

**CERES POWER HOLDINGS PLC (THE “COMPANY”)**

At the Annual General Meeting of the Company duly convened and held at RPC, Tower Bridge House, St Katharine's Way, London E1W 1AA on Thursday 16 May 2024, the following Resolutions were duly passed:

**RESOLUTION 18**

**PARTIAL DISAPPLICATION OF STATUTORY PRE-EMPTION RIGHTS**

18. That, if Resolution 14 (Authority to Allot Shares) is passed, the Board be authorised to allot equity securities (as defined by section 560 of the 2006 Act) for cash under the authority given by that Resolution as if section 561 of the 2006 Act did not apply to any such allotment, such authority to be limited to:

18.1 the allotment of equity securities (but in the case of the authority granted under Resolution 14.2, by way of a rights issue only):

(a) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and

(b) to holders of other equity securities as required by the rights of those securities or as the Directors may otherwise consider necessary, but subject to such exclusions or other arrangements as the Board may deem necessary; and

18.2 the allotment of equity securities (otherwise than under Resolution 18.1 above) up to a nominal amount of £965,080 (representing approximately 5% of the nominal value of the issued share capital of the Company),

such authority to expire at the conclusion of the next Annual General Meeting of the Company (or, if earlier, at the close of business on 16 August 2025) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted after the authority expires and the Board may allot equity securities under any such offer or agreement as if the authority had not expired.

**RESOLUTION 19**

**AUTHORITY TO DISAPPLY PRE-EMPTION RIGHTS IN CONNECTION WITH AN ACQUISITION OR SPECIFIED CAPITAL INVESTMENT**

19. That, if Resolution 14 (Authority to Allot Shares) is passed, the Board be authorised, in addition to any authority granted under Resolution 18, to allot equity securities (as defined by section 560 of the 2006 Act) for cash under the authority given by that Resolution as if section 561 of the 2006 Act did not apply to any such allotment, such authority to be:

19.1 limited to the allotment of equity securities up to a nominal amount of £965,080 (representing approximately 5% of the nominal value of the issued share capital of the Company); and

19.2 used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of the Notice of AGM,

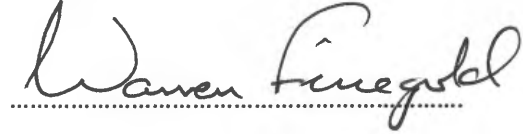
such authority to expire at the conclusion of the next Annual General Meeting of the Company (or, if earlier, at the close of business on 16 August 2025) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted after the authority expires and the Board may allot equity securities under any such offer or agreement as if the authority had not expired.

**RESOLUTION 20**

**NOTICE OF GENERAL MEETINGS**

20. That a general meeting of the Company, other than an Annual General Meeting, may be called on not less than 14 clear days' notice.

**Signed:**

A handwritten signature in black ink, reading "Warren Finegold", written over a horizontal dotted line.

**Director**