

Notice of Annual General Meeting

To be held on 18 May 2023
Ceres Power Holdings plc (the “Company”).

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.
If you are in any doubt about the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in the Company, please send this document, and the accompanying Form of Proxy, to the purchaser or transferee of those shares or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

The Ceres logo is displayed in white text on an orange background. The word "ceres" is written in a lowercase, sans-serif font. The letter 'c' is stylized with a circular element that loops around the top and bottom of the letter.

13 April 2023

Dear Shareholders,

The 2023 Annual General Meeting of the Company will be held at 10am on Thursday 18 May 2023 at RPC, Tower Bridge House, St Katharine's Way, London E1W 1AA (the "**AGM**"). The formal notice of AGM is set out on pages 3 to 5 of this document (the "**Notice of AGM**"), with accompanying notes to the Notice of AGM set out on pages 6 to 8 of this document.

Resolutions 1 to 16 in the Notice of AGM will all be proposed as ordinary resolutions. This means that, for each of those resolutions to be passed, a simple majority of votes cast on a show of hands must be in favour of the resolution or, on a poll, members representing a simple majority of the total voting rights of the members voting (in person or by proxy), being more than 50%, must vote in favour of the resolution.

Resolutions 17 to 19 in the Notice of AGM will be proposed as special resolutions. For special resolutions to be passed, not less than 75% of the votes cast on a show of hands must be in favour of the resolution or, on a poll, members representing not less than 75% of the total voting rights of the members voting (in person or by proxy) must vote in favour of the resolution.

Explanatory details of the resolutions are set out on pages 9 to 11 of this document.

Attendance

The Company is looking forward to welcoming shareholders to the AGM in person. If it becomes necessary or appropriate to make any changes to the current arrangements for the AGM, these will be communicated to members before the AGM through the Company's website and, where appropriate, via the Regulatory News Service.

The Company is keen to protect the wellbeing of all employees and shareholders. Shareholders are asked not to attend the AGM if they are displaying symptoms of COVID-19 or have recently been in close contact with anyone who has tested positive.

To enable appropriate arrangements to be made, if you are likely to attend the AGM, please would you inform Louise Wright, the Legal and Company Secretarial Assistant, via email at louise.wright@cerespower.com.

Voting

Your vote is important and if you are unable to attend the AGM, we would encourage you, regardless of the number of shares you own, to appoint a proxy to attend and vote on your behalf.

You may appoint a proxy either electronically at www.investorcentre.co.uk/eproxy or by filling in the proxy form enclosed with this document (the "**Form of Proxy**") and returning it by post to the Company's registrars as soon as possible. The registrars must receive your Form of Proxy (either electronically or in hard copy) by no later than 10am on Tuesday 16 May 2023. For instructions on proxy voting, please see the notes to the Notice of AGM for information on pages 6 to 8 of this document. Completion and return of the Form of Proxy will not preclude you from attending the AGM in person if you choose.

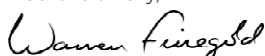
The results of the AGM will be announced via a Regulatory News Service and on the Company's website as soon as practicable following the AGM.

Recommendation

The Board believes that the resolutions contained in the Notice of AGM are in the best interests of the Company and its shareholders as a whole. Accordingly, the Board recommends that you vote in favour of each of the resolutions to be proposed at the AGM, as the Board intend to do in respect of their own shareholdings in the Company.

The Board looks forward to reporting to you on the business of the Company at the AGM.

Yours faithfully,



Warren Finegold

Chair

13 April 2023

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Ceres Power Holdings plc (the “**Company**”) will be held at RPC, Tower Bridge House, St Katharine’s Way, London E1W 1AA at 10am on Thursday 18 May 2023 (the “**AGM**”), or at any adjournment thereof, for the purposes of considering and, if thought fit, passing the following Resolutions (the “**Resolutions**”) of which Resolutions 1 to 16 will be proposed as ordinary resolutions and Resolutions 17 to 19 will be proposed as special resolutions:

Ordinary resolutions

Annual Report and Accounts

1. To receive and consider the accounts of the Company for the financial year ended 31 December 2022, together with the reports of the Board and the auditor of the Company on those accounts (the “**Annual Report and Accounts**”).

