

**Company number: 05174075**

**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 15 May 2025, the following Resolutions were duly passed:

**ORDINARY RESOLUTION**

**RESOLUTION 13**

Authority to allot shares

13. That the Directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the “2006 Act”) to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any securities into, shares in the Company:

- 13.1 up to a maximum aggregate nominal amount of £6,459,878 (representing approximately one third of the nominal value of the issued share capital of the Company); and in addition,
- 13.2 equity securities (as defined by section 560 of the 2006 Act) up to an aggregate nominal amount of £6,459,878 (representing approximately one third of the nominal value of the issued share capital of the Company) in connection with an offer of such securities by way of a rights issue,

provided that such authority shall expire (unless previously renewed, varied or revoked) on the earlier of the conclusion of the next Annual General Meeting of the Company and the close of business on 15 August 2026 save that in each case the Company may before the expiry of such period make an offer or agreement which would or might require rights to subscribe for or to convert any securities into shares to be granted or equity securities to be allotted after such authority expires and the Directors of the Company may allot equity securities or grant such rights under any such offer or agreement as if this authority had not expired.

This Resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot shares in the Company but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

**SPECIAL RESOLUTIONS**

**RESOLUTION 17**

Partial disapplication of statutory pre-emption rights

17. That, if Resolution 13 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 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the 2006 Act did not apply to any such allotment or sale, such authority to be limited to:

- 17.1 the allotment of equity securities or sale of treasury shares in connection with an offer of equity securities (but in the case of the authority granted under Resolution 13.2, 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

- 17.2 the allotment of equity securities or sale of treasury shares (otherwise than under Resolution 17.1) up to a nominal amount of £1,937,963 (representing approximately 10% 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 15 August 2026) 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 (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

## **RESOLUTION 18**

Authority to disapply pre-emption rights in connection with an acquisition or specified capital investment

18. That, if Resolution 13 is passed, the Board be authorised, in addition to any authority granted under Resolution 17, to allot equity securities (as defined by section 560 of the 2006 Act) for cash under the authority given by that Resolution and/ or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the 2006 Act did not apply to any such allotment or sale, such authority to be limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £1,937,963 (representing approximately 10% of the nominal value of the issued share capital of the Company), and used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board determines to be an acquisition or specified 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 15 August 2026) 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 (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

## **RESOLUTION 19**

Notice of general meetings

19. 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:**



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**Dominic Murray**  
**Company Secretary**  
**Ceres Power Holdings plc**