

CWR.L

26 March 2026

## Ceres Power Holdings plc

### Final results for the year ended 31 December 2025

Horsham, UK: Ceres Power Holdings plc ("Ceres", the "Company") (CWR.L), a leading developer of clean energy technology, announces its audited results for the year ended 31 December 2025.

#### Financial highlights

- Strong cash and short-term investments position of £83.3 million (2024: £102.5 million) with continued disciplined cash management driving a reduced cash outflow of £19.2 million (2024: £37.5 million).
- Revenue of £32.6 million (2024: £51.9 million), a decrease of 37%.
- Gross profit of £22.7 million (2024: £40.2 million), maintaining sector-leading gross margin of 70% (2024: 77%).
- First royalties were generated, representing a key milestone for the Company.

#### Strategic highlights

- **China – Weichai signs manufacturing licence agreement.** Weichai intends to produce cells and stacks for the stationary power markets, targeting power for AI data centres, commercial buildings and industrial applications.
- **Taiwan – Delta invests in land on which to build its solid oxide fuel and electrolysis cell factory.** The purchase of land and factory facilities for approximately NT\$6.95 billion (£170 million), expected to be partly focused on the large-scale manufacturing of hydrogen energy solutions for data centre power, microgrid and other energy infrastructure applications.
- **South Korea - Doosan starts factory production of solid oxide fuel cells and stacks.** Ceres designed fuel cells are now in production, with first royalties generated.
- **Japan – Ceres' partner DENSO and JERA began testing Japan's first solid oxide electrolysis demonstrator** for hydrogen production at a JERA thermal power station, leading to government funding valued at 35 billion yen, approximately £165 million.
- **India – Shell megawatt-scale electrolysis system produces hydrogen.** Exceeding performance expectations, this milestone underlines the maturity of Ceres' solid oxide electrolyser technology, supported by Shell's installation, integration and safety assurance expertise.
- **Business transformation plan implemented.** Ceres transitions to a new structure as the business to focus on accelerating its commercial opportunities. Team structures have been aligned to support the growth of new business, delivering anticipated operating cost savings of 20% in 2026.

#### Outlook

- Current contracted group revenue for 2026 is approximately £45m before any new business.

#### Phil Caldwell, Chief Executive Officer of Ceres, said:

*"In 2025 our first partner achieved scaled production, unlocking Ceres' first royalties, a significant milestone for the business. We sharpened our commercial focus to address rising demands for power generation and advanced our solid oxide technology toward becoming the industry standard, setting a strong foundation for a successful 2026."*

Ends

<b>Financial Summary</b>	<b>2025</b>	<b>2024</b>
	<b>£'000</b>	<b>£'000</b>
<b>Total revenue, comprising:</b>	<b>32,643</b>	51,891
Engineering services and licences	<b>22,244</b>	44,953
Provision of technology hardware	<b>10,289</b>	6,938
Royalties	<b>110</b>	—
<b>Gross profit</b>	<b>22,704</b>	40,164
<b>Gross margin %</b>	<b>70%</b>	77%
<b>Adjusted EBITDA loss<sup>1</sup></b>	<b>(32,522)</b>	(22,287)
Operating loss	<b>(47,621)</b>	(31,317)
Net cash used in operating activities	<b>(20,070)</b>	(35,941)
Net cash and investments	<b>83,272</b>	102,465

1. Adjusted EBITDA loss is an Alternative Performance Measure, as defined and reconciled to operating loss in the non-GAAP section at the end of this report.

## Analyst presentation

Ceres Power Holdings plc will be hosting a live webcast for analysts and investors on 26 March 2026 at 09.30 GMT. To register your interest in participating, please register at:  
<https://www.investormeetcompany.com/ceres-power-holdings-plc/register-investor>

For further information visit [www.ceres.tech](http://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 electrolyzers to produce 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 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](http://www.ceres.tech) or follow us on [LinkedIn](#).

## **Chief Executive's statement**

I am pleased to report on another year of progress as we continue to deliver on our ambitions to establish our solid oxide technology as the industry standard for both power generation and hydrogen production. The year had its challenges as Bosch withdrew from its SOFC activities following a strategic shift and there was a slowdown in the demand for hydrogen solutions. Nonetheless, we intensified our focus on commercial activities and made meaningful progress in positioning Ceres at the heart of emerging markets for power solutions for commercial, industrial and data centre markets. Our focus on disciplined execution, clarity of purpose and partner-centric ways of working is now creating tangible commercial momentum.

### **Power markets are undergoing structural change**

Around the world, electrification, digitalisation and AI are transforming power demand. Nowhere is this clearer than in AI enabled data centres, which have become one of the fastest growing and most energy intensive sectors of the global economy. Structural grid constraints, long lead times for conventional generation and rising environmental pressures are driving operators to look for alternative, high-efficiency power technologies.

