Tate & Lyle Investments Limited (Registered Number 300771)

Report and Financial Statements For the Year Ended 31 March 2004

067 S HOUSE 20/01/0

Company Information

Board of Directors

S Gifford

S Strathdee

R A Gibber

R D J Adams

C McLeish

TRH Lodge

(appointed 1 December 2003) (resigned 1 December 2003)

Secretary and Registered Office

R D J Adams Sugar Quay Lower Thames Street London EC3R 6DQ

Auditors

PricewaterhouseCoopers LLP Chartered Accountants 1 Embankment Place London WC2N 6RH

Registered Number

300771

Directors' Report for the year ended 31 March 2004

The directors have pleasure in presenting their report and the audited financial statements of the Company for the year ended 31 March 2004.

1 Activities

The principal activity of the Company is to hold investments in overseas subsidiaries and in other companies. The principal activities of the subsidiaries and of the Company's investments are sugar production and refining, sugar trading and molasses and specialty feeds.

2 Review of Developments

The results for the period are set out in the profit and loss account on page 6. The principle acquisitions and disposals made during the year are set out on page 4. No dividends have been paid or proposed in the year (2003: nil). The retained profit for the year of £72,707,000 (2003: loss £215,927,000) has been taken to reserves.

3 The Future

The directors do not consider that there will be any major changes to the Company's activities in the foreseeable future.

4 Directors

The names of persons who have been directors during the year are listed on page 2.

5 Directors' Interests

Particulars of directors' interests in Tate & Lyle PLC were as follows:

	Ordinary	Ordinary Shares of 25p	
	31 March 2003	31 March 2004	
R D J Adams	-	-	
R A Gibber	5,898	11,220	
C McLeish *	· -		

Options for Ordinary Shares of 25p each under the terms of the Group Share Option Schemes

	- 01.01.100				
	31 March 2003	Granted	Lapsed	Exercised	31 March 2004
R D J Adams	46,974	28,294	-	-	75,268
R A Gibber	272,011	100,536	4,000	5,322	363,225
C McLeish *	19.186	3.657	-	-	22,843

^{*} From date of appointment

Directors' Report for the year ended 31 March 2004 (continued)

The above directors had no interest in the shares of other companies in the Group. The interests of the remaining directors, who are also directors of the parent company, Tate & Lyle PLC, are disclosed in the financial statements of that company.

6 Directors' Responsibilities

The directors have a specific responsibility for reporting to shareholders and for the assets of the Company. The directors are required to present for each period financial statements which comply with the provisions of the Companies Act 1985 in respect of the state of affairs of the Company as at the end of the accounting period and of the profit or loss for that period.

In preparing the financial statements, suitable accounting policies, framed by reference to reasonable and prudent judgments and estimates, have to be used and applied consistently. Applicable accounting standards have been followed and the accounts have been prepared on a going concern basis.

The directors are responsible for ensuring that arrangements are made for the maintenance of adequate accounting records, for safeguarding the assets of the Company, and for ensuring that steps are taken with a view to preventing and detecting fraud and other irregularities.

7 Acquisitions and Disposals of Investments.

The principal acquisitions and disposals during the period were:

- a) In August 2003, the Company sold its investment in Tate & Lyle LLC. No gain or loss was realized on this transaction. Proceeds were £574m.
- b) In September 2003, the Company acquired 7% of Staley Holdings Inc for \$143m USD.

8 Auditors

The company has passed a resolution dispensing with the obligation to appoint auditors annually, as permitted by Section 386 of the Companies Act 1985.

PricewaterhouseCoopers LLP have signified their willingness to continue in office.

By order of the Board

2DIAd

R D J Adams
Secretary

lo January 2005

Independent Auditors' Report to the members of Tate & Lyle Investments Limited

We have audited the financial statements which comprise the profit and loss account, balance sheet, statement of total recognised gains and losses and the related notes, which have been prepared under the historical cost convention and the accounting policies set out in the statement of accounting policies.