Auditors

2. To re-appoint BDO LLP as auditor of the Company, to hold office until the conclusion of the next Annual General Meeting.
3. To authorise the Board, through the Audit Committee, to fix the auditor’s remuneration.

Re-election of Directors

4. To re-elect Ms Trine Borum Bojsen as a Director of the Company.
5. To re-elect Mr William Tudor Brown as a Director of the Company.
6. To re-elect Mr Philip Joseph Caldwell as a Director of the Company.
7. To re-elect Mr Warren Alan Finegold as a Director of the Company.
8. To re-elect Mr Uwe Klaus Glock as a Director of the Company.
9. To re-elect Mr Qinggui Hao as a Director of the Company.
10. To re-elect Mr Aidan John Hughes as a Director of the Company.
11. To re-elect Professor Dame Julia Elizabeth King as a Director of the Company.
12. To re-elect Mr Eric Daniel Lakin as a Director of the Company.

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 £6,419,126 (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 £6,419,126 (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 18 August 2024 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.

Directors' Remuneration Report

14. To approve the Directors' Remuneration Report for the financial year ended 31 December 2022, set out on pages 58 to 63 of the Annual Report and Accounts (excluding the part summarising the Directors' Remuneration Policy set out on pages 63 to 64 of the Annual Report and Accounts).

Directors' Remuneration Policy

15. To approve the Directors' Remuneration Policy set out on pages 63 to 64 of the Annual Report and Accounts.

Ordinary resolutions continued

Political donations

16. That the Company and all companies that are its subsidiaries at any time during the period for which this Resolution is effective are generally and unconditionally authorised, in accordance with section 366 of the 2006 Act, to:

- 16.1 make political donations to political parties or independent election candidates not exceeding £100,000 in aggregate for all such companies taken together;
- 16.2 make political donations to political organisations other than political parties not exceeding £100,000 in aggregate for all such companies taken together; and
- 16.3 incur political expenditure not exceeding £100,000 in aggregate for all such companies taken together,

during the period beginning on the date of this Resolution and ending at the conclusion of the next Annual General Meeting of the Company or, if earlier, at the close of business on 18 August 2024.

For the purposes of this Resolution, "political donation", "political parties", "independent election candidates", "political organisation" and "political expenditure" have the meanings given to them in Part 14 of the 2006 Act.

Special resolutions

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 £1,925,738 (representing approximately 10% of the nominal value of the issued share capital of the Company); and
- 17.3 the allotment of equity securities or sale of treasury shares (otherwise than under Resolutions 17.1 and 17.2) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under Resolution 17.2, such authority to be used only for the purposes of making a follow-on offer which the Board determines to be of a kind contemplated by paragraph 3 of Section 2B of 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 18 August 2024) 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.

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:


- 18.1 the allotment of equity securities or sale of treasury shares up to a nominal amount of £1,925,738 (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 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; and
- 18.2 the allotment of equity securities or sale of treasury shares (otherwise than under Resolution 18.1) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under Resolution 18.1, such authority to be used only for the purposes of making a follow-on offer which the Board determines to be of a kind contemplated by paragraph 3 of Section 2B of 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 18 August 2024) 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.

Authority to make market purchases of own shares

19. That the Company is generally and unconditionally authorised for the purposes of section 701 of the 2006 Act to make one or more market purchases (within the meaning of section 693 of the 2006 Act) of ordinary shares in the capital of the Company on such terms and in such manner as the Board may from time to time determine, provided that:
- 19.1 the maximum aggregate number of ordinary shares authorised to be purchased is 28,886,067;
 - 19.2 the minimum price (excluding expenses) which may be paid for an ordinary share is £0.10;
 - 19.3 the maximum price (excluding expenses) which may be paid for an ordinary share is not more than the higher of:
 - (a) 5% above the average market value of the Company's ordinary shares for the five business days immediately preceding the day on which that ordinary share is contracted to be purchased; and
 - (b) the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venue where the purchase is carried out;
 - 19.4 this authority shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, at the close of business on 18 August 2024;
 - 19.5 the Company may make a contract of purchase of ordinary shares under this authority which would or might be executed wholly or partly after the expiry of this authority, and may make a purchase of ordinary shares in pursuance of any such contract; and
 - 19.6 any ordinary shares purchased pursuant to this authority may either be held as treasury shares or cancelled by the Company, depending on which course of action is considered by the Board to be in the best interests of shareholders at the time.

