CWR.L

23 September 2026

Ceres Power Holdings plc

Interim results for the six months ended 30 June 2026

Ceres Power Holdings plc (“Ceres”, the “Company”) (CWR.L), a leading developer of clean energy technology, announces its results for the six-month period ended 30 June 2026.

Financial highlights

- Revenue increased 8% to £22.8 million (H1 2025: £21.1 million), in line with management expectations following significant one-off licence revenue as part of the Weichai agreement.
- Gross profit decreased 3% to £16.1 million (H1 2025: £16.6 million), reflecting lower margin mix in the period.
- Gross margin of 71% (H1 2025: 79%).
- Operating costs (before exceptional costs) decreased by 14% to £30.7 million (H1 2025: £35.6 million) following the 2025 cost base rationalisation and ongoing financial discipline.
- Adjusted EBITDA loss improved to £6.8 million (H1 2025: £11.3 million).
- Oversubscribed equity issuance providing gross funds of £102.6m reinforcing Ceres’ role as a financially resilient, long-term partner and enable selective investment to support partner scale up.
- Cash and short-term investments of £172.0 million (December 2025: £83.3 million).

Commercial highlights year to date

- **Centrica signs strategic partnership**: Ceres and Centrica will collaborate to accelerate the deployment of solid oxide on-site power solutions to meet the multi-gigawatt demand from commercial and industrial power customers across the UK and Europe.
- **Doosan confirms first export contract:** Doosan signed a KRW108.7 billion (c.£60 million) agreement with Reverion GmbH to supply SOFC stacks for overseas power facilities in Germany and Europe.
- **Delta and Centrica collaborate to address UK opportunity**: Their infrastructure partnership intends to provide MW-scale off-grid energy generation for the data centre market and energy intensive industries in the UK and Europe.
- **Delta invests in another SOFC plant:** Delta approve NTD10.3 billion (c. £240 million) investment for a factory in Guanyin, Taiwan for fuel cell manufacturing with initial shipments expected to begin in 2028.
- **Weichai provides first sight of initial target markets**: Weichai’s subsidiary Baudouin announces strategic partnership with French clean energy company EODev to deploy 600kW SOFC systems for 24/7 power generation. Weichai is targeting 200MW capacity by the end of 2027, the fastest installation of any of our partners yet after only 2 years from signing a manufacturing licence.
- **Hydrogen continues to progress:** DENSO received 35 billion yen (c. £165 million) to begin testing Japan’s first solid oxide electrolyser demonstrator. Thermax and Shell continue to provide proof points of commercialisation as they establish a pilot plant and hydrogen production exceeding expectations, respectively.
- **Launched Ceres® Endura™,** our flagship solid oxide stack platform, designed to meet demand for resilient, efficient on-site power and hydrogen production across energy-intensive applications.
- **Business transformation**: Ceres continues to execute its business transformation program as we transition from a R&D focussed to a commercially led organisation.

Outlook

Ceres reiterates the current contracted group revenue for 2026 is c.£45 million before any new business. We remain confident that we can sign one new licensee partner in 2026. If successful, any revenue recognised in the current year would be in addition to the above guidance.

Phil Caldwell, Chief Executive Officer of Ceres, said:

"Demand for power continues to grow, while the time required to secure new generation and grid capacity is becoming an increasing challenge for customers. Against this backdrop, we are seeing encouraging signs of commercial momentum across our partner network, including the first examples of downstream demand for products using Ceres' technology. This provides further validation of both the scale of the opportunity and the role solid oxide technology can play in addressing the time-to-power challenge. Combined with a stronger balance sheet following our successful capital raise and sharper commercial focus, this gives us confidence in our ability to capitalise on the significant opportunity ahead."

Ends

Financial Summary	**30 June 2026**	30 June 2025
	£'000	£'000
Total revenue, comprising:	**22,767**	21,093
Provision of technology hardware	**4,966**	6,579
Engineering services and licences	**17,620**	14,514
Royalties	**181**	—
Gross profit	**16,081**	16,622
Gross margin %	**71%**	79%
Adjusted EBITDA loss[1]	**(6,820)**	(11,311)
Operating loss (before exceptional costs)	**(13,686)**	(17,217)
Net cash (used) in/generated from operating activities	**(10,743)**	952
Net cash and investments	**172,021**	104,067

1. Adjusted EBITDA loss is an Alternative Performance Measure and is defined and reconciled to operating loss at the end of this report.

Analyst presentation

Ceres Power Holdings plc will be hosting a live webcast for analysts and investors on 23 September 2026 at 09.30 BST. To register your interest in participating, please go to:

https://www.investormeetcompany.com/ceres-power-holdings-plc/register-investor

For further information visit www.ceres.tech or contact:

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About Ceres

Ceres is a leading developer of clean energy technology: fuel cells for power generation and electrolysers for green hydrogen. Its asset-light, licensing model has seen it establish partnerships with some of the world's largest companies, such as Doosan, Delta, Denso, Shell, Weichai, Centrica and Thermax. Ceres' solid oxide technology supports greater electrification of our energy systems, including AI data centres, commercial and industrial applications, and produces green hydrogen at high efficiencies as a route to decarbonise emissions-intensive industries such as ammonia, steelmaking, and electrofuels. Ceres is listed on the London Stock Exchange ("LSE") (LSE: CWR) and is classified by the LSE Green Economy Mark, which recognises listed companies that derive more than 50% of their activity from the green economy. Read more on our website www.ceres.tech or follow us on LinkedIn.

Chief Executive's statement

Introduction

Globally, the need for power is rising rapidly, driven by wider electrification, the growth of AI and data centres and increasingly constrained electricity grids. Electricity demand is growing faster than existing capacity can supply, increasing pressure on generation and grid infrastructure[1]. This is creating an imperative for power that is efficient, reliable and quick to deploy. Increasingly, we see end users looking beyond conventional solutions and considering alternatives that can be delivered faster.

By combining our differentiated solid oxide technology with the manufacturing capability and market access of our partners, we believe we have a practical route to deploy high efficiency, reliable power generation at scale across multiple geographies and end markets. During the first six months of 2026, we made significant progress: strengthening routes to market, seeing the first evidence of partner orders, launching Ceres® Endura™ and securing the financial capacity to support the rapid scale up of Ceres' technology.

A growing need for on-site power

Electricity demand is rising as economies become increasingly electrified, while the rapid growth of AI and data centres is creating a new and highly concentrated demand, placing additional pressure on already constrained power infrastructure. In many markets, grid upgrades can take between 5 – 15 years[2], while gas turbines and diesel generators face extended lead times and, in most cases, premium pricing[3]. New nuclear capacity remains a longer-term solution.

The time-to-power constraint is accelerating demand for solid oxide fuel cells. Customers facing growing power shortages are increasingly looking beyond traditional solutions, particularly where availability and deployment timelines have become more challenging. Through our partners, Ceres' technology will be able to be deployed in months rather than years, to provide a practical route to secure power while supporting the transition to lower-carbon energy systems.