Respective responsibilities of directors and auditors.

The directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable United Kingdom law and accounting standards are set out in the statement of directors' responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom auditing standards issued by the Auditing Practices Board. This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come, save where expressly agreed by our prior consent in writing.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the Company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions is not disclosed.

We read the other information contained in the Annual Report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements.

Basis of audit opinion.

We conducted our audit in accordance with auditing standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied & adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of the Company's affairs at 31 March 2004 and of its results for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

In water Durc Copertul

PricewaterhouseCoopers LLP

Chartered Accountants and Registered Auditors

London

ion January 2005

Profit and Loss Account for the year ended 31 March 2004

		Year to 31 March 2004	Year to 31 March 2003
	Note	£'000	£'000
Operating income	3	66,488	14,975
Operating costs	4	(141)	(115)
Operating exceptional items – provisions in respect of fixed asset investments			(275,631)
Operating profit/(loss)		66,347	(260,771)
Income from shares in group companies		1,890	35,939
Profit/(loss) on sale of fixed asset investments		438	(6,945)
Interest receivable and similar income	5	33,743	17,895
Profit/(loss) before taxation		102,418	(213,882)
Taxation charge	6	(29,711)	(2,045)
Retained profit/(loss) for the year		72,707	(215,927)

There is no difference between the retained profit for the year stated above and their historical cost equivalents.

All of the above are derived from the continuing activities of the company.

The movement on reserves is shown in note 13.

Balance Sheet at 31 March 2004

	Note	31 March 2004	31 March 2003
Flood		£'000	£,000
Fixed assets			
Investments	7	520,608	1,016,017
Current assets			
Debtors	8	1,631,576	799,676
Creditors: due within one year	9	(1,041,928)	(777,876)
Net current assets		589,648	21,800
Total assets less current liabilities		1,110,256	1,037,817
Creditors: due after more than one year Provisions for liabilities and charges	10 11	(5) (82)	(5) (350)
Net assets		1,110,169	1,037,462
Capital and reserves			
Called up share capital	12	52,000	52,000
Share premium account	13	873,176	873,176
Profit and loss account	13	184,993	112,286
Shareholders' funds		1,110,169	1,037,462
Equity shareholders' funds Non-equity shareholders' funds		1,070,169 40,000	997,462 40,000
		1,110,169	1,037,462

The notes on pages 9 to 20 form part of these financial statements.

The financial statements were approved by the Board at a meeting on ioJanuary 2005 and signed on its behalf by:

R D J Adams Director

Statement of total recognised gains and losses

	Year to 31 March 2004 £'000	Year to 31 March 2003 £'000
Profit/(loss) for the year	72,707	(215,927)
Taxation on exchange difference on foreign currency net investments		108
Total recognised gains and losses for the year	72,707	(215,819)

Reconciliation of movements in shareholders' funds

	Year to 31 March 2004 £'000	Year to 31 March 2003 £'000
Opening shareholders' funds	1,037,462	1,253,281
Total recognised gains and losses for the year	72,707	(215,819)
Closing shareholders' funds	1,110,169	1,037,462

Notes to the Financial Statements - Year ended 31 March 2004

1 Accounting Policies

a) Basis of preparation

The financial statements are prepared under the historical cost convention and in accordance with the Companies Act 1985 and applicable UK Accounting Standards.

The Company's accounting policies are unchanged compared with the year ended 31 March 2003.

b) Consolidated financial statements

Group financial statements are not prepared because the Company is a wholly owned subsidiary of Tate & Lyle PLC, its ultimate holding company, which is registered in England and Wales.

c) Dividends

Dividends proposed by UK subsidiaries are accrued at the period end. All other dividend income is accounted for when received.

d) Fixed asset investments

Investments are shown at cost less amounts written off where there is a permanent diminution in value.

An undertaking is regarded as a subsidiary undertaking if the Company has control over its operating and financial policies.

