

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

TATE & LYLE INVESTMENT SERVICES LIMITED

(the "Company")

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MEMORANDUM UNDER SECTION 644 OF THE COMPANIES ACT 2006 (THE  
"ACT") AND ARTICLE 4 OF THE COMPANIES ACT 2006 (COMMENCEMENT NO 7,  
TRANSITIONAL PROVISIONS AND SAVINGS) ORDER 2008

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With effect from the date of registration by the Registrar of Companies, in accordance with section 644(3) of the Act, pursuant to:

- 1 a special resolution of the Company passed as a written resolution dated 24 March 2009 to reduce the issued and authorised share capital of the Company from £367,790,090 divided into 100 ordinary shares of £1, 157,989,529 "A" 9.55% cumulative redeemable preference shares of £1 and 209,800,461 "B" 9.125% cumulative redeemable preference shares of £1 by cancelling and extinguishing 99 issued and authorised ordinary shares of £1 (each of which are fully paid-up), by cancelling and extinguishing all of the issued, unissued and authorised "A" 9.55% cumulative redeemable preference shares of £1 and by cancelling and extinguishing all of the issued, unissued and authorised "B" 9.125% cumulative redeemable shares of £1 and returning to the holders on the register of members when the cancellation becomes effective paid-up capital to the extent of £1 for each issued "A" 9.55% and "B" 9.125% cumulative redeemable preference share; and
- 2 an ordinary resolution of the Company passed as a written resolution dated 24 March 2009 to increase the authorised share capital of the Company from £1 to £1,000,000 by the creation of 999,999 ordinary shares of £1 each ranking pari passu in all respects with the existing ordinary share of £1 in the capital of the Company,

and those other documents required to be delivered to the Registrar under section 644(1) of the Act, the Company's share capital is £1,000,000 divided into 1,000,000 ordinary shares of £1, one of which is issued and fully paid-up at the date of such registration.



Director

Date 24/03/09

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25/03/2009

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