Customers tell us consistently that they need faster time-to-power, high electrical efficiency and meaningful heat integration, low local emissions and 24/7 reliability, with systems that can scale quickly.

Ceres' solid oxide systems meet these needs well. As data centre operators expand capacity globally, including major investments announced in the UK by Microsoft, Google, OpenAI/NScale and Blackstone, the near-term commercial opportunity for high-efficiency SOFC systems continues to grow.

Importantly, the same fundamentals underpin opportunities in commercial buildings, industrial campuses, microgrids and other distributed power markets, strengthening our confidence in the scale of demand our partners can serve.

This growth dynamic presents distinct and significant near-term opportunities for Ceres SOFCs given the many advantages over conventional power generation systems, such as gas turbines, diesel reciprocating engines and renewable energy. In comparison, SOFCs can offer the highest rates of energy efficiency coupled with virtually zero particulate emissions and high reliability, making them a natural choice for these markets. In addition to these attractive features, SOFCs can now offer a compelling advantage that other energy systems cannot – rapid time-to-power. Wait times for higher power systems are now significant: up to 15 years for upgraded grid connections; exceeding five years for gas turbines; and at least a decade for small modular nuclear power systems. The more rapid availability of SOFC systems is now becoming a key differentiating factor in the data centre power market (see our Technology section on page 16 for additional details).

Our analysis, based on BloombergNEF estimates, suggests that the market for SOFC power could be around 22GW by 2030, representing a substantial market for our technology. This represents a substantial market for our technology, with Ceres' ability to meet that demand delivered through the scale-up of our manufacturing partners.

### **A clear step forward in commercial delivery**

For almost 25 years, Ceres has invested in building world-leading solid oxide technology. In 2025, that investment translated into some of the most important milestones in our history. We saw our technology move from development to production and our commercial strategy sharpen around the markets that offer the greatest near-term opportunity.

We achieved a significant milestone in July 2025, when Doosan commenced mass market manufacture of fuel cell stacks using Ceres' technology at its first of a kind 50MW facility in South Korea. This represents a validation of both our technology leadership and our asset-light IP licensing model. These early shipments generated our first royalty revenues, marking the beginning of a scalable, high-margin future income stream.

Momentum continued across our partner ecosystem. Delta Electronics advanced at pace towards establishing large-scale manufacturing in Taiwan, targeting AI enabled data centres, commercial buildings, industrial facilities and microgrid applications.

During the year Delta acquired land and factory facilities in Taiwan for approximately £170 million, expected to be partly focused on the large-scale manufacturing of hydrogen energy solutions, based on Ceres' solid oxide technology. Delta continues to move at pace and with clear commitment to initial pilot production based on our technology by the end of 2026.

In November 2025 we announced that we had signed a new manufacturing licence agreement for the production of our proprietary SOFC technology with Weichai Power, a global original equipment manufacturer and power systems developer, headquartered in Shandong, China. Weichai intends to establish a manufacturing facility to produce cells and stacks for the stationary power markets supported by key components supplied by Ceres, targeting power for AI data centres, commercial buildings and industrial applications.

This agreement extends our existing relationship with Weichai, which we anticipate will open up a multi-billion-dollar market opportunity and boosts our ambition to establish Ceres as the global industry standard for solid oxide.

## **Hydrogen: progress with discipline and purpose**

While industry-wide progress on large-scale electrolysis projects has been slower than anticipated, our own SOEC programme continued to advance in 2025.

At Shell's Technology Centre in Bangalore, our first megawatt-scale demonstrator produced hydrogen at industry-leading efficiency, a major proof point of the cost and performance advantages of high-temperature electrolysis. With a class-leading electrolyser module efficiency of 37kWh/kg of hydrogen from a 1MW plant, this equates to potential production capacity of around 600kg of hydrogen per day. This milestone marks an important step, demonstrating the maturity of Ceres' solid oxide electrolyser technology, supported by Shell's installation, integration and safety assurance expertise.

After completing its technology transfer programme during 2025, SOEC manufacturing partner DENSO announced in September that it had begun Japan's first demonstration of SOEC hydrogen production at a JERA (Japan's largest power generation company) thermal power station. This aims to achieve hydrogen production with the world's highest level electrolysis efficiency by applying DENSO's heat-management technology. The project, which is due to run until 2032, is valued at 46 billion yen (c.£220 million), with significant government subsidies from Japan's New Energy and Industrial Technology Development Organisation (NEDO) of up to 35 billion yen (c.£165 million).

In India, Thermax continued its rapid progress, following the launch of its HydroGenX Hub in Pune, our partner broke ground earlier this year on its SOEC pilot plant, a very clear commitment to deploying Ceres' technology in one of the world's most strategically important markets for clean energy in industrial applications.

These milestones reinforce the long-term relevance of our technology as we expect industrial decarbonisation to gather pace towards the end of this decade.

