

Notice of Annual General Meeting 2012

This document is important. Please read it straight away.

If you have any doubts about the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other professional adviser duly authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all your shares in Tate & Lyle PLC, please send this document, and the accompanying proxy form, at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer took place, so they can send it on to the purchaser or transferee.

Dear Shareholder

I enclose your Notice of Annual General Meeting (AGM). The meeting will be held on Thursday 26 July 2012 at 11.00 am at The Honourable Artillery Company, Armoury House, City Road, London EC1Y 2BQ. Due to a commitment given for the duration of the Olympic Games 2012 period, our usual venue is not available. You can register from 10.00 am and the Meeting will start promptly at 11.00 am.

As the meeting is on the same day that the Olympic torch relay is crossing the City of London, shareholders are advised to allow plenty of time for their journey to and from the venue.

The Notice of Meeting is set out on pages 2 to 3. An explanation of the resolutions on which you will be asked to vote can be found on pages 6 to 7.

Annual Report 2012

If you have not asked to be sent a copy of the Annual Report 2012 by post, you can find it on our website at www.tateandlyle.com/annualreport2012.

If you would like to receive a printed copy of the Annual Report 2012, please contact our registrars, Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.

Lodging your vote

All your votes are important to us and I urge you to vote on the resolutions to be proposed at the Meeting. If you cannot attend the AGM, you may appoint a proxy in one of the following ways:

- online via our registrars' website, www.sharevote.co.uk;
- via the CREST electronic proxy appointment service (for CREST members); or
- by completing the enclosed proxy form and returning it to our registrars.

The deadline for the appointment of proxies is 11.00 am on Tuesday 24 July 2012. The appointment of a proxy will not prevent you from attending and voting at the Meeting.

Shareholders' questions

You may submit questions relating to the business of the AGM beforehand via email to agmquestions@tateandlyle.com or by completing and returning the shareholders' questions card in the enclosed reply-paid envelope. All questions will be considered, and addressed at the AGM or via our website, or on an individual basis as appropriate, according to the nature of the question. Shareholders may also ask questions in person on the business of the Meeting once submitted questions have been dealt with at the AGM.

Voting at the Meeting

Save for any procedural resolution which will be taken on a show of hands, voting at the AGM will be taken by poll again this year. Each shareholder and proxy present at the Meeting will be invited to complete a poll card indicating how they wish to cast their votes in respect of each resolution. In addition, I will cast the votes for which the Chairman of the Meeting has been appointed as proxy. Poll cards will be collected at the end of the Meeting. Once the results have been verified by Equiniti, they will be published on our website, www.tateandlyle.com, and released via a regulatory information service.

Recommendation

Your directors believe that all the resolutions in the Notice of Meeting are in the best interests of Tate & Lyle PLC and its shareholders and recommend that you vote in favour of them. The directors intend to vote their own shares in favour of each resolution.

Yours sincerely

Sir Peter Gershon

Chairman

8 June 2012

Notice of Annual General Meeting 2012

Notice is hereby given that the one hundred and ninth Annual General Meeting (AGM) of Tate & Lyle PLC (the Company) will be held at The Honourable Artillery Company, Armoury House, City Road, London EC1Y 2BQ on Thursday 26 July 2012 at 11.00 am for the following purposes:

To consider and, if thought fit, pass the following resolutions 1 to 17 which will be proposed as ordinary resolutions:

1. To receive the Report and Accounts of the Directors and the report of the auditors for the year ended 31 March 2012.
2. To approve the Directors' Remuneration Report set out in the Report and Accounts for the year ended 31 March 2012.
3. To declare a final dividend on the ordinary shares of the Company.
4. To re-elect Sir Peter Gershon as a director of the Company.
5. To re-elect Javed Ahmed as a director of the Company.
6. To re-elect Tim Lodge as a director of the Company.
7. To re-elect Liz Airey as a director of the Company.
8. To re-elect William Camp as a director of the Company.
9. To re-elect Evert Henkes as a director of the Company.
10. To re-elect Douglas Hurt as a director of the Company.
11. To re-elect Dr Ajai Puri as a director of the Company.
12. To re-elect Robert Walker as a director of the Company.
13. To re-appoint PricewaterhouseCoopers LLP as auditors.
14. To authorise the directors to set the remuneration of the auditors.
15. 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 2013 or on 30 September 2013, 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.
16. That the rules of the Tate & Lyle Performance Share Plan 2012 (the Plan) referred to in the Notice of Meeting dated 8 June 2012 and produced in draft to this AGM and for the purposes of identification initialled by the Chairman be approved.
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 £38,827,267; and
 - (b) comprising equity securities (as defined in Section 560(1) of the Act) up to a further nominal amount of £38,827,267 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 2013 or on 30 September 2013, 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.