By order of the Board



Deborah Grimason

Company Secretary

13 April 2023

Registered office: Viking House, Foundry Lane, Horsham, West Sussex, RH13 5PX

Notes to the Notice of Annual General Meeting

Physical attendance

1. The Notice of AGM (including the explanatory notes set out on pages 9 to 11 of this document) reflects the intention of the Board with respect to the AGM as at the latest practicable date before the publication of the Notice of AGM. However, our plans may be required to change at short notice and we will update our website (<https://www.ceres.tech/investors/>) and, where appropriate, make an announcement via the Regulatory News Service if it becomes necessary or advisable to change the arrangements for the AGM. Shareholders should check our website to ensure they have the most up to date information available regarding the AGM.

Entitlement to attend and vote

2. Only holders of ordinary shares in the capital of the Company (the “**Ordinary Shares**”) are entitled to attend and vote at the AGM.
3. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 specifies that only those shareholders registered on the register of shareholders of the Company as of 10am on 16 May 2023 or, in the event that the AGM is adjourned, on the register of shareholders 48 hours before the time of the adjourned meeting(s), shall be entitled to attend and vote in respect of the shareholding registered in the name of the relevant shareholder at the relevant time. Changes to entries on the register of shareholders after 10am on 16 May 2023 or, in the event that the AGM is adjourned, less than 48 hours before the time of any adjourned meeting(s), shall be disregarded in determining the rights of any person to attend and vote at the AGM.

Proxies

4. A member entitled to attend and vote at the AGM is entitled to appoint another person as their proxy to exercise all or any of their rights to attend and to speak and vote at the meeting and at any adjournment of it. Such a member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different Ordinary Share or Ordinary Shares held by that member. A proxy need not be a member of the Company.
5. A Form of Proxy is enclosed. A member may only appoint a proxy using the procedures set out in these notes and the notes to the Form of Proxy. The appointment of a proxy will not prevent a shareholder from subsequently attending and voting at the AGM in person.
6. If a member submits more than one valid proxy appointment in respect of the same share(s), the appointment received last before the latest time for the receipt of proxies will take precedence.
7. The Form of Proxy must be executed by the shareholder or their/its attorney duly authorised in writing and (in the case of an individual) must be signed by the individual or their attorney duly authorised in writing or (in the case of a corporation) either executed under its common seal or signed on its behalf by a duly authorised officer or attorney of the corporation.
8. In order to be valid, a proxy appointment must be made and returned by one of the following methods:
 - (a) by completion of the Form of Proxy, in hard copy form by post, or by courier to the registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY (the “**Registrar**”);
 - (b) in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below; or
 - (c) by appointing your proxy electronically via the Registrar’s website at www.investorcentre.co.uk/eproxy. You will need your Control Number, SRN & PIN which can be found on your Form of Proxy,

and in each case, the appointment must be received not less than 48 hours before the time for holding of the AGM (i.e. by no later than 10am on 16 May 2023). In calculating such 48-hour period, no account shall be taken of any part of a day that is not a working day. A shareholder that appoints a person to act on their/its behalf under any power of attorney or other authority and wishes to use method (a), (b) or (c) must return such power of attorney or other authority to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY prior to using such method and in any event not less than 48 hours before the time of the AGM. If you hold your Ordinary Shares in uncertificated form (that is, in CREST) you may appoint a proxy by completing and transmitting a CREST message (a “**CREST Proxy Instruction**”) in accordance with the procedures set out in the CREST manual on the Euroclear website (www.euroclear.com/CREST) (the “**Crest Manual**”) so that it is received by the Registrar by no later than 10am on 16 May 2023.

