

TATE & LYLE

starchesweetener ingredients of quality sugarcitricacidsyrup



Tate & Lyle PLC
Notice of Annual General Meeting 2002

Thursday 1 August at 11.30 am



This document is important. Please read it straight away. If you have any doubts about the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

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 agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Contents

1. Letter from the Chairman
2. Notice of Annual General Meeting
3. Special Business
4. Explanatory Notes

27 June 2002

To the Holders of Ordinary shares and Cumulative Preference shares**Dear Shareholder**

I am pleased to send you your notice of Annual General Meeting for 2002. This meeting will be held on Thursday 1 August 2002 at 11.30 am at the Royal Lancaster Hotel, London W2 2TY.

The notice of meeting is set out in appendix 1 on page 2. An explanation of the resolutions you will be asked to vote on can be found in appendix 3 on pages 4 and 5. As well as matters which your Annual General Meeting has to deal with every year (resolutions 1 to 7), there are also five items of special business (resolutions 8 to 12). The full text of the resolutions for these five items of special business is set out in appendix 2 on page 3.

In recognition of developments in corporate governance practice, resolution 8 gives shareholders the opportunity to approve the Company's general policy on Directors' Remuneration. A copy of this policy can be found on page 32 of the Annual Report and Accounts and on page 18 of the Annual Review.

Resolutions 9, 10 and 11 relate to the share capital of the Company and are similar to resolutions passed by shareholders in previous years. An explanation of these resolutions can be found in appendix 3 on pages 4 and 5. Your Directors believe that the authorities in these resolutions should be continued, to give flexibility for business opportunities as they arise.

Resolution 12 relates to the Political Parties, Elections and Referendums Act 2000 (the "Act") which came into force last year. This Act introduced a requirement for companies to obtain prior shareholder approval for any EU political donations or expenditure over £5,000 in any twelve month period. The Company's policy is not to make donations to EU political parties and there is no intention of changing that policy. However, the Act includes broad definitions of political parties and political expenditure which may include some normal business activities that would not otherwise be regarded as being political in nature, such as making provisions for employees to take time off work to campaign for and hold public office. Consequently, the Board, in common with many other companies, on a precautionary basis and to avoid contravening the Act, believes it to be prudent to seek shareholder approval to incur a certain level of political expenditure to cover these kinds of activities. The Company has no intention of using this authority to do anything other than continue its normal business activities. No donations will be made to EU political parties as that term would generally be understood.

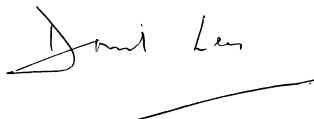
Form of Proxy

A form of proxy is enclosed which covers all the resolutions to be proposed at the Annual General Meeting. You should complete the form of proxy according to the instructions printed on it and send it to the Company's registrar as soon as possible. All proxies must be received by the registrar by 11.30 am on Tuesday 30 July 2002. Appointment of a proxy will not prevent you from attending and voting at the meeting, if you so wish.

Recommendation

Your Directors believe that all the resolutions in the notice of meeting are in the best interests of Tate & Lyle and its shareholders and recommend that you vote in favour of them. The Directors intend to vote their own shares in favour of these resolutions.

Yours sincerely,



Sir David Lees
Chairman

Appendix 1

Notice of Annual General Meeting

Notice is hereby given that the ninety-ninth Annual General Meeting of Tate & Lyle PLC will be held at the Royal Lancaster Hotel, Lancaster Terrace, London W2 2TY on Thursday 1 August 2002 at 11.30 am for the following purposes:

Ordinary Business

1. To receive the Accounts and Reports of the Directors and of the Auditors for the year ended 31 March 2002.
2. To declare a final dividend on the ordinary shares of the Company.
3. To re-elect Mr S Gifford, a Director retiring under Article 84.
4. To re-elect Ms M J Jacobi, a Director retiring under Article 84.
5. To re-elect Sir David Lees, a Director retiring under Article 84.
6. To re-appoint PricewaterhouseCoopers as Auditors.
7. To authorise the Directors to set the remuneration of the Auditors.

