

Notice of Annual General Meeting 2024

Thursday 25 July 2024 at 10.30am
Royal College of Nursing, 20 Cavendish Square,
London, W1G 0RN

**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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4 June 2024

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 25 July 2024 at Royal College of Nursing, 20 Cavendish Square, London, W1G 0RN. The Notice of AGM and explanation of the resolutions on which you are invited to vote can be found on pages 3 to 6.

Annual Report 2024

If you have not asked to be sent a copy of the Annual Report 2024 by post, you can find it on our website: www.tateandlyle.com/annual-report

If you would like to receive a printed copy of the Annual Report 2024, please contact our registrars, Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA.

Dividend

The Board is recommending a final dividend for the year ended 31 March 2024 of 12.9p (2023 – 13.1p) per share, bringing the full year dividend to 19.1p per share (2023 – 18.5p).

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.shareview.co.uk. If you have a registered Shareview Portfolio, you can log in to vote using your unique credentials. If you have not registered, please follow the instruction on the Shareview website to create a portfolio. You will require your shareholder reference number which can be found on your voting document.
- Via the CREST electronic proxy appointment service (for CREST members)
- Via the Proxymity platform (for institutional investors)
- By completing the proxy form (if one is enclosed) and returning it to our registrars
- If your holding is via the Corporate Sponsored Nominee, online at www.shareview.co.uk

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 23 July 2024. If your holding is via the Corporate Sponsored Nominee, the deadline for submitting your voting instruction is 10.30am on Monday 22 July 2024. 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 of the resolutions below, and laid out formally on pages 3 to 6:

- 1 To receive and consider the Annual Report
- 2 To approve the Directors' Remuneration Report
- 3 To declare a final dividend of 12.9 pence per share of the Company
- 4 To elect David Hearn as a Director
- 5 To re-elect Nick Hampton as a Director
- 6 To re-elect Dawn Allen as a Director
- 7 To elect Jeffrey Carr as a Director
- 8 To re-elect John Cheung as a Director
- 9 To re-elect Patricia Corsi as a Director
- 10 To re-elect Dr Isabelle Esser 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 auditor
- 16 To authorise the Audit Committee (for and on behalf of the Board) to determine the amount of the auditor's remuneration
- 17 To renew the authority to make political donations
- 18 To renew the authority to allot 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 renew the authority in respect of shorter notices for general meetings.

Yours faithfully

David Hearn
Chair

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

Notice of Annual General Meeting 2024 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 twenty-first Annual General Meeting (AGM) of Tate & Lyle PLC (the Company) will be held at the Royal College of Nursing, 20 Cavendish Square, London, W1G 0RN on Thursday 25 July 2024 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 22 will be proposed as special resolutions.

1. To receive the Reports and Accounts of the Directors and the report of the auditor for the year ended 31 March 2024.

The Directors are legally required to present their reports, the audited accounts and the independent auditor's 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 2024 (Annual Report 2024). A copy of the Annual Report 2024 is available on the Company's website, www.tateandlyle.com/annual-report.

2. To approve the Directors' Remuneration Report for the year ended 31 March 2024.

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 from pages 108 and 110 of the Annual Report 2024 respectively.

3. To declare and pay a final dividend of 12.9 pence per share in the Company.

Shareholders are asked to approve a final dividend of 12.9 pence per share for the year ended 31 March 2024. If approved, the dividend will be paid on 2 August 2024 to shareholders on the Register of Members at the close of business on 21 June 2024.

4. To elect David Hearn as a Director of the Company.

5. To re-elect Nick Hampton as a Director of the Company.

6. To re-elect Dawn Allen as a Director of the Company.

7. To elect Jeffrey Carr as a Director of the Company.

8. To re-elect John Cheung as a Director of the Company.

9. To re-elect Patrícia Corsi as a Director of the Company.

10. To re-elect Dr Isabelle Esser 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 2024. 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 2024, 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 10 and 11.

15. To re-appoint Ernst & Young LLP as auditor 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 the auditor at each general meeting at which accounts are laid. The Audit Committee is responsible for overseeing the Company's relationship with the auditor, Ernst & Young LLP. The Audit Committee Report on pages 102 to 107 of the Annual Report 2024 sets out details of the policy to safeguard the auditor's objectivity and independence, how the Committee reviewed the effectiveness of the auditor, 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 auditor.

16. To authorise the Audit Committee (for and on behalf of the Board of Directors) to set the remuneration of the auditor.

