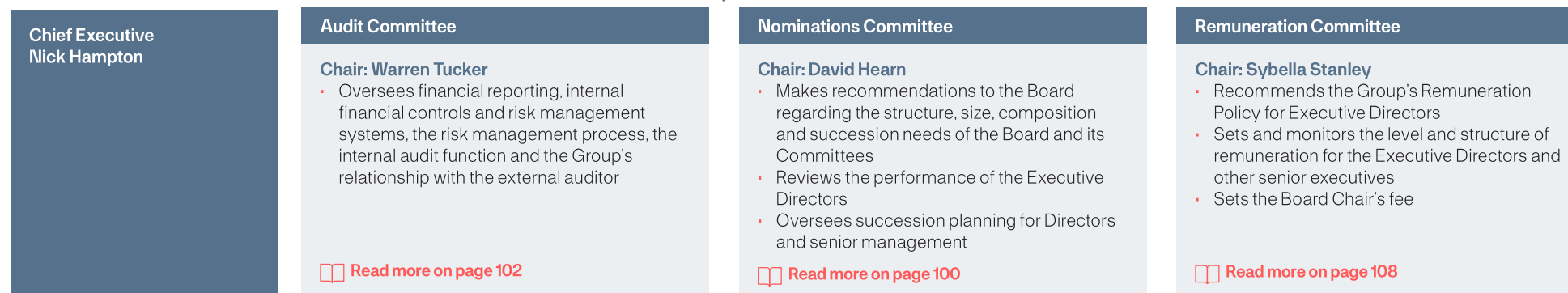
Our governance structure

Our 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 portal.

The Board – Chair: David Hearn

- Accountable to shareholders for the Group's financial and operational performance
- Sets the Group's strategy
- Oversees management's implementation of the strategy
- Monitors the operational, environmental and financial performance of the Group
- Sets the Group's risk appetite
- Ensures that appropriate risk management systems and internal controls are in place
- Sets the Group's ethics and culture and agrees the Group's purpose and values
- Ensures good corporate governance practices are in place



Executive Committee

- Recommends strategic and operating plans to the Board
- Assists the Chief Executive in implementing the strategy agreed by the Board
- Monitors the performance of the reporting segments and global support functions
- Monitors performance against our purpose commitments
- Identifies, evaluates, manages and monitors risks to the Group
- Manages the relationship with Primient

The Executive Committee is supported by a number of operational committees, including the Environment, Health and Safety (EHS) Advisory Board, the Operations Committee, the Risk Committee, the Sustainability Committee and the Capital Approval Committee. Committees may also be established for a finite period to oversee key strategic or operational priorities.

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 2024

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

Strategy

- Reviewed progress on Tate & Lyle's transformation journey
- Reviewed the Group's five-year strategic plan
- Held a Board Strategy Day which included consideration of the steps required to future-proof our platforms in order to position Tate & Lyle at the centre of the future of food beyond the next five years
- Considered the Group's strategy and ongoing activities for organic and M&A growth opportunities

Financial

- Considered and approved the full-year results for the year ended 31 March 2023, the half-year results for the year ended 31 March 2024, and the Q3 trading statement for the year ended 31 March 2024
- Considered and approved the annual operating plan for the year ending 31 March 2025 and the Group financing plan
- Considered the Group's pension arrangements, Treasury policy and Group insurance renewals for the year ended 31 March 2025

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 2023
- 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 at: www.tateandlyle.com/anti-slavery-statement

Governance and stakeholders

- Considered the output and recommendations from the Board effectiveness review
- Discussed feedback from institutional shareholders and analysts
- Reviewed and approved the directors' register of interests

Operational/commercial

- Received regular progress updates on the Group's Environment, Health, Safety, Quality and Security performance
- Considered progress against the priorities established by Global Operations in July 2022 and its priorities following the creation of the Primient joint venture in April 2022
- Considered how Global Operations is thinking about supply chain requirements for Tate & Lyle in five years and beyond as it drives its agenda to be at the centre of the future of food
- Received an update on the three-year programme commenced in 2022 within the commercial and innovation functions to accelerate our solutions offering to customers
- Considered the priority areas identified for building our capabilities in science
- Considered the transition to regional supply chain models and potential disruptors to the supply chain namely climate change and potential geopolitical risks
- Reviewed progress on our long-term purpose targets, including our sustainability targets for 2030 and our pathway towards net zero by 2050. Also discussed the setting of new targets for greenhouse gas emissions reduction to 2028
- Received a presentation from an external expert about the nature and potential of generative AI and the role it can play in Tate & Lyle's business
- Received updates on the digital roadmap

Leadership and employees

- Undertook a search for a new Chair following Dr Gerry Murphy's decision to step down in August 2023
- Undertook a search for a new non-executive director and appointed Jeff Carr with effect from April 2024
- Reviewed the Group's people agenda including equity, diversity and inclusion, talent management and bench strength within the organisation

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 ²	2/2	2/2 ¹	1/1 ¹	-
David Hearn ³	3/3	1/2 ¹	2/2 ¹	2/2
Nick Hampton	8/8	4/5 ¹	4/4 ¹	5/5 ¹
Dawn Allen	8/8	5/5 ¹	-	-
John Cheung	7/8	4/5	-	4/5
Patricia Corsi	8/8	-	4/4	5/5
Dr Isabelle Esser	8/8	-	4/4	5/5
Paul Forman ⁴	5/5	3/3	-	3/3
Lars Frederiksen	8/8	-	3/4	4/5
Kim Nelson	8/8	5/5	-	5/5
Sybella Stanley	8/8	5/5	4/4	5/5
Warren Tucker	8/8	5/5	4/4	5/5

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

2 Stepped down from the Board on 31 August 2023.

3 Appointed to the Board as Chair and non-executive director with effect from 1 January 2024.

4 Retired from the Board on 31 December 2023.

Board effectiveness review

2024 Board effectiveness review

This year's evaluation of the Board and its Committees was internally facilitated using questionnaires circulated to the relevant Board members as well as to regular attendees from management and external advisors. The questionnaires 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. The report identified areas for ongoing or increased focus in the 2025 financial year. Please see pages 100, 102 and 108 for information about the effectiveness evaluations of each of the Committees and of individual directors conducted this year.

2025 areas of focus

The areas of focus for the 2025 financial year remain similar to those in the prior year as the Board seeks to support the management team in delivering on the Group's strategic plan and ambition as a growth-focused speciality food and beverage solutions business.

Area of 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 previous acquisitions including Quantum.
Organic growth and innovation	The Board will continue its focus on the key strategic pillars for future success.
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	<p>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, in particular the Chair of the Remuneration Committee. The Board will also consider long-term executive succession planning and how we ensure that the Group's talent strategy reflects its future needs.</p> <p>In April 2024, Dawn Allen announced her decision to leave Tate & Lyle in October 2024. Therefore, in the first half of the 2025 financial year, the Board will focus on appointing a new Chief Financial Officer.</p>
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.