Solid oxide fuel cells are seen to have an important long-term role in the energy system, supported by its broader characteristics, including high efficiency, low local emissions, quiet operation, modularity and no water requirement in operation, strengthen its long-term role in the energy system. An increasingly common challenge for green field infrastructure are regulatory and permitting restriction on power generation. Recently two data centre projects - Project Jupiter in New Mexico[4] and a Nebius data centre development in New Jersey[5] – replaced onsite gas turbines with fuel cells citing the technology's advantage of low emissions and water use enabling easier permitting.

Future data centre architectures are moving towards high-voltage direct current ("DC"), including 800V DC systems. Because stationary SOFC systems generate direct current natively, they have the potential to eliminate conversion equipment and associated capital costs. BloombergNEF estimates that eliminating elements of conventional alternating-current infrastructure data centre capital expenditure could be reduced by $1–3 million per MW[6].

Solid oxide technology can use existing gas infrastructure to provide high-efficiency, on-site power today, with a pathway to lower-carbon fuels over time. Co-locating generation and consumption can also create an economic advantage by avoiding some of the costs and losses associated with transmission and distribution. As manufacturing scales, we expect solid oxide systems to move down the cost curve, as solar, wind and batteries have done before them, enabling them to become a pillar of the future power generation landscape.

We estimate that the annual opportunity for solid oxide fuel cell technology globally could reach 22GW by 2030. While approximately half of this opportunity is attributable to data centres; commercial and industrial power represent a similarly significant market. The size and geographic breadth of the opportunity mean it cannot be addressed by any single company alone and we believe that partnering with companies who are leaders in their industry with the capability to manufacture at scale globally, provides the fastest and most capital-efficient route to market.

Commercial momentum through our partners

There has been an acceleration in momentum across our existing partners and potential new licensees, driven by the urgency of the time-to-power challenge. During the period, this was reflected in strategic agreements, early orders across our partner ecosystem and increased interest in accessing Ceres' technology.

In March, we signed a strategic partnership with Centrica, a leading integrated energy company with a critical role in energy security through its portfolio of energy supply, services and infrastructure assets. Centrica sees multi-gigawatt demand across the UK and Europe as grid connection delays affect new industrial, commercial and digital projects. Ceres will support opportunities across project origination, installation and commissioning, remote monitoring, predictive maintenance and end-of-life recycling, helping to create a full-lifecycle customer proposition.

In April, Centrica announced an infrastructure partnership with our Taiwanese manufacturing partner Delta Electronics to serve data centres and energy-intensive industries in the UK and Europe with solid oxide fuel cells for grid-independent power[7]. Centrica also intends to establish a UK demonstration site, with a medium-term objective of delivering MW-scale, rapidly deployable gas-to-power solutions within the next three to five years.

We are also seeing early evidence of downstream demand across the partner network. Doosan Fuel Cell signed a KRW108.7 billion (c.£60 million) contract with Reverion to supply SOFC stacks for power facilities in Germany and elsewhere in Europe[8]. Reverion develops reversible fuel cell power plants that enable efficient power-to-gas and gas-to-power conversion for applications across the biogas industry, utilities, data centres and long-duration energy storage. Following the start of production and sales of its SOFC systems in 2025, this is Doosan's first contract to export the technology. Delta has installed its first demonstration systems at Taiwan Power Company. They continue to invest in further capacity and have confirmed a NTW10.3 billion (c.£240 million) investment in a factory in Guanyin, Taiwan for mass manufacturing fuel cells[9]. Initial shipments are expected in 2028. Weichai are aiming for 200MW capacity by the end of 2027, which would make them the fastest of our partners to achieve mass manufacture in two years from signing a manufacturing licence. Baudouin, a subsidiary of Weichai Power, has announced plans with EODev to deploy 600kW SOFC systems across Europe[10].

These developments demonstrate the strength of Ceres' licensing model. Multiple partners can industrialise and scale the same core technology in parallel, serving different applications and geographies. We are at the beginning of the commercialisation journey, but the pace and reach of our partners give us confidence in the potential for Ceres' technology to become a global standard for solid oxide.

Ceres Endura: engineered for scale

In April, we launched Ceres® Endura™, our flagship solid oxide stack platform, designed to meet demand for resilient, efficient on-site power and hydrogen production across energy-intensive applications. Endura builds on more than two decades of Ceres' innovation and has been engineered to reduce deployment risk and support gigawatt-scale manufacturing by our partners.

Its fuel-flexible design enables operation on natural gas today, with a pathway to hydrogen, biogas and other lower-carbon fuels. For power generation, Endura delivers industry-leading efficiency and is designed for real-world operating conditions, including rapid load following, emergency stops and thermal cycling, with a five-year stack life. The shared platform also gives our partners access to both power and hydrogen markets from a common manufacturing architecture, supporting faster time to market and a sustained competitive advantage.

Delivering our strategy

The need to scale production at pace reinforces our focus on three strategic priorities. First, we aim to sign new manufacturing licensees, broadening Ceres' reach across end markets and geographies. Over the past 24 months, our pipeline of potential partners has increased significantly driven by the demand for power. Through our business transformation, we have reallocated resources towards commercial engagement and partner support to accelerate partner scaling. We continue to be confident that we can sign an average of one licensee a year.

Second, we are working closely with our partners to accelerate them to market. We support licensees through industrialisation, working with equipment and line builders to establish manufacturing capability and target pilot product launch within two years of signing a licence agreement. Through market-facing partnerships such as Centrica, we are also helping to develop access to customers and build confidence in end-market demand, supporting partner investment in scaled production.

Third, we continue to innovate - improving cost, performance and lifetime while protecting our intellectual property. Ceres' proprietary steel-supported technology combines high efficiency with a lower-cost material set than conventional solid oxide designs. Ultra-thin ceramic layers minimise material use and reliance on expensive critical minerals. At gigawatt scale, we estimate that this architecture can deliver manufacturing costs up to 30% lower than other solid oxide technologies.

Business transformation

Last September we defined new strategic priorities as outlined above that underpin the sharper commercial focus we have brought to the business. To ensure we are set up for success, we are optimising the business and have initiated a business transformation plan to realign our resources to new market opportunities by the end of 2026 and consolidate our platform for further growth.

The objectives of this programme are to simplify the organisation, embed accountable ways of working and align resources with the commercial markets that matter most.

Thus far we have successfully,

- Realigned Ceres into focused, delivery driven teams
- Commercially launched a best-in-class, dual-purpose Ceres® Endura™ stack platform serving both power and hydrogen markets, consolidating development onto a single technology platform ready to scale

By the end of 2026, we expect to have:

- Strengthened partner-centric values and behaviours across the organisation
- Reduced operating costs by around 14% compared to the year ending 31 December 2025
- Supported partners on their path to manufacturing scale-up and product launch
- Enhanced our capability to secure new licensing agreements

A stronger balance sheet to support scale up

In June, Ceres raised gross proceeds of £102.6 million through an equity issuance. The momentum in solid oxide fuel cell technology is accelerating as SOFC is increasingly recognised as a credible solution to the behind-the-meter power gap. Our strengthened net cash position reinforces Ceres' role as a financially resilient, long-term innovation partner.

