



(Incorporated in Jersey with registered number 125612)

Form of Proxy

For use at the annual general meeting of Yellow Cake Plc (the “**Company**”) to be held at 10.00am on Wednesday, 2 September 2020 at 3rd Floor, Liberation House, Castle Street, St Helier Jersey, JE1 2LH, Channel Islands (the “**meeting**” or the “**Annual General Meeting**”).

Before completing this form, please read the explanatory notes overleaf. Please note that any proxy appointed who is not the chair of the meeting will not be able to attend the meeting.

I/We _____ of _____ being

(a) member(s) of the Company, entitled to attend, speak and vote at meetings of shareholders, hereby appoint the chair of the Annual General Meeting OR

as my/our proxy to attend, speak and vote for me/us on my/our behalf, as indicated below, at the Annual General Meeting and at any adjournment thereof.

I/We have indicated with an ‘X’ in the appropriate spaces how I/we wish my/our votes to be cast on the resolutions set out below and direct that my/our proxy will vote (or abstain from voting) as he or she thinks fit on any other matters which may properly come before the Annual General Meeting (or any adjournment of it).

RESOLUTION (Please indicate with an “X” in the box provided how you wish to vote)	For	Against	Withheld
1. To receive the Company’s Annual Report and Accounts for the financial year ended 31 March 2020, together with the reports of the directors and the auditor.			
2. To re-appoint Anthony Tudor St John, The Lord St John of Bletso as a director of the Company.			
3. To re-appoint Andre Liebenberg as a director of the Company.			
4. To re-appoint Carole Whittall as a director of the Company.			
5. To re-appoint Sofia Bianchi as a director of the Company.			
6. To re-appoint Alexander Downer as a director of the Company.			
7. To re-appoint Alan Rule as a director of the Company.			
8. To re-appoint Alexandra Nethercott-Parkes as a director of the Company.			
9. To re-appoint RSM UK Audit LLP as auditor of the Company.			
10. To authorise the audit committee, on behalf of the directors, to fix the remuneration of the auditors.			
11. To authorise the directors to allot shares in connection with the purchase of U ₃ O ₈ (including related commissions, incidental expenses, and ongoing necessary running costs) and generally.			
12. To disapply pre-emption rights in respect of the allotment of equity securities or sale of treasury shares in connection with the purchase of U ₃ O ₈ (including related commissions, incidental expenses, and ongoing necessary running costs) and generally.			
13. To authorise the Company to purchase its own shares.			

Tick here if this proxy appointment is one of multiple appointments being made. However, please note that any proxy appointed who is not the chair of the meeting will not be able to attend the meeting, as the meeting is closed this year. Refer to note 2 below for details

Enter number of shares in relation to which your proxy is authorised to vote or leave blank to authorise your proxy to act in relation to your full voting entitlement.

Signature

Date

Full Name (please print)

SEE NOTES TO THE FORM OF PROXY OVERLEAF

PLEASE COMPLETE AND SIGN THIS FORM FOLLOWING THE INSTRUCTIONS SET OUT BELOW AND RETURN THE COMPLETED AND SIGNED FORM TO THE COMPANY'S REGISTRARS, WHOSE DETAILS AND ADDRESS ARE SET OUT IN NOTE 12 BELOW, TO ARRIVE NO LATER THAN 10.00AM (UK TIME) ON FRIDAY, 28 AUGUST 2020 (OR OTHERWISE IN ACCORDANCE WITH NOTE 12 BELOW).

Notes for completion of the proxy form

1. Pursuant to Article 40(1) of the Companies (Uncertificated Securities) (Jersey) Order 1999, to be entitled to attend and vote (or appoint a proxy to attend and vote) at the Annual General Meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the register of members of the Company at close of business on 28 August 2020 (or, in the event of any adjournment, close of business on the date which is two working days before the time of the adjourned meeting). Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Annual General Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the notice of the Annual General Meeting.
2. **In light of the COVID-19 pandemic and the associated restrictions on travel and gatherings, the Company is unable to permit shareholders to attend the Annual General Meeting in person. Shareholders are strongly encouraged to appoint the chair of the meeting as their proxy to exercise all or any of their rights to attend, speak and vote at the meeting in order for their votes to be counted. This can be done by leaving the box blank.**
3. To appoint as your proxy a person other than the chair of the meeting, insert their full name in the relevant box. If the box is left blank, the chair of the meeting is deemed to be your proxy. Any proxy appointed who is not the chair of the meeting will not be able to attend the meeting.
4. In the case of a shareholder which is a company, this Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
5. Any power of attorney or any other authority under which this Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with this Form of Proxy.
6. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
7. If you submit more than one valid proxy appointment in respect of the same share, the appointment received last before the latest time for the receipt of proxies will take precedence. If the Company is unable to determine which was last received, none of the proxy appointments shall be treated as valid in respect of that share.
8. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Annual General Meeting.
9. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communication from the Company in accordance with article 132 of the articles of association of the Company ("**nominated persons**"). Nominated persons may have a right under an agreement with the registered shareholder who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
10. **As noted above, the Annual General Meeting will be a closed meeting and therefore no shareholder or its corporate representative or nominated person will be able to attend the Annual General Meeting and vote in person, whether or not a proxy has been appointed.**
11. Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual. Shareholders wishing to vote online should visit www.signalshares.com and follow the instructions.
12. **To be valid, this Form of Proxy must be completed, signed and returned so as to reach the Company's registrars, Link Asset Services (Jersey), at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, by no later than 10.00am (UK time) on Friday, 28 August 2020** (or, if the Annual General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day (within the meaning of Article 96(4b) of the Companies (Jersey) Law 1991)) before the time fixed for the adjourned meeting).