To consider and, if thought fit, pass the following resolutions 18 to 20 which will be proposed as special resolutions:

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 £5,824,090; 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 2013 or on 30 September 2013, 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.
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 46,592,720;
 - (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 2013 or, if earlier, 30 September 2013 (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.
20. That a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.

By order of the Board

Robert Gibber
Company Secretary
8 June 2012

Registered Office:
1 Kingsway
London WC2B 6AT

Registered in England
Company number 76535

Notice of Annual General Meeting 2012

Attending and voting

1. Members of the Company will have the right to attend, speak and, subject to the Articles, vote at the AGM.
2. To be entitled to attend, speak and vote at the AGM (and for the purpose of determining the number of votes they may cast), members must be entered on the Company's Register of Members at 6.00 pm on Tuesday 24 July 2012 (or in the case of an adjournment, 6.00 pm on the date which is two days before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend, speak and vote at the AGM.
3. Any member attending the Meeting has the right to ask questions. The Chairman will ensure that any question relating to the business being dealt with at the Meeting receives a response, but no answer need be given if:
 - (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information;
 - (b) the answer has already been given on the Company's website in the form of an answer to a question; or
 - (c) the Chairman determines that it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.

Appointment of proxies

4. Any member of the Company entitled to attend, speak and vote is entitled to appoint another person as his or her proxy to exercise all or any of his or her rights to attend and to speak and vote at the AGM. A member may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A proxy need not be a member of the Company.
5. A proxy form is enclosed which shareholders may complete and return to Equiniti, the Company's registrars. Shareholders may register the appointment of their proxy or proxies electronically via Equiniti's website, www.sharevote.co.uk, where you will find full instructions on how to do so. To use this electronic system, you will need the Voting ID, Task ID and Shareholder Reference Number printed on the proxy form. Alternatively, if you have already registered with Equiniti's online portfolio service, Shareview, you can appoint your proxy or proxies electronically by logging on to your portfolio at www.shareview.co.uk and clicking on the link to vote under your Client Name holding detail. Please note that any electronic communication found to contain a computer virus will not be accepted. CREST members may use the CREST electronic appointment service (see below).
6. To be effective, the proxy form (or electronic appointment of a proxy) must be received by Equiniti by 11.00 am on Tuesday 24 July 2012. Appointing a proxy will not prevent a shareholder from attending and voting in person at the AGM.

Appointment of proxies through CREST

7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST-sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
8. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Equiniti (ID RA19) by no later than 11.00 am on Tuesday 24 July 2012. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Equiniti is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
9. CREST members and, where applicable, their CREST sponsors or voting service providers, should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers, are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The CREST Manual can be reviewed at www.euroclear.com/CREST.
10. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Shareholder information

11. A copy of this Notice of Meeting and other information required by Section 311A of the Companies Act 2006 can be found at www.tateandlyle.com.

Electronic communication

12. You may not use any electronic address provided either in this Notice of Meeting or any related documents including the Proxy form to communicate with the Company for any purpose other than those expressly stated.

Corporate representatives

13. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that they do not do so in relation to the same shares.

Members' statement of audit concerns

14. Shareholders should note that, on a request made by shareholders of the Company under Section 527 of the Act, the Company may be required to publish on a website a statement setting out any matter relating to:
 - (a) the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the AGM; or
 - (b) any circumstance connected with the auditors of the Company ceasing to hold office since the previous meeting at which annual reports and accounts were laid in accordance with Section 437 of the Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 (requirements as to website availability) of the Act. Where the Company is required to place a statement on a website under Section 527 of the Act, it must forward the statement to the Company's auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM for the relevant financial year includes any statement that the Company has been required under Section 527 of the Act to publish on a website.

Nominated persons

15. A person who is not a shareholder of the Company, but has been nominated by a shareholder to enjoy information rights in accordance with Section 146 of the Act (Nominated Person) does not have the right to appoint a proxy, although he/she may have a right under an agreement with the shareholder to be appointed (or to have someone else appointed) as a proxy. Alternatively, if Nominated Persons do not have such a right, or do not wish to exercise it, they may have a right under an agreement with the relevant shareholder to give instructions as to the exercise of voting rights.
16. If you have been nominated to receive general shareholder communications directly from the Company, it is important to remember that your main contact in terms of your investment remains the registered shareholder or custodian or broker who administers the investment on your behalf. Therefore, any changes or queries relating to your personal details and holding (including any administration) must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee to deal with matters that are directed to it in error. The only exception to this is where the Company, in exercising one of its powers under the Act, writes to you directly for a response.