As our partners and prospective licensees commit to significant investments in manufacturing infrastructure, the additional capital provides confidence that Ceres can continue to advance its world-leading technology, invest in product management and support scale-up. It also gives us the flexibility to make selective investments that protect key intellectual property and ensure the longevity of the licensing model.

Advancing hydrogen

The hydrogen market is developing more gradually compared to the power market, reflecting its more complex value chain, regional dynamics and dependence on policy support. Nevertheless, our partners continue to make meaningful progress and the long-term opportunity remains significant.

In Japan, DENSO received JPY35 billion (c.£165 million) in government funding to begin testing the country's first SOEC system with JERA. Our 1MW demonstrator at Shell's technology centre in Bangalore, India, has exceeded performance expectations for hydrogen production. Thermax has broken ground on its pilot plant for pressurised SOEC systems. Ceres is manufacturing a first-of-a-kind pressurised SOEC system.

We also see future potential at the intersection of electrolysis and nuclear power. Centrica is exploring how Ceres' high-efficiency SOEC technology could integrate with its advanced modular reactor programme to produce nuclear-enabled hydrogen and support the UK's long-term clean energy strategy.

Financial review

Revenue for the six months ended 30 June 2026 increased by 8% to £22.8 million, compared with £21.1 million in the same period of 2025. The increase principally reflects revenue recognised under the manufacturing licence agreement signed with Weichai in November 2025, together with continued engineering activity across the Group's existing partner base.

Gross profit was £16.1 million, compared with £16.6 million in the prior period. Gross margin was 71%, compared with 79% in H1 2025. The reduction in margin reflects the mix of revenue recognised in the period, including a higher proportion of technology hardware and engineering activity relative to higher-margin licence revenue. Gross margins therefore remain sensitive to the timing and composition of revenue recognised under individual partner agreements. The overall margin continues to reflect the Company's asset-light, licensing business model.

Operating costs before exceptional items decreased by 14% to £30.7 million, compared with £35.6 million in H1 2025. This reduction reflects the benefit of the business transformation and cost base rationalisation implemented during 2025, together with continued discipline over expenditure and the prioritisation of investment in the Group's core solid oxide technology and commercial opportunities.

Research and development (R&D) costs totalled £18.3 million, down from £25.6 million in the comparative period. R&D activity during the period remained focused on supporting manufacturing partners as they progress towards commercial scale-up, advancing the Group's fuel cell and electrolyser technologies, and reinforcing Ceres' technology leadership in attractive growth markets including power generation and green hydrogen. The reduction in expenditure demonstrates the Group's ability to align its cost base with its strategic priorities while continuing to invest in the technologies and capabilities required to support long-term growth.

During H1 2026, priority test stands were completed and commissioned, enhancing the Group's capability to support technology development and partner programmes. Following commissioning and a broader review of future testing requirements, management concluded that the remaining partially completed test stands under construction were not expected to be completed or brought into use. As a result, the associated assets under construction were fully impaired, giving rise to an exceptional charge of £3.0 million. The impairment has been presented separately within operating expenses due to its size and nature and is discussed further in Note 22.

Adjusted EBITDA loss improved to £6.8 million from £11.3 million in the comparative period. The improvement principally reflects the reduction in the underlying cost base and the increase in revenue, partially offset by the lower gross margin. Adjusted EBITDA is a non-statutory measure and is detailed in the Alternative Performance Measures section in this review.

Capital expenditure during the period was £0.8 million (H1 2025: £1.0 million), primarily relating to investment in the Group's ink scale-up project. Capitalised development costs remained at £nil. We have assessed our internal development activities and concluded that incremental redesigns do not meet the criteria for capitalisation. Technical feasibility is typically confirmed only after detailed design and formal approval, at product integration. Given the high level of uncertainty and risk throughout, we expense these costs as incurred.

During June 2026, Ceres completed an oversubscribed capital raise, generating gross proceeds of £102.6 million and net proceeds of £99.1 million. The capital raise was undertaken to establish the right balance sheet to drive growth and enable selective investment to support partner scale-up, at a time when there is accelerating momentum for SOFC technology.

As a result, cash, cash equivalents and short-term investments increased by £88.7 million during the period to £172.0 million at 30 June 2026, compared with £83.3 million at 31 December 2025 and £104.1 million at 30 June 2025. The Group's strengthened balance sheet provides the resources to support existing partners as they progress towards commercial scale, pursue new manufacturing licence agreements and invest selectively in opportunities that support the long-term growth of the business. The Group will continue to apply disciplined capital allocation and cost management as it progresses towards profitability and positive cash generation.

Principal risks and uncertainties

The Directors have reviewed the principal risks and uncertainties that could have a material impact on the Group's performance. Following this review, the "People and capability" risk has decreased compared with the position reported in Ceres 2025 Annual Report. There have been no other changes. A summary of the Group's principal risks can be found at the end of this report.

Outlook

Ceres enters the second half of 2026 with a highly differentiated product platform, Endura™, growing commercial momentum across our partner ecosystem and a stronger balance sheet. The need for efficient, reliable and rapidly deployable power is becoming increasingly urgent driving near term demand, while progress in hydrogen continues to build the foundations for a significant longer-term market. Our priorities are clear – the most important of which is signing additional manufacturing licensees and supporting existing partners as they scale. We are encouraged by the quality and breadth of engagement with prospective licensees and remain confident in our ability to add new partners, extend Ceres' reach across geographies and applications, as we aim to establish our technology as the industry standard for solid oxide.

Phil Caldwell
Chief Executive Officer

Responsibility Statement

The directors confirm that to the best of their knowledge:

- the condensed set of financial statements has been prepared in accordance with UK adopted IAS 34 'Interim Financial Reporting'; and
- the interim management report includes a fair review of the information required by DTR 4.2.7 (indication of important events and their impact, and a description of principal risks and uncertainties for the remaining six months of the financial year) and DTR 4.2.8 (disclosure of related parties' transactions and changes therein).

The full list of current Directors can be found on the Ceres website at https://www.ceres.tech.

Sources

1. World Energy Outlook 2025 – Analysis - IEA

2. IEA. Executive summary – Electricity grids and secure energy transitions – Analysis

3. S&P Global. "US gas-fired turbine wait times as a much as seven years; costs up sharply." May 2025.

4. Oracle. "Oracle, BorderPlex, and Bloom Energy to Power Project Jupiter with Cleaner, Water Efficient Fuel Cell Technology". April 2026.