Special Business

To consider and, if thought fit, pass the resolutions set out in appendix 2 of the Chairman's letter dated 27 June 2002, of which this notice forms part, of which resolutions numbered 8, 10 and 12 will be proposed as ordinary resolutions and resolutions numbered 9 and 11 will be proposed as special resolutions:

8. To approve the general policy on Directors' Remuneration set out in the Report and Accounts for the year ended 31 March 2002.
9. To renew the Company's authority to purchase its own shares.
10. To renew the Directors' authority to allot shares.
11. To renew the Directors' authority to disapply shareholders' pre-emption rights in relation to the allotment of shares.
12. To authorise the Company to make political donations and incur political expenditure.

By order of the Board

Robert Gibber
Company Secretary
27 June 2002

Registered Office: Sugar Quay, Lower Thames Street, London EC3R 6DQ

Notes

Any member of the Company entitled to attend and vote is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him or her. A proxy need not be a member of the Company. A form of proxy is enclosed. Completion and return of the proxy will not prevent a member from attending and voting in person.

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, to be entitled to attend and vote at the meeting (and for the purpose of determining the number of votes they may cast), shareholders must be entered on the Company's register of members at 6.00 pm on 30 July 2002.

Copies of Directors' service contracts are available for inspection at the registered office of the Company during normal business hours and on the date of the Annual General Meeting when they will be available at the Royal Lancaster Hotel from 11.15 am until the close of the meeting.

Appendix 2

Special Business

At the ninety-ninth Annual General Meeting of the Company to be held on Thursday 1 August 2002 the resolutions below will be proposed as special business. Resolutions 8, 10 and 12 will be proposed as ordinary resolutions and resolutions 9 and 11 as special resolutions.

Ordinary Resolution 8

That the general policy on Directors' remuneration set out on page 32 of the Report and Accounts for the year ended 31 March 2002 be approved.

Special Resolution 9

That the Company be and is hereby unconditionally and generally authorised for the purpose of Section 166 of the Companies Act 1985 to make market purchases (as defined in Section 163 of that 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 48,191,548;
- 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 an amount equal to 105% of the average of the middle market quotations of the Company's ordinary shares as derived from The Stock Exchange Daily Official List for the five business days immediately preceding the day on which such shares are contracted to be purchased; and
- d) this authority shall expire at the conclusion of the Annual General Meeting of the Company held in 2003 or, if earlier, 31 October 2003 (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).

Ordinary Resolution 10

That the authority conferred on the Directors by Article 11(B) of the Company's Articles of Association be renewed for the period ending on the date of the Annual General Meeting in 2003 or on 31 October 2003, whichever is the earlier, and that for such period the Section 80 Amount shall be £40,159,622.

Special Resolution 11

That the power conferred on the Directors by Article 11(C) of the Company's Articles of Association be renewed for the period ending on the date of the Annual General Meeting in 2003 or on 31 October 2003, whichever is the earlier, and that for such period the Section 89 Amount shall be £6,023,943.

Ordinary Resolution 12

That the Company be authorised to make donations to EU political organisations and to incur EU political expenditure in an aggregate amount not exceeding £100,000 in any year during the period ending on the earlier of 31 July 2006 or the date of the Annual General Meeting in 2006. For the purposes of this resolution, the expressions "donations", "EU political organisations" and "EU political expenditure" have the meanings set out in Part XA of the Companies Act 1985 (as amended by the Political Parties, Elections and Referendums Act 2000).

Appendix 3

Explanatory notes

This year, shareholders will be asked to approve 12 resolutions. Resolution numbers 1 to 8 and numbers 10 and 12 will be proposed as ordinary resolutions. This means that more than 50% of the votes cast must support these resolutions. Resolution numbers 9 and 11 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:

To receive the Accounts and Reports of the Directors and of the Auditors for the year ended 31 March 2002

The Directors will present their report and audited accounts for the year ended 31 March 2002. Copies of the Annual Report and Accounts will be available at the Annual General Meeting. A copy can also be found on our web site at: <http://www.tateandlyle.com>

Resolution 2:

To declare a final dividend

You will be asked to declare a final dividend of 12.3 pence per ordinary share for the year ended 31 March 2002. If approved, the dividend will be paid on 7 August 2002 to shareholders on the register of members at the close of business on 12 July 2002.

Resolutions 3, 4 and 5:

Re-election of Directors

Article 84 of the Company's Articles of Association states that every year a proportion of the Directors must retire and the Board has agreed that Directors should retire at least every three years. This year, Simon Gifford, Mary Jo Jacobi and Sir David Lees are retiring and standing for re-election.

Biographical details of the Directors standing for re-election are given on pages 26 and 27 of the Annual Report and Accounts and on pages 16 and 17 of the Annual Review.

