



Ceres Power Holdings plc (the “Company”)

Responsibilities of the plc Board and Matters Reserved to the plc Board

In compliance with the Corporate Governance Code this document sets out the roles and responsibilities of the plc Board (the “Board”) which include adhering to a formal schedule of matters reserved for the decision of the Board. This document may only be amended by the Board.

Role of the Board

The role of the Board is to be an effective and entrepreneurial board, to promote the long term sustainable success of the Company for the benefit of its Members as a whole having regard to:

- The likely consequences of any decision in the long term;
- The interests of the Company’s employees;
- The need to foster business relationships with suppliers, customers and others;
- The impact of the Company’s operations on the community and environment;
- The desirability to maintain a reputation for high standards of business conduct; and
- The need to act fairly as between members of the Company.

The Chair leads the Board and is responsible for the overall effectiveness of the Board in directing the Company.

Matters Reserved to the plc Board

The following matters are specific responsibilities of the plc Board and are reserved for the decision of the plc Board.

1. Strategic, Management and Structure

1. The setting and ongoing review of the Company’s culture and values and how these are embedded across the business
2. Approval and ongoing review of the Company’s overall strategy and business plans
3. Approval of any significant new business activities or geographic areas
4. Approval of the establishment of any new company owned or controlled either directly or indirectly by the Company
5. Approval of the set up of a permanent establishment in a country other than the UK
6. Approval of any merger and/or acquisition by the Company (or any company owned or controlled by the Company)
7. Approval of any disposal, wind up or dissolution by the Company of a business or material part of the Company’s business
8. Approval of the establishment (including the acquisition or disposal) of a joint venture arrangement (whether incorporated or unincorporated), partnership (whether limited or unlimited) or a collaboration, the effect of which is similar to any of the foregoing
9. Approval of changes to the Group’s Executive Committee and control structure
10. Approval of significant changes relating to the Group’s capital or corporate structure or its share listing
11. Oversight of the Group’s operations and review of the Company’s performance.

2. Financial

1. Approval of the Company’s annual budget and capital plan

2. Approval of funding strategy, banking arrangements (including new borrowing facilities) and relationships, tax policy and treasury policy (including foreign exchange, hedging and derivative exposures) for the Company (or any company owned or controlled either directly or indirectly by it)
3. Approval of capital authorisation levels for the Company and its subsidiaries
4. Approval of unbudgeted capital expenditure of £500,000 or above
5. Approval of any material lease commitment which totals £1,000,000 or above, or any material change to a lease previously approved by the Board
6. Approval of any single item of unbudgeted Procurement expenditure of £500,000 or above
7. Approval of any single item of unbudgeted project and department expenditure of £500,000 or above
8. Approval of any changes to PO authorisation limits on the recommendation of the Audit & Risk Committee
9. Approval of the issue of new equity (and equity related instruments e.g. convertibles, call options) of the Company (or any company owned or controlled either directly or indirectly by it)
10. Approval of share buy-back scheme
11. Approval of the issue of any derivative instrument related to or secured on the Company's shares or shares of any direct or indirect subsidiary
12. Approval of the issue of bonus shares
13. Approval of the acquisition or disposal by the Company of any equity instruments in any corporate entity
14. Approval of the sale of an any tangible asset with an estimated market value of £500,000 or above
15. Approval of the dividend policy, declaration of the interim dividend and recommendation to shareholders of the final dividend
16. Approval of any transaction classified by the Listing Rules as a related party transaction or class transaction

3. Financial Reporting and Controls

1. Approval of annual report and accounts, interim and preliminary results statement and trading statements
2. Approve any significant changes to accounting policies and practices following recommendation by the Audit & Risk Committee
3. Sets the Risk Appetite, tolerance and strategy and ensures the establishment and maintenance of robust and effective risk management and internal controls systems

4. Contracts and Agreements

1. Approval of contracts of the Company (or any company owned or controlled either directly or indirectly by it) not in the ordinary course of business
2. Approval of contracts of the Company (or any company owned or controlled either directly or indirectly by it) that are within the ordinary course of business, but that are material strategically; or carry a disproportionate level of risk
3. Approval of plc Guarantees
4. Approval of any contract with a change of control provision

5. Communications

1. Approval of non-routine circulars, prospectuses, listing particulars and announcements to the market issued by the Company, and where the Board cannot meet to do so, the

Disclosure Committee or an appointed sub-committee of the Board may do so in their absence.