9. In order for a proxy, or instruction made by means of CREST to be valid, the appropriate CREST Proxy Instruction must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message regardless of whether it relates to the Form of Proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent, Computershare Investor Services PLC (ID 3RA50), by the latest time(s) for receipt of Form of Proxies specified in the Notice of AGM. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertified Securities Regulations 2001. CREST members and where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is therefore the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that their CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
10. In the case of joint registered holders, the signature of one holder will be accepted and the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority will be determined by the order in which the names stand on the register of shareholders of the Company in respect of the relevant joint holding.

Changing proxy instructions

11. Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off times for receipt of proxy appointments also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
12. Where you have appointed a proxy using the hard-copy Form of Proxy and would like to change the instructions using another hard-copy Form of Proxy, please contact the Registrar at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY.

Termination of proxy appointment

13. A shareholder may terminate a proxy instruction but to do so you will need to inform the Company in writing by sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to the Registrar at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY. In the case of a shareholder which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
14. The revocation notice must be received by the Registrar no later than 10am on 16 May 2023.

Corporate representatives

15. A shareholder which is a company can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that no more than one corporate representative exercises powers over the same Ordinary Share.

Communications

16. You may not use any electronic address provided (including in the Notice of AGM or any related documents) to communicate with the Company for any purposes other than those expressly stated.

Website giving information regarding the AGM

17. Information regarding the AGM, including the information required by section 311A of the 2006 Act, can be found at www.ceres.tech including information on the number of Ordinary Shares and voting rights.

Notes to the Notice of Annual General Meeting continued

Share capital and voting rights

18. As at 5 April 2023, being the latest practicable day prior to publication of the Notice of AGM, the Company's issued share capital comprised 192,573,786 Ordinary Shares of £0.10 each. Each Ordinary Share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 5 April 2023 is 192,573,786.

Documents available for inspection

19. Copies of the service contract of each executive Director and the letter of appointment of each non-executive Director will be available for inspection at the registered office of the Company during normal business hours on any weekday (excluding Saturdays, Sundays and public holidays) and at the place of the AGM from at least 15 minutes prior to the AGM until the end of the AGM. If you wish to inspect these documents, please contact the Company Secretary at investors@cerespower.com and we will make suitable arrangements.

Questions at the AGM

20. Members may submit questions relating to the business of the AGM in advance of the meeting, by email to investors@cerespower.com by no later than 10am on Wednesday 17 May 2023. Members should include their full name and SRN (which can be found on their Form of Proxy) in their email. The question facility will not constitute attendance or participation on the part of the member in the legal proceedings of the meeting.
21. Any member attending the AGM has the right to ask questions.
22. The Company must answer any question a member asks relating to the business being dealt with at the meeting unless:
- (a) Answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information.
 - (b) The answer has already been given on a website in the form of an answer to a question.
 - (c) It is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
23. If multiple questions on the same topic are received in advance of the AGM, the Board may choose to provide a single answer to address member queries on the same topic.
24. A summary of the questions asked on the business of the AGM, and the answers, will be made available on the Company's website in due course following the conclusion of the AGM.

Information on the Resolutions to be proposed at the AGM

These explanatory notes give further information on the Resolutions numbered 1 to 19 set out in the Notice of AGM.

Resolution 1 – To receive and consider the accounts of the Company for the financial period ended 31 December 2022, together with the reports of the Board and the auditor of the Company on those accounts

Company law requires the Board to present the Annual Report and Accounts of the Company to the Company's shareholders in respect of each financial year.

Resolutions 2 and 3 – To re-appoint BDO LLP as auditor and authorise the Board to determine BDO LLP's remuneration

The 2006 Act requires that auditors be appointed at each General Meeting at which accounts are laid, to hold office until the next such meeting. The appointment of BDO LLP terminates at the conclusion of the AGM. They have indicated their willingness to stand for re-appointment as auditors of the Company until the conclusion of the AGM in 2024, and the Audit Committee has recommended their re-appointment to the Board (who subsequently approved the recommendation of the Audit Committee). The Board recommends to shareholders that BDO LLP again be appointed as the Company's auditor to hold office until the conclusion of the next Annual General Meeting and to authorise the Board, through the Audit Committee, to fix BDO LLP's remuneration.