American Depositary Receipts (ADRs)

17. Holders of ADRs should complete ADR proxy cards in relation to the voting rights attached to the ordinary shareholding represented by their ADRs. Such cards should be returned to the US Depository, The Bank of New York Mellon, as indicated, as soon as possible and no later than 5.00 pm Eastern Standard Time on 18 July 2012. Should you have any additional queries, the US Depository can be contacted at +1 888 269 2377 (for calls from the USA only) or +1 201 680 6825 (for calls from outside the USA).

Issued share capital

18. As at 7 June 2012, being the last practicable date prior to the publication of the Notice of Meeting, the total number of issued ordinary shares was 468,160,519. The Company held 2,233,304 shares in treasury and therefore the total number of voting rights was 465,927,215. On a vote by show of hands, every member who is present has one vote and every proxy present who has been duly appointed by a member entitled to vote has one vote. On a poll every member who is present in person or by proxy has one vote for every share of which he or she is the holder.

Inspection of documents

19. The following documents will be available for inspection at the registered office of the Company during normal business hours on any weekday (Saturday, Sunday and UK public holidays excluded), and on the date of the AGM when they will also be available for inspection at The Honourable Artillery Company, Armoury House, City Road, London EC1Y 2BQ from 10.45 am until the close of the Meeting:
 - copies of service contracts and letters of appointment of the directors; and
 - a copy of the rules of the Tate & Lyle Performance Share Plan 2012 as proposed in Resolution 16.

General enquiries

20. The Company's registrars, Equiniti, can be contacted on 0871 384 2063* or +44 (0)121 415 0235 (for calls from outside the UK). *Calls to this number are charged at 8p per minute from a BT landline. Other network provider costs may vary. Lines are open Monday to Friday, 8.30 am to 5.30 pm UK time (excluding UK public holidays).

Explanatory notes to the business of the Annual General Meeting 2012

This year, shareholders will be asked to approve 20 resolutions. Resolutions 1 to 17 will be proposed as ordinary resolutions. This means that more than 50% of the votes cast must support these resolutions if they are to be passed. Resolutions 18 to 20 will be proposed as special resolutions. At least 75% of the votes cast must support these resolutions if they are to be passed.

Resolution 1: Report and accounts for the year ended 31 March 2012

The directors are legally required to present their report and audited accounts for the year ended 31 March 2012 to shareholders. A copy of the Annual Report 2012 is available on our website, www.tateandlyle.com/annualreport2012 and copies will also be available at the AGM.

Resolution 2: Approval of the Directors' Remuneration Report for the year ended 31 March 2012

The law requires that all listed companies must give shareholders the opportunity to cast an advisory vote on the Directors' Remuneration Report. A copy of this year's report can be found on pages 48 to 59 of the Annual Report 2012.

Resolution 3: Declaration of a final dividend

You will be asked to declare a final dividend of 17.8p per ordinary share for the year ended 31 March 2012. If approved, the dividend will be paid on 3 August 2012 to shareholders on the Register of Members at the close of business on 29 June 2012.

Resolutions 4 to 12: Re-election of directors

In accordance with the UK Corporate Governance Code, all directors will be submitting themselves for re-election by shareholders at the AGM.

Each director has been through a formal performance review process, further details of which can be found in the Annual Report 2012. Following this process, the Board agreed that the performance of each of the directors was entirely satisfactory and that they each demonstrate the commitment expected of a director of Tate & Lyle.

The Board has concluded that each of the non-executive directors is independent under the terms of the UK Corporate Governance Code.

Biographical details of all directors can be found in Appendix 1 on page 8.

Resolution 13: Re-appointment of auditors

The Company is required to re-appoint auditors at each general meeting at which accounts are laid. The Board, on the recommendation of the Audit Committee, which evaluated the independence of the external auditors and the effectiveness of the audit process, is proposing that PricewaterhouseCoopers LLP be re-appointed as the Company's auditors.

Resolution 14: Auditors' remuneration

This resolution proposes that the directors be authorised to set the auditors' remuneration.

Resolution 15: Political donations

Resolution 15 asks shareholders to renew the authority given at the 2011 annual general meeting to enable the Company to support individuals and organisations that may fall within the scope of a 'political party', an 'independent election candidate' or a 'political organisation' and to incur 'political expenditure' as defined in the Companies Act 2006 (the Act).