2. Approval of resolutions and corresponding documentation to be proposed in General Meeting
3. Approval of press releases concerning matters decided by the Board
Ensuring appropriate engagement mechanisms are in place to facilitate feedback from shareholders and other stakeholders.

6. Board Membership, Board Committees and Other Appointments

1. Ensure orderly succession plans are in place for the Board and Senior Management
2. Approval of changes to the structure, size and composition of the Board following recommendation by the Remuneration & Nomination Committee
3. Approval of Board appointments, continuation in office and removal of directors following recommendation by the Remuneration & Nomination Committee
4. Approval of new external appointments to be undertaken by any Director
5. Approval of the Chair, structure, membership and terms of reference of the Committees of the Board
6. Approval of the appointment or removal of the Company Secretary
7. Approval of the appointment, reappointment, or removal of the external auditor of the Company to be put to shareholders of the Company for approval, following the recommendation of the Audit & Risk Committee
8. Approval of the appointment or dismissal of the Company's corporate brokers, corporate legal advisers, corporate PR advisers and financial advisers

7. Remuneration

1. Determine the remuneration policy for the directors, Company Secretary and other senior executives following recommendation from the Remuneration & Nomination Committee
2. Determine remuneration of the non-executive directors, subject to the Company's Articles of Association and shareholder approval as appropriate
3. Approval of the introduction of new share incentive plans and major changes to existing plans requiring shareholder approval
4. Approval of grants made under share incentive plans following the recommendation of the Remuneration & Nomination Committee
5. Approval of major changes to the arrangements for the Company pension schemes

8. Delegation of Authority

1. Approval of the division of responsibilities between the Chair, Chief Executive and Senior Independent Director
2. Ensure the Group's Delegation of Authority operates in conjunction with this Schedule of Matters Reserved to the Board
3. Receiving reports and recommendations from Committees of the Board

9. Corporate Governance

1. Review the Company's overall corporate governance arrangements, including compliance with the UK Corporate Governance Code
2. Undertaking an annual performance review of the Board, including the Committees of the Board and determining the independence of non-executive directors
3. Considering the balance of interests between different stakeholders of the Company

4. Review the adequacy and security of the Company's arrangements for concerns about possible wrongdoing to be raised in confidence
5. Review, consider and approve where appropriate, conflicts of interest as permitted by the Company's Articles of Association

10. Policies

1. Approval of specific Group policies as determined by the Board including, Conflicts of Interest; Speak Up; Share Dealing Code; Related Party; Anti-bribery; Significant Transactions; Health and Safety; Data Protection; Diversity, equity, belonging and inclusion; ESG Policy; and the Company's Code of Conduct and Business Ethics
2. Approval of the Modern Slavery Statement
3. Approval of the policy for charitable and political donations

11. Miscellaneous

1. Approval of the decision to prosecute, defend or settle any dispute where the amount involved or the nature of the dispute is material to the interest of the Company. (For this purpose any technology dispute or any financial amount in excess of £250,000 is considered material.)
2. Approval of the acquisition or disposal of any IP assets in the Company's technical fields of £250,000 or above
3. Approval of charitable donations in excess of the lower of £20,000 or 0.1% of revenue in aggregate over a 12 month period
4. Oversight of the levels of insurance for the Group including the level of Directors' and Officers' liability insurance and indemnification of Directors
5. Any decision likely to have a material impact on the Company from any of a financial, operational, strategic or reputational perspective
6. Approval of this Schedule of Matters Reserved to the Board

Approved by the Ceres Power Holdings plc Board on 26 September 2024