5. Nebius Group. "Nebius Group endorses Bloom Energy fuel cells for New Jersey AI data center project." Aug 2026.

6. BNEF. "From grids to chip: electrical equipment in data centres." Dec 2025.

7. Centrica Delta joint press release. "Delta and Centrica launch scalable off-grid fuel cell power solution." April 2026.

8. Doosan Fuel Cell. Media Center - News. Aug 2026.

9. Economic Daily News. "Delta Electronics invests billions in global capacity expansion, including hydrogen fuel cell production at in Guanyin Plant." April 2026.

10. Fuelcell works. "EODev and Baudouin partner to revolutionize distributed power generation." July 2026.

CONSOLIDATED STATEMENT OF PROFIT AND LOSS AND OTHER COMPREHENSIVE INCOME
For the six months ended 30 June 2026

	Note	**30 June 2026 (unaudited) £'000**	30 June 2025 (unaudited) £'000	31 December 2025 (audited) £'000
Revenue	2	**22,767**	21,093	32,643
Cost of sales		**(6,686)**	(4,471)	(9,939)
Gross profit		**16,081**	16,622	22,704
Other operating income[1]		**940**	1,739	3,168
Operating costs	3	**(30,707)**	(35,578)	(70,073)
Operating loss before exceptional costs		**(13,686)**	(17,217)	(44,201)
Exceptional operating costs	22	**(3,006)**	(1,440)	(3,420)
Operating loss		**(16,692)**	(18,657)	(47,621)
Impairment of investment in associate	22	**—**	(2,158)	(2,158)
Finance income	4	**1,477**	2,168	4,060
Finance expense	4	**(229)**	(330)	(587)
Loss before taxation		**(15,444)**	(18,977)	(46,306)
Taxation charge	5	**(1,457)**	(667)	(1,240)
Loss for the financial period and total comprehensive loss		**(16,901)**	(19,644)	(47,546)
Loss per £0.10 ordinary share expressed in pence per share:				
Basic and diluted loss per share	6	**(8.58)p**	(10.14)p	(24.52)p

The accompanying notes are an integral part of these consolidated financial statements.

[1] Other operating income relates to grant income and the Group's RDEC tax credit.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
As at 30 June 2026

	Note	30 June 2026 (unaudited) £'000	31 December 2025 (audited) £'000
Assets			
Non-current assets			
Property, plant and equipment	7	**13,406**	18,194
Right-of-use assets	8	**1,728**	2,063
Intangible assets	9	**14,367**	16,203
Other receivables	11	**741**	741
Total non-current assets		**30,242**	37,201
Current assets			
Inventories	10	**2,486**	3,203
Contract assets	2	**811**	143
Other current assets	12	**1,976**	1,449
Current tax receivable		**679**	1,792
Trade and other receivables	11	**5,998**	18,736
Short-term investments	13	**19,966**	47,437
Cash and cash equivalents	13	**152,055**	35,835
Total current assets		**183,971**	108,595
Liabilities			
Current liabilities			
Trade and other payables	14	**(3,324)**	(2,742)
Contract liabilities	2	**(8,213)**	(23,284)
Other current liabilities	15	**(4,815)**	(4,149)
Lease liabilities	16	**(872)**	(834)
Provisions	17	**(234)**	(2,214)
Total current liabilities		**(17,458)**	(33,223)
Net current assets		**166,513**	75,372
Non-current liabilities			
Lease liabilities	16	**(1,169)**	(1,575)
Other non-current liabilities	15	**(1,459)**	(976)
Provisions	17	**(2,401)**	(2,376)
Total non-current liabilities		**(5,029)**	(4,927)
Net assets		**191,726**	107,646
Equity attributable to the owners of the parent			
Share capital	18	**21,380**	19,469
Share premium		**504,160**	406,650
Capital redemption reserve		**3,449**	3,449
Merger reserve		**7,463**	7,463
Accumulated losses		**(344,726)**	(329,385)
Total equity		**191,726**	107,646

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED CASH FLOW STATEMENT
For the six month period ended 30 June 2026

	Note	**30 June 2026 (unaudited) £'000**	30 June 2025 (unaudited) £'000	31 December 2025 (audited) £'000
Cash flows from operating activities				
Loss before taxation		**(15,444)**	(18,977)	(46,306)
Adjustments for:				
Finance income	4	**(1,477)**	(2,168)	(4,060)
Finance expense	4	**229**	165	587
Depreciation of property, plant and equipment	7	**2,601**	3,880	7,100
Depreciation of right-of-use assets	8	**382**	365	753
Amortisation of intangible assets	9	**1,836**	1,786	3,858
Impairment of the investment in associate	22	**—**	2,218	2,218
Impairment of assets under construction	7	**3,006**	—	—
Net foreign exchange (gain)/loss		**(14)**	62	(13)
Net change in fair value of financial instruments		**—**	95	90
Loss on disposal of property, plant and equipment and right of use assets		**—**	—	125
Share-based payments charge		**1,560**	360	1,260
Operating cash flows before movements in working capital		**(7,321)**	(12,214)	(34,388)
Decrease/(increase) in trade and other receivables		**12,211**	9,668	(870)
Decrease/(increase) in inventories		**717**	82	(447)
Increase/(decrease) in trade and other payables		**1,731**	(2,620)	(3,717)
(Increase)/decrease in contract assets		**(668)**	4,816	8,065
(Decrease)/increase in contract liabilities		**(15,071)**	2,787	12,602
(Decrease)/increase in provisions		**(1,998)**	(307)	1,717
Net cash (used) in/generated by operations		**(10,399)**	2,212	(17,038)
Taxation paid		**(344)**	(1,260)	(3,032)
Net cash (used) in/generated by operating activities		**(10,743)**	952	(20,070)
Investing activities				
Purchase of property, plant and equipment		**(819)**	(870)	(1,776)
Capitalised development expenditure		**—**	(80)	(87)
Decrease in short-term investments		**27,423**	7,346	7,445
Finance income received		**1,525**	2,367	4,149
Net cash generated in investing activities		**28,129**	8,763	9,731
Financing activities				
Proceeds from issuance of ordinary shares	18	**291**	11	99
Proceeds from issuance of ordinary shares for the fundraise	18	**99,424**	—	—
Costs on issuance of ordinary shares in connection to the fundraise	18	**(294)**	—	—
Repayment of lease liabilities	16	**(415)**	(400)	(792)
Interest paid	16	**(113)**	(116)	(495)
Net cash generated/(used) by financing activities		**98,893**	(505)	(1,188)
Net increase/(decrease) in cash and cash equivalents		**116,279**	9,210	(11,527)
Exchange losses on cash and cash equivalents		**(59)**	(63)	(132)
Cash and cash equivalents at beginning of period		**35,835**	47,494	47,494
Cash and cash equivalents at end of period	13	**152,055**	56,641	35,835

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
For the six month period ended 30 June 2026

