

NOMINATIONS COMMITTEE REPORT

Introduction

Dear shareholder

One of the key areas of focus for the Committee is succession planning and during the year we focused on both Board succession plans and executive succession planning and talent management.

As explained in my statement on page 40, Robert Walker, Senior Independent Director and Chairman of the Remuneration Committee, is expected to retire during the current financial year after serving a full nine years on the Board. In preparation for this, we commenced work on planning for his successor as Senior Independent Director and as Chairman of the Remuneration Committee. We also reviewed the needs of the Board in light of this imminent retirement and have drawn up a specification for an additional non-executive director. We have retained Spencer Stuart to assist with this search.

The Executive Vice President, HR presented to us at a number of our meetings to provide us with regular updates on the progress of the executive succession planning and talent management activities. We will continue to monitor progress for these two core activities during the financial year ending 31 March 2015.

Schneider Ross, who performed the external review of Board effectiveness, undertook a review of the Committee's effectiveness. The review concluded that the Committee was functioning effectively and recommended that the Committee continue to maintain its clear focus on succession planning going forward.

I look forward to meeting with shareholders at the forthcoming AGM on 24 July 2014.

Sir Peter Gershon
Chairman of the Nominations Committee



Sir Peter Gershon

Composition and constitution

The Nominations Committee comprises the Chairman of the Company, the Chief Executive and all of the non-executive directors. It ensures that the balance of skills and experience of the Board remains appropriate for the needs of the Group.

The Committee's terms of reference, which are reviewed annually, are available on the Company's website, www.tateandlyle.com.

Main responsibilities of the Nominations Committee

These include:

- Reviewing the size and composition of the Board, including succession planning, and the leadership needs of the Group generally
- Recommending candidates for appointment as executive and non-executive directors and as Company Secretary, taking into account the balance of the Board and the required blend of skills and experience, bearing in mind the need for diversity
- Making recommendations on the process for the appointment of the Chairman of the Board
- Reviewing annually the performance of each member of the Group Executive Committee and reporting on that review to the Remuneration Committee.

Meetings during the year ended 31 March 2014

The Committee met three times during the year. Membership of the Committee and attendance during the year were as follows:

Directors as at 31 March 2014	Number of meetings	Number of meetings attended
Sir Peter Gershon ¹	3	3
Javed Ahmed	3	3
Liz Airey	3	3
William Camp	3	3
Douglas Hurt	3	3
Virginia Kamsky	3	3
Anne Minto	3	3
Dr Ajai Puri	3	3
Robert Walker	3	3

1 Committee Chairman.

The Committee has a formal calendar of items for consideration at each meeting and meets at least twice a year.

Work undertaken during the year

During the year and up to the date of this Annual Report, in addition to the work set out in the Chairman's letter above, the work undertaken by the Nominations Committee included:

Succession planning

The Committee reviewed succession plans for Executive Committee roles and the progress of action plans to address any gaps. The Committee continues to review progress on a regular basis.

Performance evaluation

The Committee undertook a performance evaluation of each member of the Group Executive Committee and reported its conclusions to the Remuneration Committee.

Membership of Board Committees

The Committee reviewed the composition of each of the Board's Committees in conjunction with recommendations from the relevant chairmen. The Committee agreed with the conclusions of the Audit Committee effectiveness review that an additional member should join that committee. To that end, the specification for the new non-executive director covers the experience and skills required by members of our Audit Committee. In addition, the Committee recommended that Virginia Kamsky join the CR Committee. The Board agreed with the recommendation and she joined the CR Committee with effect from 1 April 2014.