Resolution 6:

Re-appointment of Auditors

The Company is required to appoint Auditors at each general meeting at which accounts are laid. Under this resolution, you will be asked to re-appoint PricewaterhouseCoopers as the Company's Auditors.

Resolution 7:

Auditors' Remuneration

You will be asked to authorise the Directors to fix the Auditors' remuneration.

Resolution 8:

To approve the general policy on Directors' Remuneration set out in the Report and Accounts for the year ended 31 March 2002

The Combined Code on Corporate Governance asks Boards to consider each year whether the circumstances are such that shareholders should be invited to vote on the remuneration policy for Directors at the Annual General Meeting and your Board has decided to do so this year. Shareholders will be asked, therefore, to approve the general policy on Directors' Remuneration as set out on page 32 of the Report and Accounts. A copy of this policy can also be found on page 18 of the Annual Review.

Resolution 9:

To renew the Company's authority to purchase its own shares

As in previous years, you will be asked to renew the Company's authority, which has not previously been used, to purchase up to 10% of its ordinary shares. The resolution specifies the maximum number of shares which may be purchased and the minimum or maximum prices at which they may be bought. This power would be used only after careful consideration by the Directors, having taken into account market conditions prevailing at that time, the investment needs of the Company, its opportunities for expansion and its overall financial position. The Directors

would exercise the authority to purchase ordinary shares only if they considered it to be in the best interests of the shareholders and it would lead to an increase in earnings per share.

The total number of ordinary shares which may be issued on the exercise of outstanding options as at 6 June 2002 (the latest practicable date prior to the printing of this document) is 10,239,710 which represents 2.12% of the issued share capital at that date. If the Company were to purchase shares up to the maximum permitted by this resolution, that percentage would increase to 2.36% of the issued share capital as at 6 June 2002.

Resolutions 10 and 11:

To renew the Directors' authority to allot shares and disapplication of pre-emption rights

Under resolution 10, which is similar to that passed by shareholders in previous years, you will be asked to give the Directors the authority to allot £40,159,622 in nominal value of the authorised but unissued share capital consisting of 160,638,492 ordinary shares and representing one-third of the ordinary share capital in issue as at 6 June 2002.

Within this authorised amount, by the passing of special resolution 11, the pre-emption provisions contained in Section 89(1) of the Companies Act 1985 will be disapplied for any rights issue or any other allotment for cash up to £6,023,943 in nominal amount of share capital, representing 5% of the ordinary share capital in issue on 6 June 2002 and consisting of 24,095,774 ordinary shares. This authority will give the Directors the flexibility to issue ordinary shares up to this amount without the need first to offer such shares to existing shareholders.

The authority and disapplication provided for in these resolutions will remain in force until the next Annual General Meeting or 31 October 2003 whichever is the earlier. The Directors have no present intention to issue any of the unissued share capital except in connection with the exercise of share options by employees under the Company's share option schemes.

Resolution 12:

To authorise the Company to make political donations and incur political expenditure

The proposed resolution seeks authority for the Company to support organisations which may fall within the definition of "political organisations" in the Political Parties, Elections and Referendums Act 2000 (the "Act"). The Act came into force in 2001 and requires companies to seek shareholder approval for political donations and political expenditure of more than £5,000 in any one year made to organisations within the European Union ("EU") which are, or could be, categorised as EU political organisations.

The Company's policy is not to make donations to EU political parties and there is no intention to change that policy. However, the Act includes very broad definitions of political parties and political expenditure which may include a number of normal business activities which might not be thought to be political expenditure in the normal sense. These could include, for example, sponsorship of industry forums and making provisions for employees to take time off work to campaign for and hold public office.

The Board, in common with many other companies, on a precautionary basis and to avoid contravening the Act, believes it to be prudent to seek shareholder approval to incur a level of political donations and political expenditure to cover these kinds of activities. Therefore, you will be asked to give the Company authority to make donations to EU political organisations and incur EU political expenditure up to a maximum of £100,000 each year. This authority will last for a maximum of four years until 31 July 2006 or the date of the AGM in 2006, whichever is the earlier.

starchesweetenersugarcitricacidsyruppolyolswheatprotein



Registered Office

Sugar Quay, Lower Thames Street, London EC3R 6DQ. Tel: 020 7626 6525 Fax: 020 7623 5213

Web Site

<http://www.tateandlyle.com>