	Share capital	Share premium	Capital redemption reserve	Merger reserve	Accumulated losses	Total
	£'000	£'000	£'000	£'000	£'000	£'000
At 1 January 2025	19,370	406,650	3,449	7,463	(283,099)	153,833
Comprehensive income						
Loss for the financial period	—	—	—	—	(19,644)	(19,644)
Total comprehensive loss	—	—	—	—	(19,644)	(19,644)
Transactions with owners						
Issue of shares, net of costs	11	—	—	—	—	11
Share-based payments charge	—	—	—	—	360	360
Total transactions with owners	11	—	—	—	360	371
At 30 June 2025 (unaudited)	19,381	406,650	3,449	7,463	(302,383)	134,560
Comprehensive income						
Loss for the financial period	—	—	—	—	(27,902)	(27,902)
Total comprehensive loss	—	—	—	—	(27,902)	(27,902)
Transactions with owners						
Issue of shares, net of costs	88	—	—	—	—	88
Share-based payments charge	—	—	—	—	900	900
Total transactions with owners	88	—	—	—	900	988
At 31 December 2025 (audited)	19,469	406,650	3,449	7,463	(329,385)	107,646
Comprehensive income						
Loss for the financial period	—	—	—	—	**(16,901)**	**(16,901)**
Total comprehensive loss	—	—	—	—	**(16,901)**	**(16,901)**
Transactions with owners						
Issue of shares, net of costs	**1,911**	**97,510**	—	—	—	**99,421**
Share-based payments charge	—	—	—	—	**1,560**	**1,560**
Total transactions with owners	**1,911**	**97,510**	—	—	**1,560**	**100,981**
At 30 June 2026 (unaudited)	**21,380**	**504,160**	**3,449**	**7,463**	**(344,726)**	**191,726**

The accompanying notes are an integral part of these consolidated financial statements.

1. Basis of preparation

The unaudited condensed consolidated financial statements have been prepared in accordance with UK-adopted International Accounting Standard 34 'Interim financial reporting' (IAS 34) and applicable law and regulations. They do not include all of the information required for full annual financial statements and should be read in conjunction with the annual financial statements for the year ended 31 December 2025 which were prepared in accordance with UK adopted international accounting standards. The condensed consolidated financial statements have been prepared on a historical cost basis except derivative financial instruments, which are stated at their fair value.

The accounting policies and methods of computation applied in the preparation of these unaudited condensed consolidated interim financial statements are consistent with those applied in the Group's most recent audited annual financial statements. There have been no changes in presentation or accounting policies during the interim period.

The financial information contained in the condensed consolidated financial statements is unaudited and does not constitute statutory financial statements as defined in Section 434 of the Companies Act 2006. The financial statements for the year ended 31 December 2025, on which the auditors gave an unqualified audit opinion, and did not draw attention to any matters by way of emphasis and did not contain a statement under sections 498(2) or 498(3) of the Companies Act 2006, have been filed with the Registrar of Companies.

The condensed consolidated financial information for the six months ended 30 June 2026 has been reviewed by the Company's Auditor, BDO LLP in accordance with International Standard of Review Engagements (UK) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity.

Going Concern

The Group has reported a loss after tax for the six-month period ended 30 June 2026 of £16.9 million (six months ended 30 June 2025: £19.6 million) and net cash used in operating activities of £10.7 million (six months ended 30 June 2025: net cash generated of £1.0 million). At 30 June 2026, the Group held cash and cash equivalents and investments of £172.0 million (31 December 2025: £83.3 million).

The directors have prepared annual budgets and cash flow projections that extend to 31 December 2027, 15 months from the date of approval of this report. Future projections include management's expectations of the disciplined investment in key R&D projects, new product development and capital investment. Future cash inflows reflect management's expectations of revenue from existing and new licensee partners in both the power and green hydrogen markets.

The projections were stress tested by applying different scenarios including removing expected cash inflows relating to agreements not yet signed leading to a loss of significant future revenue and potential further cost mitigations. In each case the projections demonstrated that the Group is expected to have sufficient cash reserves to meet its liabilities as they fall due and to continue as a going concern. For the above reasons, the Directors continue to adopt the going concern basis in preparing the condensed consolidated financial statements.

Critical accounting judgements and key sources of estimation uncertainty

In the application of the Group's accounting policies, management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources.

In preparing the interim condensed consolidated financial statements, the areas where judgement has been exercised and the key estimation uncertainties were the same as those applied to the consolidated financial statements for the year ended 31 December 2025.

New standards and amendments applicable for the reporting period

None of the standards and interpretations which apply for the first time to financial reporting periods commencing on or after 1 January 2026 materially impact the Group.

2. Revenue

The Group's revenue is disaggregated by geographical market, major product/service lines, and timing of revenue recognition:

Geographical market

	30 June 2026 (unaudited) £'000	30 June 2025 (unaudited) £'000	31 December 2025 (audited) £'000
Europe	**155**	2,817	4,571
Asia	**22,564**	18,237	27,989
North America	**48**	39	83
	22,767	21,093	32,643

For the six month period ended 30 June 2026, the Group has identified three major customers (defined as customers that individually contributed more than 10% of the Group's total revenue) that accounted for approximately 59%, 18% and 16% of the Group's total revenue recognised in the period (30 June 2025: four customer at 42%, 26%, 14% and 12% and 31 December 2025: four major customers that accounted for approximately 33%, 23%, 17% and 11% of the Group's total revenue recognised for that year).

Major product/service lines

	30 June 2026 (unaudited) £'000	30 June 2025 (unaudited) £'000	31 December 2025 (audited) £'000
Provision of technology hardware	**4,966**	6,579	10,289
Engineering services and licences	**17,620**	14,514	22,244
Royalties	**181**	—	110
	22,767	21,093	32,643

Timing of transfer of goods and services

	30 June 2026 (unaudited) £'000	30 June 2025 (unaudited) £'000	31 December 2025 (audited) £'000
Products and services transferred at a point in time	**14,607**	11,185	14,328
Products and services transferred over time	**8,160**	9,908	18,315
	22,767	21,093	32,643

The contract-related assets and liabilities are as follows:

		30 June 2026 (unaudited) £'000	30 June 2025 (unaudited) £'000	31 December 2025 (audited) £'000
Trade receivables	11	**1,316**	1,670	14,938
Contract assets – accrued income		**811**	3,392	143
Total contract related assets		**2,127**	5,062	15,081
Contract liabilities – variable consideration constrained		**(1,500)**	(1,275)	(1,500)
Contract liabilities – deferred income		**(6,713)**	(12,194)	(21,784)
Total contract liabilities		**(8,213)**	(13,469)	(23,284)

3. Non exceptional operating costs

Operating costs can be analysed as follows:	30 June 2026 (unaudited) £'000	30 June 2025 (unaudited) £'000	31 December 2025 (audited) £'000
Research and development costs	**18,280**	25,577	48,559
Administrative expenses	**8,099**	6,909	14,199
Commercial (sales and marketing)	**4,328**	3,092	7,315
	30,707	35,578	70,073

Exceptional operating costs have been described in Note 22.