At each Annual General Meeting, shareholders are asked to authorise the Directors to set the auditor's 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 2025:

- (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 2023 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 2025, 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 £39,055,043; and
- (b) comprising equity securities (as defined in Section 560(1) of the Act) up to a further nominal amount of £39,055,043 in connection with a pre-emptive offer,

such authorities to apply in substitution for all previous authorities pursuant to Section 551 of the Act and to expire at the conclusion of the Company's next Annual General Meeting or at the close of business on 30 September 2025, 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.

For the purposes of this Resolution, 'pre-emptive offer' means an offer of equity securities open for acceptance for a period fixed by the Directors to:

- (i) 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,

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 £39,055,043, which is equivalent to approximately 33% of the total issued share capital of the Company, exclusive of treasury shares, as at 3 June 2024.

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 pre-emptive offer up to a further nominal value of £39,055,043 which is equivalent to approximately 33% of the total issued share capital of the Company, exclusive of treasury shares, as at 3 June 2024. This is in line with the Investment Association's Share Capital Management Guidelines issued in February 2023.

The Directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable share 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 2025, whichever is earlier.

19. That, if Resolution 18 is passed, the Directors be authorised to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be limited:

- (a) to allotments in connection with a pre-emptive offer;
- (b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to an aggregate nominal amount of £11,716,512 (this amount representing not more than 10% of the issued ordinary share capital (excluding treasury shares) of the Company as at the last practicable date prior to publication of this Notice of Meeting); and
- (c) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) or paragraph (b) above) up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authorities to expire at the end of the next Annual General Meeting of the Company (or, if earlier, at the close of business on 30 September 2025) but, in each case, 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 authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

For the purposes of this Resolution, 'pre-emptive offer' has the same meaning as in Resolution 18.

20. That if Resolution 18 is passed, and in addition to any authority granted under Resolution 19, the Directors be authorised to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be:

- (a) **limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £11,716,512 (this amount representing not more than 10% of the issued ordinary share capital (excluding treasury shares) of the Company as at the last practicable date prior to publication of this Notice of Meeting), such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and**
- (b) **limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,**

such authorities to expire at the end of the next Annual General Meeting of the Company (or, if earlier, at the close of business on 30 September 2025) but, in each case, 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 authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority 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). These pre-emption rights can be modified and/or disapplied, in line with investor recommendations, to give the Directors greater flexibility in raising capital for the Company.

The authorities set out in Resolutions 19 and 20 are consistent with the Pre-Emption Group's Statement of Principles and template resolutions which were updated in November 2022 and which are supported generally by representatives of share owners and investment managers, including the Pensions and Lifetime Savings Association and the Investment Association (the 'Pre-Emption Principles'). The Pre-Emption Principles were revised to allow the authority for an issue of shares for cash otherwise than in connection with a pre-emptive offer to include an authority up to 10% of a company's issued share capital for use on an unrestricted basis, and an additional authority up to a further 10% of a company's issued share capital for use in connection with an acquisition or specified capital investment announced contemporaneously with the issue, or that has taken place in the twelve-month period preceding the announcement of the issue. In both cases, an additional authority of up to 2% may be sought for the purposes of making a follow-on offer and this is intended to help smaller existing and retail investors to participate in equity issues.

Resolution 19 seeks shareholder approval to allot a limited number of 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 shares or other equity securities, or to sell treasury shares, for cash on a non pre-emptive basis.

Accordingly, in line with the revised Pre-Emption Principles, the purpose 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 £11,716,512 equivalent to approximately 10% of the total issued share capital of the Company excluding treasury shares as at 3 June 2024, without the shares first being offered to existing shareholders in proportion to their existing holdings and without restriction as to the use of the proceeds of those allotments. Resolution 19 also provides the flexibility for the Directors to issue equity securities or sell treasury shares for cash in a follow-on offer up to a further nominal value of £2,343,302, equivalent to approximately 2% of the total issued share capital of the Company as at 3 June 2024.

The Pre-Emption Principles also support a limited annual disapplication of pre-emption rights in connection with an acquisition or specified capital investment (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 also in line with the template resolutions published by the Pre-Emption Group in November 2022, 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 £11,716,512 equivalent to approximately 10% of the total issued share capital of the Company as at 3 June 2024, 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 twelve-month period and is disclosed in the announcement of the issue. Resolution 20 also provides the flexibility for the Directors to issue equity securities or sell treasury shares for cash in a follow-on offer up to a further nominal value of £2,343,302, equivalent to approximately 2% of the total issued share capital of the Company as at 3 June 2024.

The Board considers Resolutions 19 and 20 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.

The Directors confirm that they intend to follow the shareholder protections set out in Section 2B of the Pre-Emption Group's Statement of Principles and, for any follow-on offer made, the expected features set out in paragraph 3 of Section 2B of the Pre-Emption Group's Statement of Principles.

