



Company No: 76535

THE COMPANIES ACT 2006
Public Company Limited by Shares

Tate & Lyle PLC (the "Company")

At a general meeting of the Company duly convened and held at 3.00 p.m. on 26 April 2022 at The Hilton on Park Lane Hotel, 22 Park Lane, London W1K 1BE, the following resolutions were duly passed:

ORDINARY RESOLUTIONS

Resolution 1 – Special Dividend

THAT, subject to and conditional on:

- (a) the passing of Resolution 2; and
- (b) admission of the New Ordinary Shares (as defined in Resolution 2) to the premium listing segment of the Official List and to trading on the London Stock Exchange's main market for listed securities becoming effective at 8.00 a.m. on 3 May 2022 (or such later time and/or date as the Directors may in their absolute discretion determine) ("**Admission**"),

a dividend of £1.07 per Existing Ordinary Share (as defined in Resolution 2) be, and is hereby declared to be, paid to each Ordinary Shareholder on the register of members of the Company as at 6.00 p.m. on 29 April 2022.

Resolution 2 – Share Consolidation

THAT, subject to and conditional on the passing of Resolution 1 and Admission (as defined in Resolution 1), every seven existing ordinary shares of 25 pence each in the capital of the Company (the "**Existing Ordinary Shares**" and each an "**Existing Ordinary Share**") in issue and as shown in the register of members of the Company as at 6.00 p.m. on 29 April 2022 (or such other time and/or date as the Directors may in their absolute discretion determine) be and are hereby consolidated into one ordinary share of 175 pence each in the capital of the Company (an "**Intermediate Ordinary Share**"), and immediately following such consolidation, every one Intermediate Ordinary Share be divided into six new ordinary shares of 29 $\frac{1}{6}$ pence each in the capital of the Company (the "**New Ordinary Shares**"), provided that:

- (a) the Intermediate Ordinary Shares and the New Ordinary Shares shall have the same rights and be subject to the same restrictions (save as to nominal value) as the Existing Ordinary Shares as set out in the Company's current articles of association; and
- (b) no Ordinary Shareholder shall be entitled to a fraction of a New Ordinary Share arising out of such consolidation and division, and the aggregate number of New Ordinary Shares to which an Ordinary Shareholder shall be entitled shall be rounded down to the nearest whole number of New Ordinary Shares. Any fraction of a New Ordinary Share to which an Ordinary Shareholder would otherwise have been entitled shall, so far as possible, be aggregated into the maximum whole number of New Ordinary Shares resulting therefrom and the Directors

be and are hereby authorised and entitled to sell (or appoint any other person to sell) in the market such whole number of New Ordinary Shares so arising. For the purposes of implementing such sale:

- (i) any Director may appoint and authorise any person to execute and deliver an instrument (or instruments) or instruction (or instructions) of transfer and to do any and all acts and things and make any and all arrangements as such Director considers necessary, expedient or appropriate to effect the transfer, settlement and/or disposal of such fractional entitlements;
- (ii) in respect of Ordinary Shareholders (excluding, for the avoidance of doubt, a CSN Holder or an ADR Holder) the net proceeds of such sale (after the deduction of any expenses and/or commissions associated with such sale, including any value added tax payable on the proceeds of sale) shall be paid in due proportion (rounded down to the nearest penny) to the relevant Ordinary Shareholders entitled to such fractions, save that where the proceeds that would otherwise be distributed from such sale (after the deduction of any expenses and/or commissions associated with such sale, including any value added tax payable on the proceeds of such sale) is £5.00 or less in respect of any one Ordinary Shareholder's holding, such proceeds shall be donated to the British Red Cross in support of the Ukrainian relief effort. For the purposes of determining fractional entitlements, each portion of an Ordinary Shareholder's holding which is recorded in the register of members of the Company by reference to a separate designation as at 6.00 p.m. on 29 April 2022 (or such other time and/ or date as the Directors may in their absolute discretion determine), whether in certificated or uncertificated form, shall be treated as a separate holding;
- (iii) in respect of CSN Holders or ADR Holders, the net proceeds of such sale (after the deduction of any expenses and/or commissions associated with such sale, including any value added tax payable on the proceeds of such sale) shall, subject to the terms of the CSN Terms & Conditions or the Deposit Agreement (as applicable), be paid in due proportion (rounded down to the nearest penny) amongst the relevant holders who would otherwise be entitled to such fractions; and
- (iv) in the absence of bad faith or wilful default, none of the Company or any person appointed pursuant to sub-paragraph (i) of this Resolution 2 shall have any liability for any loss or damage arising as a result of the timing or terms of any sale pursuant to this Resolution 2.