4. Finance income and expenses

	30 June 2026 (unaudited) £'000	30 June 2025 (unaudited) £'000	31 December 2025 (audited) £'000
Interest income on cash, cash equivalents and investments	**1,477**	2,168	4,060
Interest on lease liability	**(113)**	(116)	(245)
Unwinding of discount on provisions	**(43)**	(49)	(92)
Unwinding of financing component of customer contracts	**(73)**	(165)	(250)
Total interest expense	**(229)**	(330)	(587)

5. Taxation

No corporation tax liability has arisen during the period (30 June 2025 and 31 December 2025: £nil) due to the losses incurred. A tax charge has arisen as a result of foreign withholding taxes suffered. The RDEC regime continues to be accessible and has been recognised within other operating income.

	30 June 2026 (unaudited) £'000	30 June 2025 (unaudited) £'000	31 December 2025 (audited) £'000
Foreign tax suffered	**1,457**	667	1,248
Adjustment in respect of prior periods	—	—	(8)
	1,457	667	1,240

6. Loss per share

	30 June 2026 (unaudited) £'000	30 June 2025 (unaudited) £'000	31 December 2025 (audited) £'000
Loss for the financial period attributable to shareholders	**(16,901)**	(19,644)	(47,546)
Weighted average number of shares in issue	**197,089,983**	193,767,896	193,896,776
Loss per £0.10 ordinary share (basic and diluted)	**(8.58)p**	(10.14)p	(24.52)p

7. Property, plant and equipment

	Leasehold improvements £'000	Plant and machinery £'000	Computer equipment £'000	Fixtures and fittings £'000	Assets under construction £'000	Total £'000
Cost						
At 1 January 2025	9,132	35,820	1,750	376	5,845	52,923
Additions	161	30	15	—	1,570	1,776
Transfers	386	2,055	—	—	(2,441)	—
Disposal	(168)	(1,435)	(259)	(16)	—	(1,878)
At 31 December 2025 (audited)	9,511	36,470	1,506	360	4,974	52,821
Additions	—	**124**	**82**	—	**613**	**819**
Transfers	**85**	**1,182**	—	—	**(1,267)**	—
Disposals	**(39)**	**(689)**	**(307)**	**(23)**	—	**(1,058)**
Impairment	—	—	—	—	**(3,006)**	**(3,006)**
At 30 June 2026 (unaudited)	**9,557**	**37,087**	**1,281**	**337**	**1,314**	**49,576**
Accumulated depreciation						
At 1 January 2025	5,141	22,268	1,628	302	—	29,339
Charge for the year	1,238	5,719	91	52	—	7,100
Depreciation on disposals	(120)	(1,417)	(259)	(16)	—	(1,812)
At 31 December 2025 (audited)	6,259	26,570	1,460	338	—	34,627
Charge for the period	**496**	**2,056**	**27**	**22**	—	**2,601**
Depreciation on disposals	**(39)**	**(689)**	**(307)**	**(23)**	—	**(1,058)**
At 30 June 2026 (unaudited)	**6,716**	**27,937**	**1,180**	**337**	—	**36,170**
Net book value						
At 30 June 2026 (unaudited)	**2,841**	**9,150**	**101**	—	**1,314**	**13,406**
At 31 December 2025 (audited)	3,252	9,900	46	22	4,974	18,194

'Assets under construction' represents the cost of purchasing, constructing and installing property, plant and equipment ahead of their productive use. The category is temporary, pending completion of the assets and their transfer to the appropriate and permanent category of property, plant and equipment. As such, no depreciation is charged on assets under construction.

Assets under construction consist entirely of plant and machinery that will be used in the manufacturing, development and testing of fuel cells.

The impairment of the asset under construction relates to test infrastructure that is no longer expected to be completed and is described in Note 22.

8. Right of use assets

	Land and Buildings £'000	Computer equipment £'000	Electric vehicles £'000	Total £'000
Cost				
At 1 January 2025	4,803	43	252	5,098
Additions	935	—	106	1,041
Disposal	—	—	(111)	(111)
At 31 December 2025 (audited)	5,738	43	247	6,028
Additions	—	—	**47**	**47**
At 30 June 2026 (unaudited)	**5,738**	**43**	**294**	**6,075**
Accumulated depreciation				
At 1 January 2025	3,170	43	51	3,264
Charge for the year	658	—	95	753
Disposal	—	—	(52)	(52)
At 31 December 2025 (audited)	3,828	43	94	3,965
Charge for the period	**335**	—	**47**	**382**
At 30 June 2026 (unaudited)	**4,163**	**43**	**141**	**4,347**
Net book value				
At 30 June 2026 (unaudited)	**1,575**	—	**153**	**1,728**
At 31 December 2025 (audited)	1,910	—	153	2,063

9. Intangible assets

	Internally developed intangibles £'000	Customer and internal development programmes £'000	Perpetual software licences £'000	Patent costs £'000	Total £'000
Cost					
At 1 January 2025	411	22,200	525	1,493	24,629
Additions	—	—	87	—	87
At 31 December 2025 (audited)	411	22,200	612	1,493	24,716
Additions	—	—	—	—	—
At 30 June 2026 (unaudited)	**411**	**22,200**	**612**	**1,493**	**24,716**
Accumulated amortisation					
At 1 January 2025	411	3,533	409	302	4,655
Charge for the year	—	3,382	42	434	3,858
At 31 December 2025 (audited)	411	6,915	451	736	8,513
Charge for the period	—	**1,461**	**161**	**214**	**1,836**
At 30 June 2026 (unaudited)	**411**	**8,376**	**612**	**950**	**10,349**
Net book value					
At 30 June 2026 (unaudited)	—	**13,824**	—	**543**	**14,367**
At 31 December 2025 (audited)	—	15,285	161	757	16,203

The customer and internal development intangible primarily relates to the design, development and configuration of the Company's core fuel cell and system technology. Amortisation of capitalised development commences once the development is complete and is available for use.

10. Inventories

	30 June 2026 (unaudited) £'000	30 June 2025 (unaudited) £'000	31 December 2025 (audited) £'000
Raw materials	**912**	1,364	1,313
Work in progress	**503**	504	1,319
Finished goods	**1,071**	806	571
Total inventory	**2,486**	2,674	3,203

During the period a provision of £53,000 (31 December 2025: £77,000, 30 June 2025: £826,000) has been recognised against inventories that have failed initial quality tests.