In addition to the significant progress being achieved with current partners, we have also been working hard to ensure that our technology remains an attractive proposition for future manufacturing partners. Our latest design is a stack that can generate power or produce hydrogen from the same core cell and stack platform and enables partners to build both fuel cell and electrolysis stacks using the same manufacturing facility, allowing them to leverage their investment in our technology to access the power markets now and electrolysis markets in the future. I believe that this is a key differentiator for us and our technology, positioning us as the global leader in solid oxide energy solutions.

## **Market dynamics create new opportunities**

In parallel to the AI enabled data centre market, other attractive power applications continue to mature for Ceres through our partners. These include distributed power provision through microgrids; combined heat, power and cooling applications for buildings; and auxiliary power systems for marine vessels. These nascent markets continue to be supported by favourable tax credit and other incentives to adopt next-generation clean technologies, such as fuel cells. Key regions where these are available include the US (30% Investment Tax Credit under Section 48E of the One Big Beautiful Bill for fuel cell adoption), South Korea (the Green New Deal aims to achieve fuel cell deployment of 15GW by 2040, supported by tax and other incentives) and Japan (Green Transformation policies supporting the hydrogen economy, including the development of large-scale stationary fuel cell power stations).

While progress in our power business accelerated in 2025, securing final investment decisions for hydrogen electrolysis projects has undoubtedly been a challenge for the industry, exacerbated by macroeconomic headwinds. However, as we refocus our commercial activities on the near-term opportunities, we remain confident that the structural impetus to decarbonise industrial processes will continue to drive the market over the longer term and that this will stimulate the industry to adopt more advanced clean technologies such as solid oxide.

## **Executing our business transformation plan**

During 2025 we defined new strategic priorities that underpin the sharper commercial focus we have brought to the business (see page 20 for more details). To ensure we are set up for success, we are optimising the business and have initiated a business transformation plan, which started in September 2025. This will 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.

By the end of 2026, we expect to have:

- Realigned Ceres into focused, delivery driven teams;
- Strengthened partner-centric values and behaviours across the organisation;
- Reduced operating costs by around 20% 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; and

- Commercially launched our best-in-class, dual-purpose stack platform serving both power and hydrogen markets, consolidating development onto a unified technology platform ready for scale.

Now is the right time for us to take these actions to optimise the business and I firmly believe that successful completion will ensure that we operate with the scale, pace, discipline and clarity required for commercial success.

## **Outlook**

The final words in my review of the year are dedicated to the people at Ceres. Without doubt, 2025 started as a challenging year for us following the Bosch announcement in February 2025 and a wider slowdown in hydrogen adoption. I am, however, very pleased with the manner in which we responded as a business, demonstrating purpose and professionalism as we refocused on new and evolving market dynamics represented by the growth in power. I would like to thank everyone at Ceres for the ongoing commitment and dedication they showed over the past year. Not only have our teams come together to overcome the challenges of a turbulent year to deliver key milestones for the business, but they have also embraced the changes we are putting in place to drive our next chapter of growth.

Although we are conscious of the uncertainties arising from the war in Iran and its impact on global energy markets, we start 2026 with strong operational momentum. We have generated our first royalty revenues and are seeing growing demand across commercial and industrial power markets - particularly in the rapidly expanding data centre sector. Solid oxide technology is increasingly viewed as a high-efficiency, low emission and fast-to-deploy solution for resilient power. We remain well positioned for electrolysis for green hydrogen as we anticipate industrial demand will accelerate as global decarbonisation policies mature towards the end of this decade.

Our sharper commercial focus and strategic pillars aligned during the year with the resurgence of demand in the power markets, I am confident that we are well positioned to capitalise on the growth in the power markets today and the hydrogen electrolysis markets of tomorrow.

As we enter our 25th year, Ceres is firmly positioned for a new era: establishing our technology platform as the industry standard for solid oxide, embedding partner-centric values throughout the organisation and maintaining absolute focus on commercial execution. Together with our partners, we are moving to market with real pace and unlocking the next phase of growth for Ceres.

## **Phil Caldwell**

Chief Executive Officer

## **Financial review**

2025 has been a pivotal year for Ceres, marking our transition from a primarily R&D first organisation to a business firmly focusing on its commercial phase. Building on the record performance achieved in 2024, we have advanced each of our key partnerships towards factory completion and the start of mass manufacturing of Ceres' solid oxide cells. Importantly, we recognised our first royalty income as Doosan commenced production and sales of Ceres fuel cells, and we deepened our longstanding relationship with Weichai through a new manufacturing licence agreement signed in November.

As we move into this next stage of growth, we are maintaining a disciplined approach to cost management. Across the business, we continued to focus on operating efficiency, prioritising investment in areas that drive commercial scaling while taking a rigorous approach to controlling overheads and optimising our cost base.

