

THE COMPANIES ACT 1862 to 2006

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS OF TATE & LYLE PLC

Date of Resolutions 24 July 2013

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COMPANIES HOUSE

The following resolutions were passed at the Annual General Meeting of Tate & Lyle PLC held at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE on 24 July 2012

**Ordinary resolution 16**

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 annual general meeting in 2014 or on 30 September 2014, 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 17**

That the directors be and are hereby 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 or grant rights to subscribe for or to convert any security into shares

- (a) up to a nominal amount of £38,866,595, and
- (b) comprising equity securities (as defined in Section 560(1) of the Act) up to a further nominal amount of £38,866,595 in connection with an offer by way of a rights issue,

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 annual general meeting in 2014 or on 30 September 2014, whichever is the earlier, but, in each case, so that the Company may make offers and enter into agreements during the relevant period 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 ends

For the purposes of this resolution, 'rights issue' means an offer to

- (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings, and
- (ii) people who are holders of other equity securities if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities, to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject in both cases to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory

**Special resolution 18**

That, subject to the passing of resolution 17 above, the directors be and are hereby empowered to allot equity securities (as defined in Section 560(1) of the Act) wholly for cash

- (a) pursuant to the authority given by paragraph (a) of resolution 17 above or where the allotment constitutes an allotment of equity securities by virtue of Section 560 of the Act in each case
  - (i) in connection with a pre-emptive offer, and
  - (ii) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £5,829,989, and
- (b) pursuant to the authority given by paragraph (b) of resolution 17 above in connection with a rights issue, as if Section 561(1) of the Act did not apply to any such allotment,

such power to expire at the conclusion of the Company's annual general meeting in 2014 or on 30 September 2014, 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

For the purposes of this resolution

- (a) 'rights issue' has the same meaning as in resolution 17 above,
- (b) 'pre-emptive offer' means an offer of equity securities open for acceptance for a period fixed by the directors to (a) holders (other than the Company) on the register on a record date fixed by the directors of ordinary shares in proportion to their respective holdings, and (b) other persons so entitled by virtue of the rights attaching to any other equity securities held by them, but subject in both cases to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory,
- (c) references to an allotment of equity securities shall include a sale of treasury shares, and

- (d) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights

**Special resolution 19**

That the Company be and is hereby unconditionally and generally authorised for the purpose of Section 701 of the Act to make market purchases (as defined in Section 693 of the Act) of ordinary shares of 25p each in the capital of the Company, provided that

- (a) the maximum number of shares which may be purchased is 46,639,912,
- (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 per cent 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 (ii) the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange as stipulated in Article 5(1) of the Buy-back and Stabilisation Regulation, and
- (d) this authority shall expire at the conclusion of the annual general meeting in 2014 or, if earlier, 30 September 2014 (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

**Special resolution 20**

That Article 67 of the Company's Articles of Association relating to the aggregate annual limit on the fees payable to directors (excluding additional fees for holding executive office, chairing committees or other specific duties), be amended by deleting the words '£450,000' and replacing them with the words '£650,000'

**Special resolution 21**

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



Lucie Gilbert  
Company Secretary  
Tate & Lyle PLC  
24 July 2013