11. Trade and other receivables

	30 June 2026 (unaudited) £'000	30 June 2025 (unaudited) £'000	31 December 2025 (audited) £'000
Current:			
Trade receivables	**1,316**	1,670	14,938
VAT receivable	**658**	812	687
RDEC receivable	**3,613**	4,820	2,814
Other receivables	**411**	177	297
	5,998	7,479	18,736
Non-current:			
Other receivables	**741**	741	741

12. Other current assets

	30 June 2026 (unaudited) £'000	30 June 2025 (unaudited) £'000	31 December 2025 (audited) £'000
Prepayments	**1,976**	1,501	1,449

13. Net cash and cash equivalents, short-term and long-term investments

	30 June 2026 (unaudited) £'000	30 June 2025 (unaudited) £'000	31 December 2025 (audited) £'000
Cash at bank and in hand	**30,340**	7,488	3,287
Money market funds	**121,715**	49,153	32,548
Cash and cash equivalents	**152,055**	56,641	35,835
Short-term investments	**19,966**	47,426	47,437
Cash and cash equivalents and investments	**172,021**	104,067	83,272

The Group typically places surplus funds into pooled money market funds with same day access and bank deposits with durations of up to 24 months. The Group's treasury policy restricts investments in short-term sterling money market funds to those which carry short-term credit ratings of at least two of AAAm (Standard & Poor's), Aaa-mf (Moody's) and AAAmmf (Fitch) and deposits with banks with minimum long-term rating of A-/A3/A and short-term rating of A-2/P-2/F-1 for banks which the UK Government holds less than 10% ordinary equity.

14. Trade and other payables

	30 June 2026 (unaudited) £'000	30 June 2025 (unaudited) £'000	31 December 2025 (audited) £'000
Current:			
Trade payables	**1,504**	1,457	1,352
Other payables	**1,820**	2,216	1,390
	3,324	3,673	2,742

15. Other current liabilities

	30 June 2026 (unaudited) £'000	30 June 2025 (unaudited) £'000	31 December 2025 (audited) £'000
Current:			
Accrued national insurance on share options	**652**	—	—
Other accruals	**3,961**	3,850	3,907
Deferred income	**202**	364	242
	4,815	4,214	4,149
Non-current:			
Accrued national insurance on share options	**584**	—	—
Deferred income	**875**	1,077	976
	1,459	1,077	976

An accrual for employer's National Insurance contributions arising on share-based payment awards is recognised over the vesting period of the relevant awards. Following Board approval in June 2026 to meet employer's National Insurance liabilities on the exercise of share options, a corresponding liability has been recognised in the current period. Previously, employer's National Insurance was settled by the employee on exercise, therefore no such accrual was recognised in the comparative periods.

16. Lease liabilities

	30 June 2026 (unaudited) £'000	30 June 2025 (unaudited) £'000	31 December 2025 (audited) £'000
At the start of the period	**2,409**	2,223	2,223
New leases recognised	**47**	46	106
Lease payments	**(528)**	(516)	(1,037)
Interest expense	**113**	116	245
Disposals	—	—	(63)
Adjustment to lease term	—	935	935
At the end of the period	**2,041**	2,804	2,409
Current	**872**	813	834
Non-current	**1,169**	1,991	1,575
Total at the end of the period	**2,041**	2,804	2,409

17. Provisions

	Property Dilapidations £'000	Warranties £'000	Settlement £'000	Contract Losses £'000	Total £'000
At 1 January 2025	2,340	397	—	44	2,781
Movements in the Consolidated Statement of Profit and Loss:					
Unused amounts reversed	—	—	—	(44)	(44)
Unwinding of discount	92	—	—	—	92
Change in provision	(56)	(163)	1,980	—	1,761
At 31 December 2025 (audited)	2,376	234	1,980	—	4,590
Movements in the Consolidated Statement of Profit and Loss:					
Unwinding of discount	**43**	—	—	—	**43**
Provision used	—	—	**(1,980)**	—	**(1,980)**
Change in provision	**(18)**	—	—	—	**(18)**
At 30 June 2026 (unaudited)	**2,401**	**234**	—	—	**2,635**
Current	—	**234**	—	—	**234**
Non-current	**2,401**	—	—	—	**2,401**
At 30 June 2026 (unaudited)	**2,401**	**234**	—	—	**2,635**
Current	—	234	1,980	—	2,214
Non-current	2,376	—	—	—	2,376
At 31 December 2025 (audited)	2,376	234	1,980	—	4,590

	Property Dilapidations £'000	Warranties £'000	Settlement £'000	Contract Losses £'000	Total £'000
At 1 January 2025	2,340	397	—	44	2,781
Movements in the Consolidated Statement of Profit and Loss:					
Unwinding of discount	49	—	—	—	49
Change in provision	(31)	(232)	—	(44)	(307)
At 30 June 2025 (unaudited)	2,358	165	—	—	2,523
Current	—	165	—	—	165
Non-current	2,358	—	—	—	2,358
At 30 June 2025 (unaudited)	2,358	165	—	—	2,523

18. Share capital

	30 June 2026 (unaudited)		31 December 2025 (audited)	
	Number of £0.10 Ordinary shares	**£'000**	Number of £0.10 Ordinary shares	£'000
Allotted and fully paid				
At 1 January	**194,694,543**	**19,469**	193,699,380	19,370
Allotted £0.10 Ordinary shares for the fundraise	**18,000,000**	**1,800**	—	—
Allotted £0.10 Ordinary shares on exercise of employee share options	**1,103,033**	**111**	995,163	99
At 30 June 2026 / 31 December 2025	**213,797,576**	**21,380**	194,694,543	19,469

During June 2026, Ceres completed an oversubscribed capital raise, generating gross proceeds of £102,600,000 and net proceeds of £99,130,000. 18,000,000 shares were allotted as part of this fundraise.

During the six month period ended 30 June 2026, 1,103,033 ordinary £0.10 shares were allotted for cash consideration of £291,000 on the exercise of employee share options (six months ended 30 June 2025: 110,157 ordinary £0.10 shares were allotted for cash consideration of £11,000 and 31 December 2025: 995,163 ordinary £0.10 shares were allotted for cash consideration of £99,516).

	30 June 2025 (unaudited)	
	Number of £0.10 Ordinary shares	£'000
Allotted and fully paid		
At 1 January 2025	193,699,380	19,370
Allotted £0.10 Ordinary shares on exercise of employee share options	110,157	11
At 30 June 2025	193,809,537	19,381

Reserves

The Consolidated Statement of Financial Position includes a merger reserve and a capital redemption reserve. The merger reserve represents a reserve arising on consolidation using book value accounting for the acquisition of Ceres Power Limited at 1 July 2004. The reserve represents the difference between the book value and the nominal value of the shares issued by the Company to acquire Ceres Power Limited. The capital redemption reserve was created in the year ended 30 June 2014 when 86,215,662 deferred ordinary shares of £0.04 each were cancelled.

19. Events after the balance sheet date

Subsequent to the reporting date, on 12 August 2026, RFC Power, which was a wholly owned subsidiary of the Group at 30 June 2026, completed a Series A funding round. Following completion of the transaction, the Group's equity interest in RFC Power reduced to 37%. As part of the funding round, Ceres contributed £1.0 million in cash and received a further £1.5 million of equity interests in exchange for the provision of in-kind engineering services.