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 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 40,170,901;**
- (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 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 by Regulatory Technical Standards pursuant to article 5(6) of the Market Abuse Regulation (as it forms part of UK law); and**
- (d) this authority shall expire at the conclusion of the next Annual General Meeting or at the close of business on 30 September 2025, 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 shares, excluding treasury shares, as at 3 June 2024. 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 intend to return to shareholders the net cash proceeds received by the Company from the sale of its 49.7% interest in Primary Products Investments LLC to KPS Capital Partners, LP (the "Primient Sale") announced on 23 May 2024 by way of an on-market share buyback programme. The buyback programme is expected to commence on completion of the Primient Sale and further details will be announced in due course. The Directors also wish to have further flexibility to exercise this authority in the future and would only do so after taking account of the Company's remaining authority to purchase more of its issued shares after the aforementioned buyback programme is complete, 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 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 shares which may be subscribed for on the exercise of outstanding options as at 3 June 2024 (the latest practicable date prior to the posting of this document) is 257,125, which represents approximately 0.064% 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 shares subject to outstanding options to subscribe would represent approximately 0.071% of the issued share capital as at 3 June 2024.

22. 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 22 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

3 June 2024

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

Notes to the Notice of Annual General Meeting

Attending and voting

1. 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 23 July 2024 (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.
2. 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:
 - (a) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information;
 - (b) the answer has already been given on the Company's website in the form of an answer to a question; or
 - (c) 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

3. 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.
4. 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.shareview.co.uk, and following the instructions. If you have not registered for a Shareview portfolio, please go to www.shareview.co.uk and follow the instructions. 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). If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform (see Note 16 below). Please note that any electronic communication found to contain a computer virus will not be accepted.
5. 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 23 July 2024. The address to which hard copy proxy forms should be sent is set out on page 9 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

6. Holders via the Corporate Sponsored Nominee Service already registered with Equiniti's online portfolio service, Shareview, can register their voting instruction electronically by logging on to their portfolio at www.shareview.co.uk and clicking on the link to vote. If you have not registered for a Shareview portfolio, please go to www.shareview.co.uk and follow the instructions.
7. To be valid, the voting instruction (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 22 July 2024. 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.
8. 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.
9. 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.
10. 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

11. 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.
12. 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 23 July 2024. 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 2024 and other information required by Section 311A of the Act can be found on the Company's website, www.tateandlyle.com/investors/agm.

Appointment of proxy through Proxymity

16. If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 10.30am on Tuesday 23 July 2024 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them, and they will govern the electronic appointment of your proxy.

Electronic communication

17. You may not use any electronic address provided either in this Notice of AGM 2024 or any related documents including the proxy form to communicate with the Company for any purpose other than those expressly stated.

Corporate representatives

18. 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

19. 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

20. 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.
21. 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)

22. Holders of ADRs should complete ADR proxy cards in relation to the voting rights attached to the 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 19 July 2024. 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 ciitbank@shareholders-online.com.

Issued share capital

23. As at 3 June 2024, being the latest practicable date prior to publication of this document, the total number of issued shares (carrying one vote each) was 401,709,018. 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 401,709,018.

Display documents

24. 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 Royal College of Nursing, 20 Cavendish Square, London, W1G 0RN 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; and
 - (b) copies of letters of appointment of the non-executive directors.

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 +44 (0) 371 384 2063 (for calls from outside the UK, please ensure the country code is used), 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 23 July 2024.

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.

Directors' biographies

Board Committees

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

David Hearn

Board Chair and Chair of the Nominations Committee
Aged 68

Joined the Board in January 2024. David has held senior roles at a number of global businesses within the food and beverage industry, including Del Monte, PepsiCo and United Biscuits. In a career spanning more than 40 years, he served as Chief Executive Officer (CEO) of Goodman Fielder, an Australian food business, from 1995 to 2001, and was CEO of Cordiant Group PLC in the US from 2001 to 2003. In 2005, he was appointed CEO of Committed Capital, an international private equity and advisory firm based in London and Sydney, for whom he acted as Chair of a wide range of portfolio businesses over a twelve-year period. David is a highly experienced Chair, both of listed companies and privately owned businesses. He is currently the Chair of Safestore Holdings PLC, and until November 2023 was Chair of The a2 Milk Company, a company listed on the New Zealand and Australian Stock Exchanges.

N

Nick Hampton

Chief Executive
Aged 57

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. Nick is currently the Senior Independent Director of Great Portland Estates plc.

Dawn Allen

Chief Financial Officer
Aged 55

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. Dawn is currently a non-executive director at ITV plc.

