

Registered Number 76535  
THE COMPANIES ACT 2006

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COMPANIES HOUSE

PUBLIC COMPANY LIMITED BY SHARES

## RESOLUTIONS OF TATE & LYLE PLC

Date of Resolutions: 28 July 2022

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 28 July 2022.

### 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 2023:

- (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 £39,044,814;
- (b) comprising equity securities (as defined in Section 560(1) of the Act) up to a further nominal amount of £39,044,814 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 2023, 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. All authorities vested in the Directors on the date of the notice of this 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, '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 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 Resolution 19**

That, subject to the passing of Resolution 18 above, the Directors are 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 18 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 £5,856,722; and
- (b) pursuant to the authority given by paragraph (b) of Resolution 18 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 2023, 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 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,

- (I) 'rights issue' has the same meaning as in Resolution 18 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 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.

### **Special Resolution 20**

That, subject to the passing of Resolution 18 above and in addition to any power granted under Resolution 19 above, the Directors are empowered to allot equity securities (as defined in Section 560(1) of the Act) wholly for cash pursuant to the authority given by Resolution 17 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 £5,856,722; 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 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 2023, 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 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.

### **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 ordinary 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 40,160,380;
- (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 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 or at the close of business on 30 September 2023, 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 the capital of the Company be reduced by cancelling and extinguishing all of the 6½% cumulative preference shares of £1.00 each in the capital of the Company (Preference Shares), and returning the capital paid up or credited as paid up on the Preference Shares so cancelled to the holders thereof together with all arrears and/or accruals of the fixed cumulative dividend thereon down to the effective date of the repayment.

### **Special Resolution 23**

That, upon the reduction of capital referred to in Resolution 22 becoming effective, the draft articles of association of the Company, in the form produced to the meeting and initialled by

the Chair for the purposes of identification, be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

**Special Resolution 24**

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  
28 July 2022