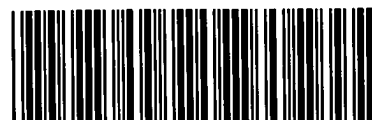


Registered Number 76535
THE COMPANIES ACT 2006

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PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS OF TATE & LYLE PLC

Date of Resolutions: 27 July 2023

The following resolutions were passed at the Annual General Meeting of Tate & Lyle PLC held at the Thistle London Marble Arch, Bryanston Street, London W1H 7EH on 27 July 2023.

Ordinary Resolution 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 2024:

- (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.

Ordinary Resolution 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 £39,050,054; and
- (b) comprising equity securities (as defined in Section 560(1) of the Act) up to a further nominal amount of £39,050,054 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 2024, 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.

Special Resolution 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 £11,715,016 (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 2024) 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.

Special Resolution 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 £11,715,016 (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 2024) 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.

Special Resolution 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 29 1/6 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 40,165,770;
- (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 2024, 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.

Special Resolution 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.



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Claire-Marie O'Grady
Company Secretary
27 July 2023