### **Revenue**

Revenue for 2025 was £32.6 million, compared with £51.9 million in the prior year. The reduction primarily reflects the timing of revenues recognised in 2024, when up-front technology transfer activities were completed for our new manufacturing licence partners, Delta and DENSO. Our revenue comprises technology transfers, development licences, engineering services, the provision of technology hardware and, for the first time, royalties as Doosan begun commercial production. Licence revenues from the manufacturing licence agreement signed with Weichai in November 2025 will begin to be recognised in the first half of 2026.

### **Gross margin**

Gross profit of £22.7 million in the year fell by 43% from £40.2 million in 2024, as a result of high-margin technology transfers conducted with Delta and DENSO in 2024. Despite the lower revenue base, our gross margin remained strong at 70% (2024: 77%), illustrating the resilience of our licensing-led business model and the continued benefits of disciplined cost management.

### **Other operating income**

Other operating income was 11% higher than last year at £3.2 million (2024: £2.8 million), which reflects the level of RDEC (R&D expenditure credits) claimed in the year. As Ceres has now passed the peak of its technology development investment cycle, we expect this to gradually reduce as our focus shifts towards the execution and delivery of commercial programmes.

### **Operating costs (non-exceptional)**

Operating costs reduced to £70.1 million (2024: £74.3 million) as we focused strategic investment on our core product platform to support future commercial growth. This was delivered alongside disciplined financial management, including a restructuring programme implemented in the second half of the year. Following this restructure, the average number of employees decreased to 462 (2024: 546), with the Group ending the year at 353 employees.

### **Exceptional operating costs**

Exceptional operating costs relate to a settlement paid to a supplier for a contractual dispute (£1.4 million) and an obligation arising from the termination of a supplier contract (£2.0 million).

### **Finance income and expense**

Finance income decreased to £4.1 million (2024: £5.8 million), which reflects continued strong interest rates on our bank deposits and short-term investments in money-market funds with a lower average cash position. We maintain a stringent treasury policy to balance appropriate market returns with the security of funds including only high investment grade, and diversification of, financial institutions. Finance expense increased to £0.6 million (2024: £0.4 million) driven by the unwinding of a finance component of a customer contract, £0.3 million.

### **Taxation charge**

Taxation charge decreased to £1.2 million (2024: £2.4 million) and reflects payment of withholding taxes from overseas earnings. The decrease can be attributed to the up-front licence fees recognised in the prior year from the new manufacturing licence partners acquired in 2024.

### **Loss for the financial year**

The Group posted a loss of £47.5 million (2024: £28.3 million) for the period, which reflects the decrease in revenue and gross margin compared to 2024.

### **Adjusted EBITDA**

Adjusted EBITDA loss for 2025 increased to £32.5 million (2024: £22.3 million). Adjusted EBITDA is a non-statutory measure and is detailed in the Alternative Performance Measures section in this review. The increased loss is primarily due to the decreased revenue explained above.

### **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 trading 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 year excluding depreciation and amortisation charges, share-based payment charges, exceptional costs outside the regular course of business, unrealised losses on forward contracts and exchange gains/losses.

### **Total capital investments**

Total capital investments comprises capital expenditure (plant, property and equipment) and capitalised development (intangible assets). In 2025, total capital investments declined to £1.9 million (2024: £6.7 million), representing completion in intangible investment culminating in the launch of our single stack platform.

### **Working capital movements**

During 2025 working capital decreased by £17.4 million (2024: increase of £15.7 million), due to significant partner invoice receipts in January 2025, recognised as receivables in 2024. Our continued focus on aligning pilot plant production with partner demand ensured that inventory levels remained stable.

### **Cash outflow**

Cash outflow (change in cash, cash equivalents and short-term investments) was £19.2 million (2024: £37.5 million). This significant reduction was supported by substantial partner receipts early in the year and reflects our continued discipline in managing expenditure. As we progress through the commercialisation phase, maintaining tight control of cash remains a core priority, ensuring we allocate resources effectively while preserving balance sheet strength.

### **Cash, cash equivalents and short-term investments**

The Group ends the financial year in a strong position with £83.3 million in cash, cash equivalents and short-term investments (2024: £102.5 million) to support future investment as we drive revenue growth, manage costs and expenditure in a disciplined way, and track towards profit and cash flow break-even.

#### Events after the balance sheet date

After the year end, Ceres agreed and paid a settlement of £2.0 million with a third party in connection with the early termination of a contract.

#### Outlook

We enter 2026 with strong operational momentum and a clear line of sight to the next phase of Ceres' commercial growth. Our partners continue to make meaningful progress towards the start of mass production, with factory readiness advancing across our global network.

In parallel, 2025 marked an important milestone as we recognised our first royalties from Doosan's commercial launch. This represents the beginning of a scalable, high-margin revenue stream that will grow as additional partners commence production. Maintaining this momentum is a key focus for the year ahead.

The launch of our single stack platform further strengthens our product offering and expands the opportunity for both existing and future partners. With a robust technology roadmap, a disciplined operating model and a portfolio of partners approaching commercial scale, Ceres is well positioned to capture long-term value from the global transition to efficient, low-carbon power and green hydrogen solutions.