Resolutions 4 to 12 – To re-elect as Directors each of Ms Trine Borum Bojsen, Mr William Tudor Brown, Mr Philip Joseph Caldwell, Mr Warren Alan Finegold, Mr Uwe Klaus Glock, Mr Qinggui Hao, Mr Aidan John Hughes, Professor Dame Julia Elizabeth King and Mr Eric Daniel Lakin

The UK Corporate Governance Code provides for all directors of companies with a premium listing to be subject to annual re-election by shareholders. Noting the Company's intended move up from the AIM Market of the London Stock Exchange ("AIM") to the premium listing segment of the Official List of the Financial Conduct Authority (the "Official List"), and in accordance with the Company's Articles of Association, all members of the Board are standing for re-election on the date of the AGM, save for Mr Stephen Callaghan, who will step down from the Board having served since 2012.

Having considered the performance of and contribution made by each of the Directors who are standing for re-election, the Board remains satisfied that their performance continues to be effective and as such the Board recommends each of their re-election. Biographical information for all of the Directors who are standing for re-election can be found on pages 43 to 45 of the Annual Report and Accounts.

Copies of all service contracts and letters of appointment for the Directors who are standing for re-election are available for inspection during normal business hours at the registered office of the Company until the close of the AGM and will also be available for inspection at the AGM.

Resolution 13 – Authority to allot shares

The 2006 Act prevents directors of a public company from allotting unissued shares, other than pursuant to an employee share scheme, without the authority of shareholders in General Meeting. The Directors' existing authority to allot shares, which was granted at the Annual General Meeting held on 5 May 2022, will expire at the end of this year's AGM.

Resolution 13 in the Notice of AGM will be proposed, as an ordinary resolution, to authorise the Directors to allot shares in the capital of the Company up to a maximum nominal amount of £12,838,252, representing approximately two thirds of the nominal value of the issued share capital of the Company (as at 5 April 2023, the latest practicable date before the publication of the Notice of AGM) of which at least £6,419,126 (representing approximately one third of the nominal value of the issued share capital of the Company) must be by way of rights issue.

The authority conferred by the Resolution will expire at the close of business on 18 August 2024 or, if sooner, at the conclusion of the next Annual General Meeting of the Company.

Explanatory notes continued

The Resolution complies with the Investment Association Share Capital Management Guidelines. The Directors believe it to be in the best interests of the Company that they should continue to have this authority so that such allotments can take place to finance appropriate business opportunities that may arise.

Resolution 14 – Directors' Remuneration Report

As an AIM listed company, the Company is not required to seek an advisory vote on its Directors' Remuneration Report. Despite this, the Company has decided to follow best practice and to seek shareholders' approval at its AGM of the Directors' Remuneration Report for the prior financial year. This vote on the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) is "advisory", meaning that it is not binding on the Company and the Directors' entitlement to remuneration is not conditional on it. The Directors' Remuneration Report can be found on pages 58 to 63 of the Annual Report and Accounts.

Resolution 15 – Directors' Remuneration Policy

As an AIM listed company, the Company is not required to seek binding approval for its Directors' Remuneration Policy. Despite this, the Company has decided to follow best practice and to seek shareholders' approval of the Directors' Remuneration Policy. It is intended that a resolution will be put to shareholders every third year. The vote on the Directors' Remuneration Policy will be binding in that, once the policy is approved, the Company will not be able to make a remuneration payment to a current or prospective Director or a payment for loss of office to a current or past Director, unless that payment is consistent with the policy or has been specifically approved by a resolution of the Company's shareholders. If Resolution 15 is passed, the Directors' Remuneration Policy will take effect immediately. The Directors' Remuneration Policy is part of the Directors' Remuneration Report and can be found on pages 63 to 64 of the Annual Report and Accounts.