Tate & Lyle's policy is not to make donations to EU political candidates, parties or organisations and there is no intention of changing that policy. However, the Act includes a broad definition of donations in this context, which may include some normal business activities that would not otherwise be regarded as being political in nature. Consequently, the Board, in common with many other companies, on a precautionary basis and to avoid contravening the Act, considers it prudent to ask shareholders to renew this authority for a further period, which will expire at the next annual general meeting or on 30 September 2013, whichever is the earlier.

Resolution 16: Tate & Lyle Performance Share Plan 2012

Resolution 16 asks shareholders to approve the adoption of the Tate & Lyle Performance Share Plan 2012 (the Plan). The Plan replaces the Tate & Lyle Performance Share Plan 2003 which is due to expire in 2013. The key terms of the Plan are fully consistent with the terms of our current shareholder-approved Performance Share Plan 2003. No changes are proposed to the provisions relating to maximum award levels, performance conditions, targets or vesting levels. We have also taken the opportunity to review the plan against current best-practices in corporate governance and the Performance Share Plan 2012 includes the addition of a formal claw-back provision. The Plan is designed to incentivise senior employees through the use of stretching performance targets attached to grants and align their interests with those of shareholders. The Plan will be operated within the limits recommended by the Investment Committee of the Association of British Insurers (ABI).

A summary of the proposed Plan rules can be found in Appendix 2 on pages 9 and 10.

Resolution 17: Authority to allot ordinary shares

This resolution asks shareholders to renew the directors' authorities to allot shares. The directors believe that the authorities in this resolution should be obtained to give flexibility for business opportunities as they arise. Paragraph (a) of resolution 17 will allow the directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to a nominal value of £38,827,267 (consisting of 155,309,068 ordinary shares), representing one-third of the Company's ordinary share capital in issue (excluding treasury shares) as at 7 June 2012. As at this date, the Company held 2,233,304 ordinary shares in treasury, representing 0.48% of the issued share capital excluding treasury shares.

In line with guidance issued by the ABI, it is also proposed under paragraph (b) of resolution 17 to authorise the directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares only in the case of a rights issue up to a further nominal value of £38,827,267, which represents an additional one-third of the Company's ordinary share capital in issue (excluding treasury shares) as at 7 June 2012.

If the resolution is passed, the authority will remain in force until the next annual general meeting or 30 September 2013, whichever is the earlier. The directors intend to exercise this authority in connection with the Company's employee share schemes. If the authority given by paragraph (b) of resolution 17 is used, the directors intend to follow best practice in respect of its use, including all directors standing for re-election at the next annual general meeting as recommended by the ABI.

Resolution 18: Disapplication of pre-emption rights

As in previous years, it is proposed to authorise the directors to allot shares for cash without first offering them to existing shareholders in proportion to their existing holdings.

The purpose of paragraph (a) of resolution 18 is to authorise directors to allot new shares pursuant to the authority given by paragraph (a) of resolution 17, or to sell treasury shares, for cash in connection with a pre-emptive offer or rights issue or otherwise up to a maximum nominal value of £5,824,090 (consisting of 23,296,360 ordinary shares) which is 5% of the ordinary share capital in issue excluding shares held in treasury on 7 June 2012, in each case without the need first to offer such shares to existing shareholders in proportion to their existing holdings. This authority will remain in force until the next annual general meeting or 30 September 2013, whichever is the earlier.

The purpose of paragraph (b) of resolution 18 is to authorise the directors to allot new shares pursuant to the authority given by paragraph (b) of resolution 17, or sell treasury shares, for cash in connection with a rights issue without the shares first being offered to existing shareholders in proportion to their existing holdings. This is in line with guidelines issued by the ABI.

The Board considers the authority in resolution 18 to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a pre-emptive offer or rights issue without the need to comply with the strict requirements of the statutory pre-emption provisions.

The Board intends to adhere to the provisions in the Pre-emption Group's Statement of Principles not to allot shares for cash on a non pre-emptive basis (other than pursuant to a rights issue or pre-emptive offer) in excess of an amount equal to 7.5% of the total issued ordinary share capital of the Company within a rolling three-year period without prior consultation with shareholders.

Resolution 19: Company's authority to purchase its own shares

As in previous years, shareholders will be asked to renew the Company's authority to purchase up to 10% of its issued ordinary shares. The resolution specifies the maximum number of shares that may be purchased and the minimum or maximum prices at which they may be bought. The directors would only use this authority after taking account of the market conditions prevailing at the time, the needs of the Company (including the need to hold shares in treasury to satisfy awards made under the Company's share incentive schemes), its opportunities for expansion and its overall financial position. Consistent with statements issued by the ABI Secretariat in this regard, the directors would exercise the authority to purchase ordinary shares only if they considered the effect would be an increase in earnings per share and would be in the best interests of shareholders.