**Stuart Paynter**  
Chief Financial Officer

### CONSOLIDATED STATEMENT OF PROFIT AND LOSS AND OTHER COMPREHENSIVE INCOME For the year ended 31 December 2025

	Note	31 December 2025 £'000	31 December 2024 £'000
<b>Revenue</b>	2	<b>32,643</b>	51,891
Cost of sales		<b>(9,939)</b>	(11,727)
<b>Gross profit</b>		<b>22,704</b>	40,164
Other operating income <sup>1</sup>		<b>3,168</b>	2,846
Operating costs	3	<b>(70,073)</b>	(74,327)
Exceptional operating costs	22	<b>(3,420)</b>	–
<b>Operating loss</b>		<b>(47,621)</b>	(31,317)
Impairment of investment in associate	22	<b>(2,158)</b>	–
Finance income	4	<b>4,060</b>	5,807
Finance expense	4	<b>(587)</b>	(362)
<b>Loss before taxation</b>		<b>(46,306)</b>	(25,872)
Taxation (charge)/credit	5	<b>(1,240)</b>	(2,433)
<b>Loss for the financial period and total comprehensive loss</b>		<b>(47,546)</b>	(28,305)
<b>Loss per £0.10 ordinary share expressed in pence per share:</b>			
Basic and diluted loss per share	6	<b>(24.52)p</b>	(14.64)p

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

<sup>1</sup> Other operating income relates to grant income and the Group's RDEC tax credit.

### CONSOLIDATED STATEMENT OF FINANCIAL POSITION As at 31 December 2025

31 December 2025      31 December 2024

	Note	£'000	£'000
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment	7	18,194	23,584
Right-of-use assets	8	2,063	1,834
Intangible assets	9	16,203	19,974
Investment in associate		–	2,218
Other receivables	11	741	741
<b>Total non-current assets</b>		<b>37,201</b>	<b>48,351</b>
<b>Current assets</b>			
Inventories	10	3,203	2,756
Contract assets	2	143	8,208
Other current assets	12	1,449	1,430
Derivative financial instruments	16	–	8
Current tax receivable		1,792	–
Trade and other receivables	11	18,736	17,885
Short-term investments	13	47,437	54,971
Cash and cash equivalents	13	35,835	47,494
<b>Total current assets</b>		<b>108,595</b>	<b>132,752</b>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Trade and other payables	14	(2,742)	(3,538)
Contract liabilities	2	(23,284)	(10,682)
Other current liabilities	15	(4,149)	(6,825)
Lease liabilities	16	(834)	(731)
Provisions	17	(2,214)	(441)
<b>Total current liabilities</b>		<b>(33,223)</b>	<b>(22,217)</b>
<b>Net current assets</b>		<b>75,372</b>	<b>110,535</b>
<b>Non-current liabilities</b>			
Lease liabilities	16	(1,575)	(1,492)
Other non-current liabilities	15	(976)	(1,221)
Provisions	17	(2,376)	(2,340)
<b>Total non-current liabilities</b>		<b>(4,927)</b>	<b>(5,053)</b>
<b>Net assets</b>		<b>107,646</b>	<b>153,833</b>
<b>Equity attributable to the owners of the parent</b>			
Share capital	18	19,469	19,370
Share premium		406,650	406,650
Capital redemption reserve		3,449	3,449
Merger reserve		7,463	7,463
Accumulated losses		(329,385)	(283,099)
<b>Total equity</b>		<b>107,646</b>	<b>153,833</b>

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

#### CONSOLIDATED CASH FLOW STATEMENT

For the year ended 31 December 2025

Note	31 December 2025	31 December 2024
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	£'000	£'000
<b>Cash flows from operating activities</b>		
<b>Loss before taxation</b>	<b>(46,306)</b>	<b>(25,872)</b>
<b>Adjustments for:</b>		
Finance income	(4,060)	(5,807)
Finance expense	587	362
Depreciation of property, plant and equipment	7,100	7,472
Depreciation of right-of-use assets	753	710
Amortisation of intangible assets	3,858	1,374
Impairment of associates	2,218	—
Net foreign exchange (gains)/loss	(13)	79
Net change in fair value of financial instruments	90	(99)
Loss on disposal of property, plant and equipment and right of use assets	125	—
Share-based payments charge	1,260	964
<b>Operating cash flows before movements in working capital</b>	<b>(34,388)</b>	<b>(20,817)</b>
Increase in trade and other receivables	(870)	(8,757)
(Increase)/decrease in inventories	(447)	69
Decrease in trade and other payables	(3,717)	(1,809)
Decrease/(increase) in contract assets	8,065	(6,633)
Increase in contract liabilities	12,602	3,213
Increase/(decrease) in provisions	1,717	(188)
<b>Net cash used in operations</b>	<b>(17,038)</b>	<b>(34,790)</b>
Taxation paid	(3,032)	(1,019)
<b>Net cash used in operating activities</b>	<b>(20,070)</b>	<b>(35,941)</b>
<b>Investing activities</b>		
Purchase of property, plant and equipment	(1,776)	(4,449)
Capitalised development expenditure	(87)	(2,294)
Decrease in short-term investments	7,445	32,537
Finance income received	4,149	8,469
<b>Net cash generated from investing activities</b>	<b>9,731</b>	<b>34,263</b>
<b>Financing activities</b>		
Proceeds from issuance of ordinary shares	99	539
Repayment of lease liabilities	(792)	(774)
Interest paid	(495)	(243)
<b>Net cash generated used by financing activities</b>	<b>(1,188)</b>	<b>(478)</b>
<b>Net decrease in cash and cash equivalents</b>	<b>(11,527)</b>	<b>(2,156)</b>
Exchange loss on cash and cash equivalents	(132)	(57)
Cash and cash equivalents at beginning of period	47,494	49,707
<b>Cash and cash equivalents at end of period</b>	<b>35,835</b>	<b>47,494</b>