An undertaking is regarded as a joint venture if the Company has joint control over its operating and financial policies and an associate if the Company holds a participating interest and has significant influence, but not control, over its operating and financial policies. Significant influence generally exists where the Company holds more than 20% and less than 50% of the shareholders' voting rights.

e) Foreign currencies

Unless they are financed by foreign currency borrowings, investments in shares in overseas undertakings are translated into sterling at historic exchange rates.

Other assets and liabilities denominated in foreign currencies are retranslated into sterling at the exchange rate ruling at the balance sheet date and the resulting exchange gains and losses are recognised in the profit and loss account.

Investments in shares in overseas undertakings that are financed by foreign currency borrowings are retranslated into sterling at the exchange rate ruling at the balance sheet date and the resulting exchange gains and losses are recognised in reserves. Exchange gains and losses on the related foreign currency borrowings that would otherwise be dealt with in the profit and loss account are also recognised in reserves to the extent permissible under SSAP20 "Foreign currency translation".

Notes to the Financial Statements - Year ended 31 March 2004

f) Deferred taxation

Deferred tax is recognised on a full provision basis on timing differences between the recognition of gains and losses in the accounts and their recognition for tax purposes that have arisen but not reversed at the balance sheet date. Deferred tax assets are recognised only to the extent that it is considered more likely than not that there will be sufficient future taxable profits to permit tax relief of the underlying timing differences. Where appropriate deferred tax assets and liabilities are stated on a discounted basis.

g) Cash flow statement

As the company is a wholly owned subsidiary of Tate & Lyle PLC and its cash flows are included in the consolidated cash flow statement of Tate & Lyle PLC, the company is exempt from the requirement to present a cash flow statement under FRS1 "cash flow statements".

2 Directors' And Employees' Emoluments

The directors are employed by Tate & Lyle PLC and remunerated by that company in respect of their services as group employees. Their emoluments are dealt with in the group financial statements and they received no emoluments for services to the Company. The company had no employees at any time during the year.

3 Operating Income

	Year ended 31 March 2004	Year ended 31 March 2003
Exchange gain	£'000 66,488	£'000 14,975
	66,488	14,975

4 Operating Costs

	Year ended 31 March 2004	Year ended 31 March 2003
	5,000	£'000
Auditors' remuneration	6	6
Other operating expenses	135	109
	141	115

Notes to the Financial Statements – Year ended 31 March 2004 (continued)

5 Interest Receivable And Similar Income

	Year ended 31 March 2004	Year ended 31 March 2003
	£'000	2'000
Interest receivable from Group companies Other interest	32,855 41	17,024
Interest – total	32,896	17,024
Income from fixed assets investments		
Listed investments Associates and Joint Ventures	847	165 706
Income from fixed asset investments - total	847	871
	33,743	17,895

6 Taxation

	Year ended 31 March 2004	Year ended 31 March 2003
	£'000	£'000
Analysis of tax charge for the period		
Current tax		
 UK corporation tax at 30.0% (2003: 30.0%) Double taxation relief Adjustments to tax charged in prior years 	30,267 (363) (193)	25,184 (15,955) -
Overseas tax		253
Total current tax	29,711	9,482
Deferred tax		
Reversal of timing differences	-	(7,686)
Movement on discount	- · · · · · · · · · · · · · · · · · · ·	249
Total deferred tax	-	(7,437)
Total tax charge	29,711	2,045

Notes To The Financial Statements - Year ended 31 March 2004 (continued)

6 Taxation (continued)

	Year to 31 March 2004 £'000	Year to 31 March 2003 £'000
Profit/(loss) before tax	102,418	(213,882)
UK Corporation tax charge/(credit) at 30% (2003: 30%)	30,725	(64,165)
Adjusted for the effects of:		
Excess of book loss over taxable loss on investments	-	2,014
Underlying tax on overseas dividends	109	4,733
Non taxable UK dividends	(567)	(158)
Other non taxable items less non deductible items		82,760
	30,158	25,184
Double taxation relief	(363)	(15,955)
Overseas taxation (withholding tax)	-	253
Adjustments to tax charged in previous years	(193)	
Total Current Tax	29,711	9,482

