



Role of Board, Chairman, CEO and CFO

Yellow Cake plc
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Role of the Board

The Board is responsible for all aspects of the Company. The Board sets the Company's purpose, strategy and values and is responsible for promoting and safeguarding the long-term sustainable success of the Company.

The Board delegates certain authority to the CEO and CFO, who are responsible for the day to day management of the business.

A range of decisions are reserved for the Board to ensure it retains proper direction and control of the Company, including:

- The approval of financial statements, dividends and significant changes in accounting practices.
- Board membership and powers including the appointment and removal of Board members, determining the terms of reference of the Board and establishing the overall control framework.
- Senior management and subsidiary Board appointments and remuneration.
- Key commercial matters.
- Risk assessment.
- Financial matters including the approval of the budget and financial plans, changes to the Company's capital structure, the Company's business strategy, acquisitions and disposals of businesses and capital expenditure; and
- Other matters including health and safety policy, insurance and legal compliance.

Role of the Chairman

The Chairman leads the Board and is responsible for its effectiveness. The Chairman also has a key role in representing the Company in its communications with shareholders.

The Chairman's responsibilities include:

- To chair Board meetings, facilitating active participation by all members of the Board and ensuring that sufficient time is set aside for each agenda item.
- To ensure effective communication between members of the Board more generally.
- To ensure that the Board receives accurate, timely and clear information to enable them to monitor the performance of the Company and to assist with their decision making.

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- To be available to members of the Board to discuss their individual training and development needs as and when needed.
 - To oversee the induction of new members of the Board.
 - To consider, alongside the nominations committee, the size, structure and composition of the Board periodically.
 - To provide support and counsel to the CEO and CFO if requested.
 - To promote and oversee the highest standards of corporate governance.
 - To be available to the Company's major shareholders to discuss governance and strategy as required and to ensure that the views of shareholders are communicated to the Board.
 - To chair shareholder meetings.

Role of the CEO

The responsibilities of the CEO include:

- Setting corporate strategy and direction of the Company, in conjunction with the Board.
- Organizing the day to day operations of the company.
- Risk management.
- Managing investor relations and engagement with investors.
- Engagement with suppliers, prospective suppliers and regulators and other stakeholders and potential stakeholders.
- Ensuring the company maintains compliance with all relevant regulatory bodies.
- Engagement with prospective providers of capital, including equity providers, potential investors and debt providers.
- Management of corporate actions.

Role of the CFO

The responsibilities of the CFO include:

- Overall responsibility for financial reporting, including budgets, monthly reports and annual accounts.
- Setting the Company's tax policy.

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- Maintaining adequate control procedures and risk management.
 - Engagement with investors.
 - Engagement with suppliers, prospective suppliers, regulators and other stakeholders and potential stakeholders.
 - Ensuring the Company maintains compliance with all relevant regulatory bodies.
 - Engagement with prospective providers of capital, including equity providers, potential investors and debt providers.
 - Management of corporate actions.