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

#### CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2025

Share capital	Share premium	Capital redemption reserve	Merger reserve	Accumulated losses	Total
£'000	£'000	£'000	£'000	£'000	£'000

<b>At 1 January 2024</b>	19,297	406,184	3,449	7,463	(255,758)	180,635
<b>Comprehensive income</b>						
Loss for the financial year	–	–	–	–	(28,305)	(28,305)
<b>Total comprehensive loss</b>	–	–	–	–	(28,305)	(28,305)
<b>Transactions with owners</b>						
Issue of shares, net of costs	73	466	–	–	–	539
Share-based payments charge	–	–	–	–	964	964
<b>Total transactions with owners</b>	73	466	–	–	964	1,503
<b>At 31 December 2024</b>	19,370	406,650	3,449	7,463	(283,099)	153,833
<b>Comprehensive income</b>						
Loss for the financial period	–	–	–	–	(47,546)	(47,546)
<b>Total comprehensive loss</b>	–	–	–	–	(47,546)	(47,546)
<b>Transactions with owners</b>						
Issue of shares	99	–	–	–	–	99
Share-based payments charge	–	–	–	–	1,260	1,260
<b>Total transactions with owners</b>	99	–	–	–	1,260	1,359
<b>At 31 December 2025</b>	19,469	406,650	3,449	7,463	(329,385)	107,646

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

## 1. Basis of preparation

The financial information presented in this final results announcement has been prepared in accordance with the recognition and measurement requirements of UK adopted international accounting standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). The principal accounting policies adopted in the preparation of the financial information in this announcement are unchanged from those used in the company's statutory financial statements for the year ended 31 December 2025. Whilst the financial information included in this announcement has been computed in accordance with the recognition and measurement requirements of IFRS, this announcement does not itself contain sufficient disclosures to comply with IFRS.

The financial information contained in this final results statement does not constitute statutory financial statements as defined by in Section 434 of the Companies Act 2006. The financial information has been extracted from the financial statements for the year ended 31 December 2025 which have been approved by the Board of Directors, and the comparative figures for the year ended 31 December 2024 are based on the financial statements for that year.

The financial statements for 2024 have been delivered to the Registrar of Companies and the 2025 financial statements will be delivered after the Annual General Meeting on 14 May 2026. The Auditor has reported on both sets of accounts without qualification, did not draw attention to any matters by way of emphasis without qualifying their report, and did not contain a statement under Section 498(2) or 498(3) of the Companies Act 2006. The Directors confirm that, to the best of their knowledge, this condensed set of consolidated financial statements has been prepared in accordance with the LSE Rules.

### Going Concern

The Group has reported a loss after tax for the year ended 31 December 2025 of £47.5 million (2024: £28.3 million) and net cash used in operating activities of £20.1 million (2024: £35.9 million). At 31 December 2025, the Group held cash and cash equivalents and investments of £83.3 million (31 December 2024: £102.5 million).

The Directors have prepared monthly budgets and cash flow projections that extend up to 31 December 2027. The forecast operating cash will be lower in 2026 compared to 2025 following the Group's restructuring. Future projections include management's expectations of the further investment in R&D projects, new product development and capital

investment as the Group sustains its competitive advantage in licensing fuel cell and electrolysis technologies. Future cash inflows reflects 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 in line with the Group's viability scenarios including a slower intake of future licensee partners leading to a loss of significant future revenue and a resulting cost mitigation. 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 at least a period of 12 months. For the above reasons, the Directors continue to adopt the going concern basis in preparing the 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 consolidated financial statements, the areas where judgement has been exercised remain consistent with those applied to the annual report and accounts for the year ended 31 December 2024.