7 Investments Held As Fixed Assets

	31 March 2004 £'000	31 March 2003 £'000
Shares in subsidiary undertakings (7a)	511,881	1,007,030
Loans to subsidiary undertakings (7b)	2,304	1,937
Shares in joint ventures and associates (7c)	6,410	6,410
Other investments other than loans (7d)	13	640
	520,608	1,016,017

Detail of significant acquisitions and disposals in group companies and associated undertakings are disclosed in the director's report.

Notes to the Financial Statements - Year ended 31 March 2004 (continued)

7 Investments Held As Fixed Assets (continued)

Shares in subsidiary undertakings	€'000
Balance at 31 March 2003	1,007,030
Additions	90,265
Disposals	(574,014)
Exchange movements	(11,400)
Balance at 31 March 2004	511,881
Loans to subsidiary undertakings	5,000
Balance at 31 March 2003	1,937
New loans	1,633
Repayments	(1,264)
Exchange movements	(2)
Balance at 31 March 2004	2,304
Shares in joint ventures and associates	
	£'00
Balance at 31 March 2003	6,41

Notes To The Financial Statements - Year ended 31 March 2004 (continued)

7 Investments Held As Fixed Assets (continued)

(d) Other investments

	<u>Listed on</u> <u>Overseas</u> Exchanges	<u>Unlisted</u>	<u>Total</u>
	€,000	£'000	€,000
At cost			
At 31 March 2003	1,388	3,344	4,732
Disposal	(1,375)	•	(1,375)
Exchange		(443)	(443)
At 31 March 2004	13	2,901	2,914
Provision for diminution in value			
At 31 March 2003	(1,275)	(2,817)	(4,092)
Provisions	-	(84)	(84)
Disposal	1,275	•	1,275
At 31 March 2004	<u> </u>	(2,901)	(2,901)
Net Book Value			
At 31 March 2004	13		13
At 31 March 2003	113	527	640_

The market value of the listed investments at 31 March 2004 was £13,000 (2003: £102,000).

8 Debtors

	31 March 2004	31 March 2003
	£'000	5,000
Amounts owed by fellow subsidiaries	1,625,754	798,699
Prepayments and accrued income	5,822	977
	1,631,576	799,676

The prepayments and accrued income are owed by group undertakings. In 2003, £52,000 was held with a third party.

Notes To The Financial Statements - Year ended 31 March 2004 (continued)

9 Creditors Due Within One Year

	31 March 2004	31 March 2003
	£'000	£'000
Amounts owed to fellow subsidiaries	1,012,164	768,545
Taxation and group relief payable	29,748	9,140
Accruals and deferred income	16	191
	1,041,928	777,876

Of the amount due to fellow subsidiaries, £355,897,000 (2003: £340,443,000) is an interest free loan, repayable on three days notice. Interest on the remaining balance relates to numerous loans. Interest on each loan is calculated depending on the loan terms, currency denomination and current base rates.

10 Creditors: Amounts Falling Due After More Than One Year

31 March 2004	31 March 2003
£,000	£'000
Amounts owed to group companies 5	5

The loans due to group companies are interest free and are repayable after more than five years.

Notes To The Financial Statements - Year ended 31 March 2004 (continued)

11 Provisions for Liabilities and Charges

	£'000
As at 31 March 2003	350
Released during the year	(268)
4	Wiles addades . 4 - 4 114 Mars 1997 1997 1997 1997 1997 1997 1997 199
As at 31 March 2004	82

Provisions

A provision of £350,000 was recognised during 2003 for a warranty claim arising in connection with disposal of a group company. £268,000 was released in the current year following a revision of estimated future costs expected. The remaining expenditure should be incurred in the next financial year and will be incurred within 12 months of the balance sheet date.

