

**Tate & Lyle PLC**  
**(the “Company”)**  
**Certified copy of a resolution**

At a general meeting of the Company duly convened and held at 10:30 a.m. on 30 September 2021 at Hilton London Heathrow Airport T4, Terminal 4, Hounslow, TW6 3AF, GB, the following resolutions were duly passed:

**ORDINARY RESOLUTION 1**

THAT:

- (a) the Transaction and the Transaction Agreements as described in the Circular be and are approved for the purposes of Chapter 10 of the Listing Rules of the Financial Conduct Authority, with any changes as are permitted in accordance with paragraph (b) below; and
- (b) the Directors (or a duly authorised committee of the Directors) be and are hereby authorised:
  - (i) to agree such modifications, revisions, waivers, extensions, additions or amendments (not being modifications, variations, revisions, waivers, extensions, additions or amendments of a material nature) as the Directors (or any duly authorised committee of the Directors) consider necessary, expedient or desirable in connection with, and to implement, the Transaction and/or the Transaction Agreements; and (ii) to do or procure to be done all such acts and things on behalf of the Company and any of its subsidiaries as the Directors (or any duly authorised committee of the Directors) consider to be necessary, expedient or desirable to implement and give effect to, or otherwise in connection with, the Transaction and any matters incidental to the Transaction.

**ORDINARY RESOLUTION 2**

THAT the section of the Company’s remuneration policy (approved by shareholders on 23 July 2020 and set out in pages 115 to 120 of the 2020 Report and Accounts) headed “Performance Share Plan” be amended as shown below:

***Performance Share Plan***

- *Awards over Tate & Lyle PLC shares may be made, at the Committee’s discretion, on an annual basis taking an individual executive’s contribution and performance into account*
- *Awards will only vest to participants if demanding ~~financial~~ performance requirements have been achieved over a performance period of at least three financial years commencing with the financial year in which the award is made*
- *A 2-year post-vesting holding period follows the 3- year performance period – so awards to executive directors have a five-year horizon*
- *Flexibility to make awards of up to 300% of base salary (at the time of award) to ensure market competitiveness and taking account of the Company’s performance*
- *The award will lapse entirely if threshold performance targets are not achieved.*

- Only 15% of any award made to executive directors vests for achieving threshold performance.

It is proposed that the following performance metrics will be adopted for awards made from 2021/22: organic revenue growth; Return on Capital Employed (ROCE); Relative Total Shareholder Return (TSR); and environmental, social and governance (ESG) metrics. The weighting given to 'ESG' metric(s) will not exceed 20% of the award. 40%: Group adjusted earnings per share — 20%: Food & Beverage Solutions volume growth — 40%: adjusted return on capital employed (ROCE)

- These metrics are key determinants of shareholder and broader stakeholder value creation, reflecting: the effectiveness of strategic investment decisions, the ambition we have set out to grow our Food & Beverage Solutions focused business focus on growing our FBS division, and the growth in financial value of the whole group. If material changes to the metrics are proposed, the Committee would consult with key shareholders in advance of making a new award
- Metrics and Targets are reviewed by the Committee ahead of each annual grant, to ensure these remain appropriately stretching over the performance period. If material changes to the metrics are proposed, the Committee would consult with key shareholders in advance of making a new award
- The Committee must be satisfied that the level of vesting is justified by the broader underlying financial performance of the Company
- A dividend underpin gives the Committee discretion to reduce PSP vesting if dividends over the performance period do not conform to the dividend policy
- Malus / claw back provisions: awards may be recouped in specific circumstances during the two-year period after the performance period

I, Claire-Marie O'Grady, Company Secretary of Tate & Lyle PLC hereby certify that this is a true copy of the resolution duly passed.

Date: 30 September 2021

Signature: 