## 2. Revenue

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

### Geographical market

	31 December 2025 £'000	31 December 2024 £'000
Europe	4,571	8,689
Asia	27,989	43,064
North America	83	138
	<b>32,643</b>	<b>51,891</b>

For the year ended 31 December 2025, the Group has identified four major customers (defined as customers that individually contributed more than 10% of the Group's total revenue) that accounted for approximately 33%, 23%, 17% and 11% of the Group's total revenue recognised in the year (year ended 31 December 2024: three customers that accounted for approximately 44%, 26% and 13% of the Group's total revenue recognised for that year).

### Major product/service lines

	31 December 2025 £'000	31 December 2024 £'000
Provision of technology hardware	10,289	6,938
Engineering services and licences	22,244	44,953
Royalties	110	—
	<b>32,643</b>	<b>51,891</b>

### Timing of transfer of goods and services

	31 December 2025 £'000	31 December 2024 £'000
Products and services transferred at a point in time	14,328	33,030
Products and services transferred over time	18,315	18,861
	<b>32,643</b>	<b>51,891</b>

The contract-related assets and liabilities are as follows:

31 December 2025 £'000	31 December 2024 £'000	1 January 2024 £'000

Trade receivables	11	<b>14,938</b>	9,872	3,422
Contract assets – accrued income		<b>143</b>	7,333	1,575
Contract assets – deferred contract costs		–	875	–
Total contract related assets		<b>15,081</b>	18,080	4,997
Contract liabilities - variable consideration constrained		<b>(1,500)</b>	(525)	–
Contract liabilities - deferred income		<b>(21,784)</b>	(10,157)	(7,469)
Total contract liabilities		<b>(23,284)</b>	(10,682)	(7,469)

### 3. Operating costs

Operating costs can be analysed as follows:

	31 December 2025	31 December 2024
	£'000	£'000
Research and development costs	<b>48,559</b>	48,531
Administrative expenses	<b>14,199</b>	18,014
Commercial	<b>7,315</b>	7,782
	<b>70,073</b>	74,327

### 4. Finance income and expenses

	31 December 2025	31 December 2024
	£'000	£'000
Interest income on cash, cash equivalents and investments	<b>4,060</b>	5,807
Finance income	<b>4,060</b>	5,807
Interest on lease liability	<b>(245)</b>	(243)
Unwinding of discount on provisions	<b>(92)</b>	(40)
Unwinding of the finance component of a customer contract	<b>(250)</b>	–
Foreign exchange loss on cash, cash equivalents and short-term deposits	–	(79)
Interest expense	<b>(587)</b>	(362)

### 5. Taxation

A tax charge has arisen as a result of expenditure surrendered and claimed under the SME R&D regime in the prior year and foreign tax and withholding tax arising on licence income received from customers based in China, South Korea and Taiwan.

	31 December 2025	31 December 2024
	£'000	£'000
UK corporation tax	–	–
Foreign tax suffered	<b>1,248</b>	2,445
Adjustment in respect of prior periods	<b>(8)</b>	(12)
	<b>1,240</b>	2,433

### 6. Loss per share

	31 December 2025	31 December 2024
	£'000	£'000
Loss for the financial period attributable to shareholders	<b>(47,546)</b>	(28,305)
Weighted average number of shares in issue	<b>193,896,776</b>	193,321,401
Loss per £0.10 ordinary share (basic and diluted)	<b>(24.52)p</b>	(14.64)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
<b>Cost</b>						
At 1 January 2024	8,813	31,317	2,042	391	6,429	48,992
Additions	554	2,786	29	—	1,805	5,174
Transfers	32	2,357	—	—	(2,389)	—
Disposal	(267)	(640)	(321)	(15)	—	(1,243)
At 31 December 2024	9,132	35,820	1,750	376	5,845	52,923
<b>Additions</b>	<b>161</b>	<b>30</b>	<b>15</b>	<b>—</b>	<b>1,570</b>	<b>1,776</b>
<b>Transfers</b>	<b>386</b>	<b>2,055</b>	<b>—</b>	<b>—</b>	<b>(2,441)</b>	<b>—</b>
<b>Disposals</b>	<b>(168)</b>	<b>(1,435)</b>	<b>(259)</b>	<b>(16)</b>	<b>—</b>	<b>(1,878)</b>
<b>At 31 December 2025</b>	<b>9,511</b>	<b>36,470</b>	<b>1,506</b>	<b>360</b>	<b>4,974</b>	<b>52,821</b>
<b>Accumulated depreciation</b>						
At 1 January 2024	3,844	17,273	1,725	268	—	23,110
Charge for the year	1,564	5,635	224	49	—	7,472
Depreciation on disposals	(267)	(640)	(321)	(15)	—	(1,243)
At 31 December 2024	5,141	22,268	1,628	302	—	29,339
<b>Charge for the year</b>	<b>1,238</b>	<b>5,719</b>	<b>91</b>	<b>52</b>	<b>—</b>	<b>7,100</b>
<b>Depreciation on disposals</b>	<b>(120)</b>	<b>(1,417)</b>	<b>(259)</b>	<b>(16)</b>	<b>—</b>	<b>(1,812)</b>
<b>At 31 December 2025</b>	<b>6,259</b>	<b>26,570</b>	<b>1,460</b>	<b>338</b>	<b>—</b>	<b>34,627</b>
<b>Net book value</b>						
<b>At 31 December 2025</b>	<b>3,252</b>	<b>9,900</b>	<b>46</b>	<b>22</b>	<b>4,974</b>	<b>18,194</b>
At 31 December 2024	3,991	13,552	122	74	5,845	23,584
At 1 January 2024	4,969	14,044	317	123	6,429	25,882