Jeffrey (Jeff) Carr

Independent Non-Executive Director
Aged 62

Joined the Board in April 2024. Jeff is a chartered management accountant with over 30 years of experience in international financial roles, across a range of consumer and retail companies. Jeff served as Executive Director and Chief Financial Officer on the Board of Reckitt Benckiser Group plc for four years until March 2024, where he was a key player in delivering strategic and cultural change. Prior to Reckitt, Jeff was the Chief Financial Officer of European retailer Ahold Delhaize. As well as financial experience, Jeff brings an understanding of the investment community and shareholder institutions. Jeff is currently Chair of the Audit Committee and a non-executive director at Kingfisher plc.

A N

John Cheung

Independent Non-Executive Director
Aged 59

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

Patricia Corsi

Independent Non-Executive Director
Aged 51

Joined the Board in May 2021. Patricia brings nearly 30 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, Digital and IT Officer of Bayer Consumer Health, having previously served as SVP and Chief Marketing Officer, Mexico for Heineken NV. Earlier in her career, Patricia 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. From 1 July 2024, Patricia will be the Global Chief Growth Officer at Kimberly-Clark Corp.

R N

Dr Isabelle Esser

Independent Non-Executive Director
Aged 60

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

Lars Frederiksen

Independent Non-Executive Director

Aged 65

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 61

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 62

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 61

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, and Audit Committee Chair at Modulaire Group.

Further information on the Directors is set out on pages 80 to 82 of the Annual Report 2024.

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

+44 (0) 371 384 2063* (for calls from outside the UK, please ensure the country code is used)

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

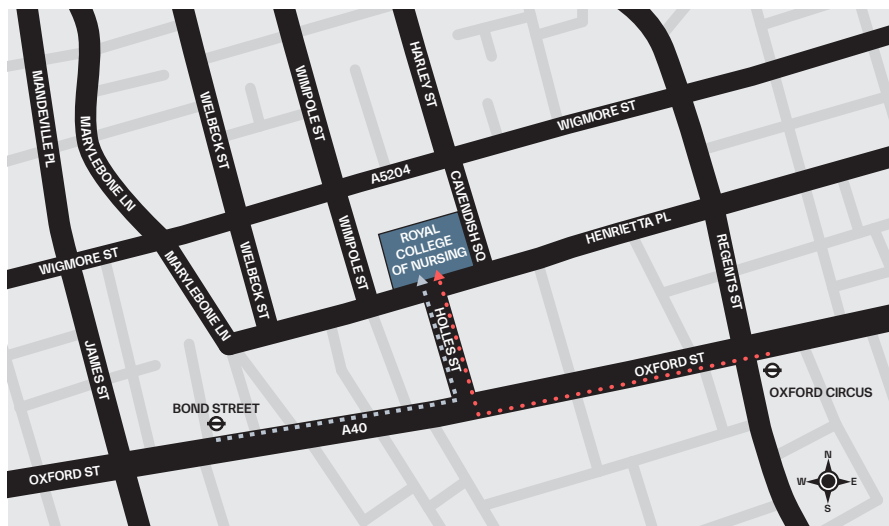
The Company operates a Dividend Reinvestment Plan (DRIP) which enables shareholders to use their cash dividend to buy additional shares in Tate & Lyle PLC. Further information can be obtained from Equiniti.

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

Royal College of Nursing, 20 Cavendish Square, London, W1G 0RN

Date and time

Thursday 25 July 2024 at 10.30am

How to get there

By underground

The nearest tube station is Oxford Circus or Bond Street (0.2 miles).

For step-free access, go to Bond Street tube station. On exiting the station, go East on Oxford Street towards Oxford Circus. Cross the road and turn left onto Old Cavendish Street, at the top of the road turn right onto Henrietta Place and cross over the road and the Royal College of Nursing is on your left, the main entrance is at the front of the building.

By train

The nearest train stations are Marylebone (1.3 miles), Euston (1.5 miles) and Paddington (1.6 miles).

By car

There is no car parking at the Royal College of Nursing, however there are public car parks nearby.

For further information on how to get to the Royal College of Nursing, please visit: www.20cavendishsquare.co.uk/contact.

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 the Royal College of Nursing. 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, and on the London Stock Exchange, after the AGM.

Shareholders with additional needs

Audibility

An induction loop is available for shareholders with hearing difficulties.

Step-free access

There is a ramp at street level to access the building and a lift to take you to the floor of the AGM at the Royal College of Nursing 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.

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.

Schedule

10.00am	Registration commences and tea and coffee will be available.
10.15am	Auditorium doors open
10.30am	AGM commences