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# Recommended cash acquisition of Tate & Lyle PLC by Ingredion Incorporated - Results of Shareholder Meetings

28 Jul 2026 | Press Releases (https://www.tateandlyle.com/articles/4)

Read the results of Shareholder Meetings

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THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION

FOR IMMEDIATE RELEASE

28 July 2026

Recommended Cash Acquisition

of

Tate & Lyle plc (“Tate & Lyle”)

by

Ingredion Incorporated (“Ingredion”)

Results of Shareholder Meetings

Tate & Lyle is pleased to announce that at the Court Meeting and General Meeting of Scheme Shareholders and Tate & Lyle Shareholders (respectively) held earlier today in connection with the recommended cash acquisition of Tate & Lyle by Ingredion (the “**Acquisition**”), all the resolutions proposed were duly passed.

At the Court Meeting, a majority in number of Scheme Shareholders present and voting (either in person or by proxy), and who together represented at least 75% by value of the votes cast, voted in favour of the resolution to approve the Scheme. The resolution was accordingly passed. At the General Meeting, the Resolution to approve the Scheme and provide for its implementation was also passed by the requisite majority (either in person or by proxy) of Tate & Lyle Shareholders.

COURT MEETING The voting on the resolution to approve the Scheme was taken on a poll and the results were as follows:

Number of Scheme Shareholders voting: For: 872 (82.03%) Against: 191 (17.97%)

Number of votes: For: 277,655,683 (98.64%) Against: 3,837,857 (1.36%)

Percentage of eligible Scheme Shares voted: For: 62.33% Against: 0.86%

GENERAL MEETING The voting on the Resolution to approve and provide for implementation of the Scheme was taken on a poll and the results were as follows:

Number of votes: For: 277,635,466 (98.64%) Against: 3,832,749 (1.36%) Withheld: 94,110

A copy of the special resolution passed at the General Meeting has been submitted to the Financial Conduct Authority and will shortly be available for inspection on the National Storage Mechanism at https://data.fca.org.uk/#/nsm/nationalstoragemechanism (https://data.fca.org.uk/#/nsm/nationalstoragemechanism).

**Next steps and expected timetable**

The expected timetable of principal events relating to the Scheme and other matters remains as set out on pages 16 and 17 of the Scheme Document. The outcome of the Court Meeting and the General Meeting means that Conditions 2.1 and 2.2 (as set out in Part A of Part III of the Scheme Document) have been satisfied. Completion of the Acquisition remains subject to the satisfaction or waiver of the other Conditions set out in the Scheme Document, including (but not limited to) the Material Antitrust Conditions, the Court sanctioning the Scheme at the Court Sanction Hearing and the delivery of a copy of the Scheme Court Order to the Registrar of Companies. Subject to the satisfaction or waiver of those other Conditions, the Scheme is expected to become Effective during the second half of 2027.

Defined terms used but not defined in this announcement have the meanings set out in the Scheme Document dated 3 July 2026.

All references to times in this announcement are to London time, unless otherwise stated.

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***Notes relating to Financial Advisers***

*Goldman Sachs International ("**Goldman Sachs**"), which is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority in the United Kingdom, is acting exclusively for Tate & Lyle and no one else in connection with the matters referred to in this announcement and will not be responsible to anyone other than Tate & Lyle for providing the protections afforded to clients of Goldman Sachs, or for providing advice in connection with the matters referred to in this announcement.*

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*This announcement is for information purposes only. It is not intended to and does not constitute, or form part of, an offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of any securities, or the solicitation of any vote or approval in any jurisdiction, pursuant to the Acquisition or otherwise nor will there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law.*

*This announcement has been prepared for the purpose of complying with English law, the Takeover Code and the Listing Rules and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws and regulations of jurisdictions outside England and Wales.*

***Disclosure requirements of the Takeover Code (the "Code")***

*Under Rule 8.3(a) of the Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a)* *applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.*

*Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.*

*If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.*

*Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).*

*Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Ta on the Takeover Panel's website at* http://www.thetakeoverpanel.org.uk (http://www.thetakeoverpanel.org.uk/)*, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.*

***Publication on Website***

*In accordance with Rule 26.1 of the Code, a copy of this announcement will be made available, subject to certain restrictions relating to persons resident in restricted jurisdictions, on Tate & Lyle's website at www.tateandlyle.com by no later than 12 noon (London time) on the business day following the date of this announcement. For the avoidance of doubt, the contents of this website are not incorporated into and do not form part of this announcement.*