Analysis of provision for deferred tax

The Company has unutilised tax losses with a tax effect of £2,820,000 (2003: £3,968,000) that have not been recognised since it is not sufficiently certain that there will be suitable taxable profits against which they may be offset.

Notes To The Financial Statements - Year ended 31 March 2004 (continued)

12 Called Up Share Capital

	31 March 2004	31 March 2003
Authorised share capital	£'000	£'000
Ordinary shares of £1 each	13,000	13,000
Redeemable preferred shares of £1 each	40,000	40,000
	53,000	53,000
	31 March 2004	31 March 2003
Allotted and fully paid	£'000	€,000
12,000,002 Ordinary shares of £1 each (2003: 12,000,002)	12,000	12,000
40,000,000 Redeemable preferred shares of £1 each (2003: 40,000,000)	40,000	40,000
	52,000	52,000

The preferred shares are redeemable at the option of either the Company or the holder. The Company has the right to redeem the preferred shares at any time giving not less than 28 days notice. The Company shall redeem all or part of the shares no later than seven days after receipt of written notice from the shareholder. No premium shall be paid on redemption. No dividend may be paid on the ordinary shares until any outstanding dividend has been paid on all the redeemable preferred shares in issue. Holders of preferred shares have equal voting rights with holders of ordinary shares and rank pari-passu with holders of ordinary shares on a winding up.

13 Reserves

	Share <u>premium</u> £'000	Profit and loss £'000
At 31 March 2003	873,176	112,286
Retained profit for the period	_	72,707
At 31 March 2004	873,176	184,993

Notes To The Financial Statements - Year ended 31 March 2004 (continued)

14 Subsidiaries, Associated Undertakings And Other Investments

The main subsidiaries and investments of the Company at 31 March 2004 were as follows:

Subsidiaries Operating In The United Kingdom ¹

	Type of Business	Proportion of share capital held (percent)	
		T&L Investments holding	T&L Investments holding Indirect
		Direct	munect
The Molasses Trading Company Limited ²	Holding company	100	0
Tate & Lyle Overseas Limited 2	Holding company	100	0
Tate & Lyle Investments (USA) Limited 2	Holding company	100	0
Tate & Lyle Investments (Gulf States) Limited ²	Holding company	100	0
United Molasses (Ireland) Limited	Molasses	0	50
Coolmelt Limited ²	Holding company	100	0
Redpath (UK) Limited	Holding company	. 0	100
Kalmarana ²	Holding company	100	0

Subsidiaries Operating Overseas

Country of incorporation or registration	Company	Type of Business	Proportion of share capita held (percent)	
			T&L Investments holding Direct	T&L Investments holding Indirect
Barbados	Caribbean Antilles Molasses Company Ltd	Molasses	0	100
Belgium	Amylum Europe NV	Cereal sweeteners & starches	0	35.8
-	Tameco NV	Molasses	0	100
Bermuda	Tate & Lyle Management & Finance Limited 2	Management & finance	100	0
	Tate & Lyle Reinsurance Limited	Reinsurance	0.1	99.99
Brazil	Mercocitrico Fermentações SA 2	Citric acid	100	0
British Virgin Islands	Anglo Vietnam Sugar Investments Limited ²	Holding company	60	. 0
Canada	Tate & Lyle North American Sugars Limited	Sugar refining	100	0
China	Orsan Guangzhou Gourmet Powder Company Limited	Glutamate producer	0	14.6
Denmark	Nordisk Melasse A/S	Molasses	0	100
France	Amylum France SAS	Cereal sweeteners & starches	0	35.6
	Orsan SA	Glutamate producer	0	28.8
	France Melasses SA	Cereal sweeteners & starches	0	40.6
	Société Européenne des Mélasses SA	Molasses	0	66
Germany	Hansa Melasse - Handelsgesellschaft mbH	Molasses	0	100
Greece	Amylum Hellas S.A.	Cereal sweeteners & starches	0	35.4
India	Tate & Lyle investments (India) Pvt Ltd 2	Holding company	100	0
Italy	Melassa Italiana SpA	Molasses	0	100
Mauritius	The Mauritius Molasses Company Limited	Molasses	0	66.7
Mozambique	Companhia Exportadora de Melaços	Molasses	0	100
Netherlands	Amylum Nederland BV	Cereal sweeteners & starches	100	61
	Nederlandsche Melasse Handel Maatschappij BV	Molasses	0	100
	Tate & Lyle Holland BV 2	Holding company	100	0