Resolution 3 – Authority to allot shares

THAT, subject to and conditional on the passing of Resolutions 1 and 2 and Admission (as defined in Resolution 1), and in place of the equivalent authority given to the Directors at the last annual general meeting of the Company (but without prejudice to the continuing authority of the Directors to allot equity securities pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made), the Directors be generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot New Ordinary Shares or grant rights to subscribe for or to convert any security into New Ordinary Shares:

- (a) up to an aggregate nominal amount of £39,044,505.50; and

- (b) comprising equity securities (as defined in Section 560(1) of the Act) up to a further nominal amount of £39,044,505.50 in connection with an offer by way of a rights issue,

such authorities to expire at the conclusion of the Company's next annual general meeting or at the close of business on 30 September 2022, 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 New Ordinary Shares to be allotted or rights to subscribe for or to convert any security into New Ordinary Shares to be granted after the authority given by this Resolution 3 has expired. All authorities vested in the Directors on the date of this Notice of General Meeting to allot shares or to grant rights that remain-unexercised at the commencement of this meeting are revoked.

For the purposes of this Resolution 3, "rights issue" means an offer to:

- (I) holders of New Ordinary Shares 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 instrument) 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 RESOLUTIONS

Resolution 4 – Disapplication of pre-emption rights

THAT, subject to and conditional on the passing of Resolutions 1, 2 and 3 and Admission (as defined in Resolution 1), and in place of the equivalent authority given to the Directors at the last annual general meeting of the Company (but without prejudice to the continuing authority of the Directors to disapply pre-emption rights in connection with an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made), the Directors be 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 3 above or where the allotment constitutes an allotment of equity securities by virtue of section 560(3) 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 £5,856,675.83; and
- (b) pursuant to the authority given by paragraph (b) of Resolution 3 above in connection with a pre-emptive 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 next annual general meeting of the Company or at the close of business on 30 September 2022, 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 equity securities to be allotted and treasury shares to be sold after the power granted by this

Resolution 4 has expired and the Directors may allot equity securities and sell treasury shares under any such offer or agreement as if the power had not expired.

For the purposes of this Resolution 4:

- (I) **"rights issue"** has the same meaning as in Resolution 3 above;
- (II) **"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 of members 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;
- (III) references to an allotment of equity securities shall include a sale of treasury shares; and
- (IV) 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.

Resolution 5 – Disapplication of pre-emption rights for acquisitions and other capital investment

THAT, subject to and conditional on the passing of Resolutions 1, 2 and 3 and Admission (as defined in Resolution 1) and in addition to any authority granted under Resolution 4 above, and in place of the equivalent authority given to the Directors at the last annual general meeting of the Company (but without prejudice to the continuing authority of the Directors to disapply pre-emption rights in connection with an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made), the Directors be empowered to allot equity securities (as defined in section 560(1) of the Act) wholly for cash pursuant to the authority given by Resolution 3 above or where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Act as if section 561(1) of the Act did not apply to any such allotment, such power to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £5,856,675.83; and
- (b) used only for the purposes of financing (or refinancing, if the power is to be exercised within six months after the date of the original transaction) a transaction which the Board determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on the disapplication of Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice of General Meeting,

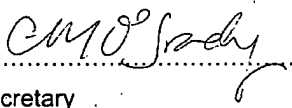
and such power to expire at the conclusion of the next annual general meeting of the Company or at the close of business on 30 September 2022, whichever is the earlier, but so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require equity securities to be allotted and treasury shares to be sold after the power granted by this Resolution 5 has expired and the Directors may allot equity securities and sell treasury shares under any such offer or agreement as if the power had not expired.

Resolution 6 – Purchase of own shares

THAT, subject to and conditional on the passing of Resolutions 1 and 2 and Admission (as defined in Resolution 1), and in place of the similar authority given to the Directors at the last annual general meeting of the Company (but without prejudice to the continuing authority of the Directors to make market purchases of Ordinary Shares pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made), 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 New Ordinary Shares, provided that:

- (a) the maximum aggregate number of New Ordinary Shares which may be purchased under this authority is 40,160,062;
- (b) the minimum price which may be paid for a New Ordinary Share is the nominal value of that share;
- (c) the maximum price which may be paid for a New Ordinary Share is the higher of: (i) 105 per cent. of the average of the closing price of the New 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 Commission-adopted Regulatory Technical Standards pursuant to article 5(6) of the Market Abuse Regulation; and
- (d) this authority shall expire at the conclusion of the next annual general meeting of the Company or at the close of business on 30 September 2022, 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.

Date: 26 April 2022

Signature: 
Company Secretary