Pursuant to the Act, the Company can hold the shares which have been repurchased itself as treasury shares and either resell them for cash, cancel them, either immediately or at a point in the future, or use them for the purposes of its share incentive schemes.

During the period from 28 July 2011 to 7 June 2012, the Company used this authority to purchase 2,050,000 shares into treasury to satisfy awards made under the Company's share incentive plans.

The total number of ordinary shares which may be issued on the exercise of outstanding options as at 7 June 2012 (the latest practicable date prior to the posting of this document) is 8,308,561, which represents approximately 1.78% of the issued share capital at that date (excluding shares held in treasury). If the Company were to purchase shares up to the maximum permitted by this resolution, the proportion of ordinary shares subject to outstanding options would represent approximately 1.98% of the issued share capital (excluding shares held in treasury) as at 7 June 2012.

Resolution 20: Notice period for general meetings

The Companies (Shareholders' Rights) Regulations 2009 (the Shareholders' Rights Regulations) increased the notice period required for general meetings of the Company to 21 days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days (annual general meetings will continue to be held with at least 21 clear days' notice).

Before the Shareholders' Rights Regulations came into force in 2009, the Company was able to call general meeting other than an annual general meeting on 14 clear days' notice without obtaining such shareholder approval. At each annual general meeting of the Company held since 2009, shareholders have approved the calling of meetings other than the annual general meeting on 14 clear days' notice, effective until the next annual general meeting. In order to preserve this ability, resolution 20 seeks such approval. The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed. The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

The Company will also need to meet the requirements for electronic voting under the Shareholders' Rights Directive before it can call a general meeting on 14 clear days' notice.

Appendix 1:

Biographies of the Directors standing for re-election

Sir Peter Gershon, Chairman

Joined the Board as an independent Non-Executive Director and Chairman Designate in February 2009. Appointed Chairman in July 2009. Sir Peter has broad business experience gained in large and complex international organisations and has held various leadership roles in the UK private and public sector. He was formerly Chairman of Premier Farnell plc; Chief Executive of the Office of Government Commerce; and Managing Director of Marconi Electronic Systems. Currently Chairman of National Grid plc, a member of the UK Defence Academy Advisory Board and a member of HM Government Efficiency Board.

Javed Ahmed, Chief Executive

Joined the Board as Chief Executive in October 2009. Javed has extensive international experience from a wide variety of senior commercial and management roles. He started his career with Procter & Gamble and then spent five years with Bain & Co. before joining Benckiser (later Reckitt Benckiser plc) in 1992 where he gained significant experience of international consumer goods markets and held positions including Senior Vice President, Northern Europe; President, North America; Executive Vice President, North America, Australia and New Zealand; and Executive Vice President, Europe.

Tim Lodge, Chief Financial Officer

Joined the Board in December 2008 as Group Finance Director. Tim joined the Group in 1988 has held a number of senior operational and financial roles, both in the UK and internationally, including Managing Director of Zambia Sugar; Group Financial Controller; Finance Director of the Food & Industrial Ingredients, Europe division; and Director of Investor Relations. He is a Fellow of the Chartered Institute of Management Accountants.

Liz Airey, Non-Executive Director

Joined the Board in January 2007. Liz was an investment banker and has extensive financial experience in the UK and internationally. She was formerly Finance Director of Monument Oil and Gas plc. Currently Chairman of the Unilever UK Pension Fund, Senior Independent Director of Jupiter Fund Management PLC, and a non-executive director of Dunedin Enterprise Investment Trust PLC.

William Camp, Non-Executive Director

Joined the Board in May 2010. Bill worked for 22 years for Archer Daniels Midland Company, before retiring in 2007, and held a variety of management positions including Executive Vice President, Asia Strategy; Executive Vice President, Processing; and Senior Vice President, Global Oil Seeds, Cocoa and Wheat Milling. Currently a non-executive director of Chiquita Brands International Inc, non-executive director of BioAmber Inc and Senior Advisor, Naxos Capital.

Evert Henkes, Non-Executive Director

Joined the Board in December 2003. Most of Evert's career was with Shell where he held a number of senior management positions in Europe and Asia Pacific culminating in Chief Executive of Shell Chemicals from 1998 until his retirement in 2003. Currently non-executive director of Air Products and Chemicals Inc, non-executive director of SembCorp Industries Ltd and non-executive director of TNK-BP.