Resolution 16 – Political donations

The Company does not currently make donations to political organisations or incur political expenditure, as those expressions are commonly understood, and has no intention of doing so.

The 2006 Act places restrictions on companies from making political donations or political expenditure. Those expressions are widely defined in the 2006 Act and could potentially cover spending on organisations concerned with policy review and law reform, or representation of the business community, which the Company and its subsidiaries might wish to support.

To allow the Company and its subsidiaries to do so and to avoid the possibility of inadvertently breaching the 2006 Act, the Company is seeking to allow the Company and its subsidiaries to make donations up to a limit of £100,000 and incur expenditure up to a limit of £100,000.

This authority is sought until the conclusion of the next Annual General Meeting of the Company, or, if earlier, at the close of business on 18 August 2024.

Any political donation or political expenditure made or incurred under the authority of this Resolution will be disclosed in next year's annual report and accounts.

Resolutions 17 and 18 – To dis-apply pre-emption rights

Resolutions 17 and 18 seek limited authority for the Directors to allot shares for cash under the authority granted under Resolution 13 in certain circumstances without first offering them to existing shareholders. This is known as the disapplication of pre-emption rights.

The authorities requested comply with institutional shareholder guidance, and in particular with the Pre-Emption Group's Statement of Principles on disapplying pre-emption rights (the "Pre-emption Principles"). The Pre-emption Principles allow the Directors to issue shares for cash, otherwise than in connection with a pre-emptive offer, up to 10% of a company's issued share capital together with an additional 10%, provided that the directors confirm that they intend to use the additional 10% authority only in connection with an acquisition or specified capital investment. In each case, a company may seek further authority to disapply pre-emption rights for up to an additional 2% which may be used only for the purposes of a "follow-on offer" to retail investors and existing shareholders after a placing. The follow-on offer must be determined by the Board to be of a kind contemplated by paragraph 3 of Section 2B of the Pre-Emption Principles most recently published by the Pre-Emption Group prior to the date of the Notice of AGM.

The Board considers that it is in the best interests of its shareholders generally that the maximum authorities should be sought in line with the Pre-emption Principles, noting the Company's intended move up from AIM to the premium listing segment of the Official List. This allows the Board to raise capital quickly and easily in order to finance business opportunities when they arise in line with strategy.

The authorities conferred by Resolutions 17 and 18 will expire at the close of business on 18 August 2024 or, if sooner, at the conclusion of the next Annual General Meeting of the Company.

Information on the Resolutions to be proposed at the AGM continued

Resolution 19 – Authority to make market purchases of own shares

Resolution 19 will give the Company the ability to purchase its own shares up to a specified amount. The authority will be limited to market purchases of up to 28,886,067 shares, representing 15% of the issued ordinary share capital of the Company as at 5 April 2023 (being the latest practicable date prior to the publication of the Notice of AGM).

Resolution 19 sets out the maximum number of shares that may be purchased and the minimum and maximum prices at which they may be bought.

The Directors have no present intention of exercising the authority granted by this Resolution, but will keep the matter under review, taking into account the financial resources of the Company, the Company's share price and future funding opportunities. The Directors will only exercise the authority granted by this Resolution to purchase ordinary shares if they consider that such purchases will be in the best interests of shareholders generally and will result in an increase in earnings per ordinary share for the remaining shareholders.

The Company may either cancel any shares it purchases under this authority or hold them in treasury (and subsequently sell them for cash, transfer them for the purposes of, or pursuant to, an employees' share scheme or cancel them). The Directors currently intend that the Company will hold in treasury all the shares it purchases under this authority. However, in order to respond properly to the Company's capital requirements and prevailing market conditions, the Directors will need to reassess at the time of any and each actual purchase whether to hold the shares in treasury or cancel them, provided it is permitted to do so.

This authority is to remain in force until the conclusion of the next Annual General Meeting of the Company or at the close of business on 18 August 2024, whichever is earlier.

The logo for Ceres, featuring the word "ceres" in a lowercase, white, sans-serif font. The letter 'c' is stylized with a circular element that loops around the top and bottom of the letter.

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