Notes To The Financial Statements - Year ended 31 March 2004 (continued)

Subsidiaries Operating Overseas (continued)

Country of incorporation or registration	oration		of Business Proportion of share capital held (percent)	
,			T&L Investments holding Direct	112
Norway	Tate & Lyle Norge A/S 2	Sugar distribution	100	0
Portugal	Alcântara Empreendimentos SGPS, Lda 2	Holding company	100	0
	Alcantara Refinarias Açucares, SA	Sugar refining	0	100
	Tate & Lyle (Portugal) Importaçao e Exportaçao Ltda	Molasses	0	100
South Africa	The Pure Cane Molasses Company (Durban) (Pty) Ltd	Molasses	0	100
Spain	Amylum Ibérica S.A.	Cereal sweeteners & starches	0	69.9
	United Molasses (España) SA	Molasses	0	100
Trinidad	Caribbean Bulk Storage and Trading Company Ltd	Molasses	0	100
USA	A E Staley Manufacturing Company	Cereal sweeteners & starches		7.3
	Staley Grain Inc	Cereal sweeteners & starches	0	7.3
	Staley Holdings Inc	Holding company	7.3	0
	Tate & Lyle Citric Acid Inc	Citric acid	0	7.3
Vietnam	Nghe An Tate & Lyle Sugar Company Limited	Raw Sugar Manufacture	0	48.5

Registered in England, except United Molasses (Ireland) Ltd, which is registered in Northern Ireland Direct subsidiaries of Tate & Lyle Investments Ltd.

Particulars of other subsidiaries and associated undertakings, which are either not material or dormant, will be included in the Annual Return.

Notes To The Financial Statements – Year ended 31 March 2004 (continued)

Joint Ventures

Country of incorporation or registration	Company	Type of Business	Proportion of share capital held (percent)	
			T&L Group Holding	T&L Investments holding (direct or indirect)
Bulgaria	Amylum Bulgaria	Cereal sweeteners & starches	47.4	21.8
Columbia	Sucromiles	Citric acid	50	50
Czech Republic	Eastern Sugar Ceska Republika	Sugar beet processing	47.3	47.3
England	Amylum UK	Cereal sweeteners & starches	100	38.9
Hungary	Eastern Sugar Rt	Sugar beet processing	50	50
Ireland	Premier Molasses	Molasses	50	50
Italy	Sedamyl Spa	Cereal sweeteners & starches	50	22.9
	Grupo Industrial Azucrero de Occidente SA	Raw sugar manufacture	49	20.6
Netherlands	Eastern Sugar BV	Holding company	50	- 50
	Eaststarch CV	Holding company	48.9	22.4
Slovakia	Amylum Slovakia	Cereal sweeteners & starches	48.9	22.4
	Eastern Sugar Slovensko	Sugar beet processing	47.8	47.8
Spain	Compania de Melazes SA	Molasses	50	50
Turkey	Amylum Nisasta	Cereal sweeteners & starches	48.9	22.4

15 Ultimate Holding Company

The parent and ultimate holding company is Tate & Lyle PLC, which is registered in England and Wales. Copies of its consolidated financial statements can be obtained from the Company Secretary at Sugar Quay, Lower Thames Street, London, EC3R 6DQ.

16 Related Parties

As permitted by FRS8 'Related Party Disclosures', disclosure of related party transactions with other companies controlled by Tate & Lyle PLC is not provided and there were no reportable transactions with other related parties.