Douglas Hurt, Non-Executive Director

Joined the Board in March 2010. Douglas is a Chartered Accountant and is currently Finance Director of IMI plc. He held a number of financial and operational roles, including US and European senior management positions, at GlaxoSmithKline before joining IMI plc as Finance Director in 2006.

Dr Ajai Puri, Non-Executive Director

Joined the Board in April 2012. Ajai has a PhD in Food Science from the University of Maryland, USA and a MBA from Rollins College, Florida, USA. He was President – Research, Development and Product Integrity and a member of the Executive Board of Koninklijke Numico N.V. from 2003 to 2007. From 1981 to 2003, Ajai held various management positions with The Coca-Cola Company, culminating in Senior Vice President Technical, The Minute Maid Company. Currently a member of the supervisory board of Nutreco N.V., non-executive director of Barry Callebaut AG and non-executive director of Britannia Industries Limited.

Robert Walker, Senior Independent Director

Joined the Board in January 2006. Robert spent over 30 years with Procter & Gamble, McKinsey and finally, PepsiCo, where he was responsible for the company's beverage operations in Europe, Middle East and Africa. Currently Chairman of Travis Perkins plc, Chairman of Enterprise Inns plc and Chairman of Americana International Holdings Limited.

Appendix 2: Summary of the proposed Tate & Lyle Performance Share Plan 2012

The following summarises the key terms of the Performance Share Plan (the Plan), for which shareholder approval is being sought. These terms are consistent with the terms of the existing performance share plan, following amendments approved by shareholders at the annual general meeting in 2010.

Operation of the Plan

The Plan will be operated by the Remuneration Committee. Any awards under the Plan will normally be made within 42 days after the announcement of the Company's annual or interim results.

Eligibility

The Remuneration Committee has discretion to select executive Directors of the Company and other employees of the Company and its subsidiaries for participation in the Plan. It is intended that participation will be restricted to executive Directors and other key senior employees. Non-executive Directors are not eligible to participate in the Plan.

Grant

Participants will be granted the right to receive a number of shares dependent on the degree to which the performance condition(s) are satisfied. The Committee has the flexibility to grant awards with a face value at the date of grant of up to 300% of base salary to a participant in any financial year, where necessary to ensure market competitiveness and taking account of company performance.

The calculation of the number of shares to be granted will be based on the average share price over the last three months of the preceding financial year.

Performance condition

Each award will only vest to the extent that a performance condition set by the Remuneration Committee at the time of grant is satisfied. The Remuneration Committee can waive the Performance Condition or change it in accordance with its terms or if anything happens which causes the Remuneration Committee to consider that, once changed, it would be a fairer measure of performance and would be no more difficult to satisfy.

For the awards to be made to executive directors in 2012, the proposed Performance Conditions will be as follows:

- (a) Adjusted diluted earnings per share (EPS) metric: 50% of the total award
Performance for this component will be measured by comparing the compound annual growth rate (CAGR) of the Company's adjusted diluted EPS from continuing operations over the three-year performance period against predetermined targets. The minimum adjusted diluted EPS growth requirement will be 6% CAGR, at which point 15% of the shares under this component will vest. The requirement for full vesting of this component will be 15% CAGR.
- (b) Adjusted Return on Capital Employed (ROCE): 50% of the total award
Performance for this component will be measured by the adjusted ROCE on continuing operations achieved at the end of the three-year performance period against the predetermined targets. If it is 13.4%, 15% of the shares under this component will vest. If it is 16.4%, 100% of the shares under this component will vest. If it is less than 13.4%, none of this component will vest.

Awards will normally vest on a date set by the Remuneration Committee at the time of award after the end of the performance period.

However, they will not vest, even after satisfaction of the performance condition, unless the Remuneration Committee is satisfied that this is justified by the underlying financial performance of the Group over the performance period.

An award may carry a right to a cash payment in respect of dividends paid between the end of the performance period and the release date.

Claw-back provisions

Awards will normally be subject to 'claw-back' provisions, for a period after the release date extending to the fifth anniversary following the date of grant. During this period, the Remuneration Committee may determine that an award will lapse wholly or in part, or may require that a Participant shall transfer or repay up to 100 per cent of the value of any award that has vested by virtue of performance, in the event of circumstances including the following: (i) material mis-statement of financial results; (ii) misconduct which justifies, or could justify, summary dismissal of the Participant; or (iii) if information has emerged which would have affected the value of the original award that was granted to a Participant, or the level at which the performance conditions were judged to have been satisfied.