20. Capital commitments

Capital expenditure that has been contracted for but has not been provided for in the financial statements amounts to £875,000 as at 30 June 2026 (as at 30 June 2025: £439,000 and 31 December 2025: £320,000), in respect of the acquisition of property, plant and equipment.

21. Related party transactions

As at 30 June 2026 the Group's related parties were its Directors. As at 30 June 2025, the Group's related parties were its Directors and RFC Power Limited.

During the six month period to 30 June 2026, Phil Caldwell exercised options over 358,593 shares in Ceres Power Holdings plc vested under the 2016 LTIP award. During the six months to 30 June 2025 and the year to 31 December 2025, no Directors exercised share options.

RFC Power Ltd were a related party up until control was obtained on 1 August 2025 when they became a subsidiary of the Group. There were no transactions with RFC Power Ltd while they were a related party.

22. Exceptional costs

The exceptional costs recognised in the six months to 30 June 2026 relate to the impairment of testing facilities that are no longer expected to be completed or brought into service. In 2026, following a review of future testing requirements, management concluded that these requirements could be met through existing operational facilities and planned upgrades to the current test estate. As a result, £3,006,000 of partially constructed test stands were fully impaired.

Impairment of investment in associate (comparative periods)
The 24.2% interest in the associate, RFC Power Limited, was impaired to £nil. During H1 2025 the Group identified indicators to suggest RFC could not carry on as a going concern. As this cost arises from events outside the ordinary course of business, it has been presented separately within the condensed consolidated statement of profit and loss to provide clarity on the Group's underlying operating performance.

Reconciliation between operating loss and Adjusted EBITDA

Management believes that presenting Adjusted EBITDA loss allows for a more direct comparison of the Group's performance against its peers and provides a better understanding of the underlying performance of the Group by excluding non-recurring, irregular and one-off costs. The Group currently defines Adjusted EBITDA loss as the operating loss for the period excluding depreciation and amortisation charges, share-based payment charges, unrealised losses on forward contracts and exchange gains/losses.

	30 June 2026 (unaudited) £'000	30 June 2025 (unaudited) £'000	31 December 2025 (audited) £'000
Operating loss	**(16,692)**	(18,657)	(47,621)
Depreciation and amortisation	**4,819**	6,031	11,711
Depreciation absorbed as part of inventory	**(735)**	(579)	(1,294)
EBITDA	**(12,608)**	(13,205)	(37,204)
Share-based payment charges	**1,560**	360	1,260
NI accrued on unvested share options	**1,236**	—	—
Exceptional operating costs	**3,006**	1,440	3,420
Unrealised (gains)/losses on forward contracts	—	95	90
Exchange losses/(gains)	**(14)**	(1)	(88)
Adjusted EBITDA	**(6,820)**	(11,311)	(32,522)

Principal Risks and Uncertainties

The Directors have reviewed the principal risks and uncertainties that could have a material impact on the Group's performance and have concluded that there have been no changes to the principal risks themselves, although the assessed level of the People and Capability risk has reduced since the publication of the Ceres Annual Report 2025. The principal risks and uncertainties are summarised below.

Principal risk	**There is a risk that…**
Viability of technology	We will not be able to develop and apply the Group's technology.
Operational capability	The Group may be unable to satisfy current contracts and demand.
IP and regulation	The Group's competitive advantage could be at risk from successful challenges to its patents.
Long-term value proposition	The value proposition of our technology may become eroded.
Commercial traction/ Partner performance	Our partners may choose not to use our technology in their products or go to market slower than anticipated.
Partner scale-up/Supply chain	We may not be able to meet the timeframes agreed with our partners for the market launch of the Company's technology.
Cyber security	A cyber-attack or breach of system security could disrupt our operations, cause the loss of, destruction of, or unauthorised access to sensitive IP and trade secrets.
Geopolitical	The Company or our partners may be unable to conduct business in certain geographies, or supply chains become disrupted due to warfare or sanctions.
People and capability	A loss of key personnel or inability to attract required skillsets could negatively impact our ability to innovate and maintain a competitive advantage.
Funding and liquidity	A failure to acquire new customers would impact the forecast cash position of the company, potentially requiring further external funding.

INDEPENDENT REVIEW REPORT TO CERES POWER HOLDINGS PLC

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the condensed set of financial statements in the half-yearly financial report for the six months ended 30 June 2026 is not prepared, in all material respects, in accordance with UK adopted International Accounting Standard 34: Interim Financial Reporting and the Disclosure Guidance and Transparency Rules of the United Kingdom's Financial Conduct Authority.

We have been engaged by Ceres Power Holdings plc (the 'Company') to review the condensed set of financial statements in the half-yearly financial report for the six months ended 30 June 2026 which comprise of the following:

Consolidated statement of profit and loss and other comprehensive income
Consolidated statement of financial position
Consolidated cash flow statement
Consolidated statement of changes in equity
The related explanatory notes

Basis for conclusion

We conducted our review in accordance with the International Standard on Review Engagements (UK) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" ("ISRE (UK) 2410"). A review of interim financial information consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing (UK) and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
As disclosed in note 1, the annual financial statements of the Group are prepared in accordance with UK adopted international accounting standards. The condensed set of financial statements included in this half-yearly financial report has been prepared in accordance with UK adopted International Accounting Standard 34: Interim Financial Reporting.

Conclusions relating to going concern

Based on our review procedures, which are less extensive than those performed in an audit as described in the Basis for conclusion section of this report, nothing has come to our attention to suggest that the directors have inappropriately adopted the going concern basis of accounting or that the directors have identified material uncertainties relating to going concern that are not appropriately disclosed.
This conclusion is based on the review procedures performed in accordance with ISRE (UK) 2410, however future events or conditions may cause the Group to cease to continue as a going concern.

Responsibilities of directors

The directors are responsible for preparing the half-yearly financial report in accordance with the Disclosure Guidance and Transparency Rules of the United Kingdom's Financial Conduct Authority.

In preparing the half-yearly financial report, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the review of the financial information

In reviewing the half-yearly report, we are responsible for expressing to the Company a conclusion on the condensed set of financial statement in the half-yearly financial report. Our conclusion, including our Conclusions Relating to Going Concern, are based on procedures that are less extensive than audit procedures, as described in the Basis for Conclusion paragraph of this report.

Use of our report

Our report has been prepared in accordance with the terms of our engagement to assist the Company in meeting the requirements of the Disclosure Guidance and Transparency Rules of the United Kingdom's Financial Conduct Authority and for no other purpose. No person is entitled to rely on this report unless such a person is a person entitled to rely upon this report by virtue of and for the purpose of our terms of engagement or has been expressly authorised to do so by our prior written consent. Save as above, we do not accept responsibility for this report to any other person or for any other purpose and we hereby expressly disclaim any and all such liability.

BDO LLP
Chartered Accountants
London, UK
23 September 2026
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