

Registered Number 76535

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COMPANIES HOUSE

PUBLIC COMPANY LIMITED BY SHARE

RESOLUTIONS OF TATE & LYLE PLC

Date of Resolutions: 23 July 2009

The following resolutions were passed as special business at the Annual General Meeting of Tate & Lyle PLC held at the Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE on 23 July 2009.

Ordinary resolution 10

That the Company be and is hereby authorised to:

- a) make political donations to political parties, and/or independent election candidates, and/or political organisations other than political parties not exceeding £100,000 in total; and
- b) incur political expenditure not exceeding £100,000 in total,

during the period beginning with the date of the passing of this resolution and ending on the date of the AGM in 2010 or on 30 September 2010, whichever is the earlier.

All existing authorisations and approvals relating to political donations or expenditure under Part 14 of the Companies Act 2006 (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.

For the purposes of this resolution, the expressions 'political donations', 'political parties', 'independent election candidates', 'political organisations' and 'political expenditure' have the meanings set out in sections 363 to 365 of the Act.

Ordinary resolution 11

That:

- a) the authority conferred on the directors by Article 7.2 of the Company's Articles of Association be renewed for the period ending on the date of the AGM in 2010 or on 30 September 2010, whichever is the earlier, and that for such period the Section 80 Amount shall be £38,200,000;
- b) in addition to the amount referred to in (a) above, the directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 (the 1985 Act) to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of the 1985 Act)

comprising equity securities (as defined in Section 94(2) of the 1985 Act) up to a further nominal amount of £38,200,000 in connection with an offer by way of a rights issue, such authority to expire on the date of the AGM in 2010 or on 30 September 2010, whichever is the earlier, but so that the Company may make offers and enter into agreements during the relevant period which would, or might, require relevant securities to be allotted after the authority ends.

Special resolution 12

That:

- a) the power conferred on the directors by Article 7.3 of the Company's Articles of Association be renewed for the period ending on the date of the AGM in 2010 or on 30 September 2010, whichever is the earlier, and that for such period the Section 89 Amount shall be £5,733,000; and
- b) the directors be empowered to allot equity securities (as defined in Section 94(2) of the 1985 Act) wholly for cash pursuant to the authority given by paragraph (b) of resolution 11 above in connection with a rights issue as if Section 89(1) of the 1985 Act did not apply to such allotment, such power to expire at the end of the AGM in 2010 or on 30 September 2010, whichever is the earlier, but so that the Company may make offers and enter into agreements during this period which would, or might, require equity securities to be allotted after the power ends and the Board may allot equity securities under any such offer or agreement as if the power had not ended.

Special resolution 13

That the Company be and is hereby unconditionally and generally authorised for the purpose of Section 166 of the 1985 Act to make market purchases (as defined in Section 163 of the 1985 Act) of ordinary shares of 25p each in the capital of the Company and, where such shares are held in treasury, the Company may use them for the purposes of its employee share schemes, provided that:

- (a) the maximum number of shares which may be purchased is 45,868,000;
- (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 an amount equal to 105% of the average of the middle market quotations of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such shares are contracted to be purchased; and
- (d) this authority shall expire at the conclusion of the AGM in 2010 or, if earlier, 30 September 2010 (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).

Special resolution 14

That a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.

Ordinary resolution 15

That authority be and is hereby given under Article 111 of the Company's Articles of Association for the directors to implement that Article in offering to ordinary shareholders of the Company the right to receive an allotment of new ordinary shares of the Company credited as fully paid in lieu of any dividend declared or paid on the ordinary shares at any time after the date of the passing of this resolution and prior to or on the date of the AGM in 2014.



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Tim Lodge

Director

Tate & Lyle PLC

Date: 24 July 2009