Satisfaction of grants

Grants may be satisfied by the transfer of existing shares or by the issue of new shares. However, the Company's current intention is to satisfy grants with existing shares. Grants will generally be satisfied by the transfer of shares to participants from the existing employee trust (which will not hold more than 5% of the Company's issued share capital). Some grants may be structured as options with a ten-year term, which will be exercisable from the release date.

Plan limits

If new shares are issued in connection with the Plan, the number of new shares will not exceed 5% of the issued share capital when aggregated with new shares issued for the purpose of the Company's executive share incentive schemes over the previous ten years, and will not exceed 10% of the issued share capital when aggregated with new shares issued for the purpose of all the Company's share incentive schemes over the same period.

Treasury shares will count for this limit as if they were newly issued shares for so long as they are required to do so.

Appendix 2: Summary of the proposed Tate & Lyle Performance Share Plan 2012

Cessation of employment

Participants who leave the Group in the first year of the performance period will receive no shares. Participants who leave in subsequent years will receive no shares, unless they leave for specified reasons (e.g. death, disability, redundancy, retirement or sale of the business in which they work). A participant who leaves in the second or third year, for specified reasons, will receive a proportion of the potential award at the end of the normal performance period calculated according to the degree of satisfaction of the performance condition and (except in the case of death or disability) the proportion of the performance period which has elapsed.

If a participant leaves for one of the specified reasons after the end of the performance period but before vesting, he will receive the number of shares determined by the performance condition.

A participant who is dismissed for dishonesty or misconduct will not receive any shares. If the performance condition is not satisfied, participants will not receive any shares.

Change of control

In the event of a change of control of the Company in the first year of the performance period, participants will receive no shares. However, in the event of a change of control in the second or third year, all participants will receive a proportion of the potential award, calculated according to the degree of satisfaction of the performance condition and the proportion of the performance period elapsed. If the performance condition is not satisfied, participants will not receive any shares.

Variation of share capital

The Remuneration Committee has power to vary grants to take account of variations in the Company's share capital or other corporate events which may affect the value of grants under the Plan.

Amendment

The Remuneration Committee has power to amend the Plan. Provisions relating to eligibility, the limits on grants, the basis for determining a participant's entitlement to, and the terms of, shares, cash or other benefit to be provided and for the adjustment thereof on a variation of share capital cannot be altered to the advantage of participants without the prior approval of the Company in general meeting. However, approval is not required for minor changes intended to benefit the administration of the Plan, or to comply with or take account of existing or proposed legislation or to secure favourable tax treatment for group companies or participants.

Termination

The Remuneration Committee may in its discretion terminate the Plan at any time, without prejudice to subsisting grants or awards. No grants may be made after the tenth anniversary of the approval of the Plan by shareholders.

Termination

Participants do not have to pay for awards and awards are not generally transferable and are not pensionable.

Explanatory Notes relating to the Completion of the Proxy Form

Appointment of Proxy

If you wish to appoint a person other than the Chairman, please strike out 'the Chairman of the Meeting' and insert the name of your chosen proxy holder in the space provided.

The completion and return of the proxy form will not preclude a member from attending the Meeting and voting in person.

Rights of proxy

A properly appointed proxy may attend the Meeting, speak and vote on a poll or on a show of hands. A proxy need not also be a shareholder. In the absence of instructions in respect of any resolution, your proxy can vote, or abstain from voting, as he/she chooses on any business which may properly come before the Meeting.

Partial voting

If the proxy is being appointed in relation to part of your holding only, enter the number of shares over which they are authorised to act as your proxy next to the proxy's name. If you do not specify the number of shares, they will be authorised in respect of your full voting entitlement.

Appointment of more than one proxy

To appoint more than one proxy, additional proxy forms may be obtained by contacting our registrars, Equiniti, on 0871 384 2063* or +44 (0)121 415 0235 (for calls from outside the UK), or you may photocopy the proxy form. *Calls to this number are charged at 8p per minute from a BT landline. Other network provider costs may vary. Lines are open Monday to Friday, 8.30 am to 5.30 pm UK time (excluding UK public holidays).

Please indicate next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by putting an 'X' in the box provided if the proxy instruction is one of multiple instructions being given. All proxy forms must be signed and should be returned together in the same envelope.

Validity

To be valid, the proxy form and the power of attorney or other authority (if any) under which it is signed and dated must be received by Equiniti no later than 11.00 am on Tuesday 24 July 2012. If the member is a corporation, the proxy form must be executed under seal or signed by a duly authorised officer or attorney. Any alteration to the proxy form should be initialled by the person who signed it.

If you wish to use an envelope, please address it to Equiniti, Freepost SEA 10846, Aspect House, Spencer Road, Lancing BN99 6ZL. No stamp is needed if it is posted in the UK. If the proxy form is posted outside the UK, you should return it in an envelope using the address on the back of the proxy form. You will need to pay postage.

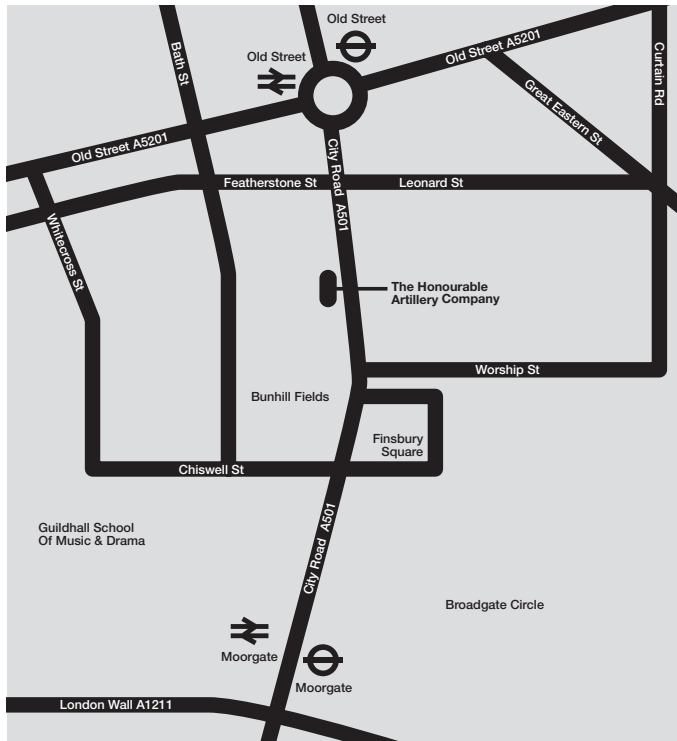
Joint shareholders

For joint holders, the signature of any one of them will suffice. The vote of the senior joint holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members.

Preference shareholders

Preference shareholders are not entitled to vote on resolutions 2 to 12 inclusive.

Notes for Shareholders attending the AGM



The AGM will be held at The Honourable Artillery Company, Armoury House, City Road, London EC1Y 2BQ on Thursday 26 July 2012.

Registration will start at 10.00 am and tea, coffee and biscuits will be available. A light sandwich lunch will be provided at the conclusion of the Meeting.

The AGM will start promptly at 11.00 am. You should allow 15 to 20 minutes for security and registration formalities.

As the meeting is on the same day that the Olympic torch relay is crossing the City of London, shareholders are advised to allow plenty of time for their journey to and from the venue and are advised to use the journey planner on the Transport for London website, www.tfl.gov.uk.

By underground

The nearest tube stations are Old Street (290m) and Moorgate (500m).

By train

The nearest train stations are Moorgate (500m) and Liverpool Street (870m).

By car

There is no car parking at The Honourable Artillery Company, however there is a public NCP car park at Finsbury Square almost opposite the HAC.

Registration

Upon arrival, please go to the registration desks which are clearly positioned. Please bring your shareholder attendance pass with you. If you do not have an attendance pass, you will need to confirm your name and address details with our registrars prior to admittance.

Security

For your safety and security, all hand baggage may be subject to examination on entry to The Honourable Artillery Company. Please note that you will be asked to leave large bags in the cloakroom. Laptop computers, tape recorders, cameras, briefcases and umbrellas and any other bulky items are not permitted into the AGM. Mobile phones, pagers and other electronic devices should be turned off throughout the AGM.

Refreshments

Tea and coffee will be available in the reception areas before the AGM. After the business of the AGM has concluded a light buffet lunch will be served in the reception areas outside the hall.

Attending the AGM

All shareholders, proxies and joint shareholders may attend and speak at the AGM. However, in the case of a joint shareholder only the vote of the most senior shareholder present (in person or by proxy) at the AGM (as determined by the order in which the names are listed on the register of members) shall be accepted. Voting will be conducted on a poll.

Asking questions

If you would like a question or questions to be addressed at the AGM we would encourage you to email your question to agmquestions@tateandlyle.com or complete and return the shareholders' questions card. You will still have the opportunity to ask questions at the AGM.