'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 primarily comprise plant and machinery and leasehold improvements related to the Group's manufacturing and testing facilities.

## 8. Right of use assets

	Land and Buildings £'000	Computer equipment £'000	Electric vehicles £'000	Total £'000
<b>Cost</b>				
At 1 January 2024	4,658	43	—	4,701
Additions	—	—	290	290
Disposals	—	—	(38)	(38)
Adjustment to lease term	145	—	—	145
At 31 December 2024	<b>4,803</b>	<b>43</b>	<b>252</b>	<b>5,098</b>
<b>Additions</b>	<b>935</b>	<b>—</b>	<b>106</b>	<b>1,041</b>
<b>Disposals</b>	<b>—</b>	<b>—</b>	<b>(111)</b>	<b>(111)</b>
<b>At 31 December 2025</b>	<b>5,738</b>	<b>43</b>	<b>247</b>	<b>6,028</b>
<b>Accumulated depreciation</b>				
At 1 January 2024	2,522	38	—	2,560

Charge for the year	648	5	57	710
Disposals	—	—	(6)	(6)
At 31 December 2024	3,170	43	51	3,264
<b>Charge for the year</b>	<b>658</b>	<b>—</b>	<b>95</b>	<b>753</b>
<b>Disposals</b>	<b>—</b>	<b>—</b>	<b>(52)</b>	<b>(52)</b>
<b>At 31 December 2025</b>	<b>3,828</b>	<b>43</b>	<b>94</b>	<b>3,965</b>
<b>Net book value</b>				
<b>At 31 December 2025</b>	<b>1,910</b>	<b>—</b>	<b>153</b>	<b>2,063</b>
At 31 December 2024	1,633	—	201	1,834
At 1 January 2024	2,136	5	—	2,141

The lease liabilities are detailed in Note 16.

## 9. Intangible assets

	Internal developments in relation to manufacturing site £'000	Internal development programmes £'000	Perpetual software licences £'000	Patent costs £'000	Total £'000
<b>Cost</b>					
At 1 January 2024	411	20,190	525	1,209	22,335
Additions	—	2,010	—	284	2,294
<b>At 31 December 2024</b>	<b>411</b>	<b>22,200</b>	<b>525</b>	<b>1,493</b>	<b>24,629</b>
<b>Additions</b>	<b>—</b>	<b>—</b>	<b>87</b>	<b>—</b>	<b>87</b>
<b>At 31 December 2025</b>	<b>411</b>	<b>22,200</b>	<b>612</b>	<b>1,493</b>	<b>24,716</b>
<b>Accumulated amortisation</b>					
At 1 January 2024	328	2,514	285	154	3,281
Charge for the year	83	1,019	124	148	1,374
<b>At 31 December 2024</b>	<b>411</b>	<b>3,533</b>	<b>409</b>	<b>302</b>	<b>4,655</b>
<b>Charge for the year</b>	<b>—</b>	<b>3,382</b>	<b>42</b>	<b>434</b>	<b>3,858</b>
<b>At 31 December 2025</b>	<b>411</b>	<b>6,915</b>	<b>451</b>	<b>736</b>	<b>8,513</b>
<b>Net book value</b>					
<b>At 31 December 2025</b>	<b>—</b>	<b>15,285</b>	<b>161</b>	<b>757</b>	<b>16,203</b>
At 31 December 2024	—	18,667	116	1,191	19,974
At 1 January 2024	83	17,676	240	1,055	19,054

The internal development intangible relates to the design, development and configuration of the Group's core solid oxide cell and system technology. Amortisation of capitalised development commences once the developed technology is complete and is available for use. The net book value of internal development programmes that are not available for use at 31 December 2025 are £Nil (2024: £812,000). Amortisation of the 640 programme commenced in 2024.

## 10. Inventories

	31 December 2025 £'000	31 December 2024 £'000
Raw materials	1,313	1,621
Work in progress	1,319	759
Finished goods	571	376
<b>Total inventory</b>	<b>3,203</b>	<b>2,756</b>

## 11. Trade and other receivables

	31 December 2025	31 December 2024
	£'000	£'000
<b>Current:</b>		
Trade receivables	14,938	9,872
VAT receivable	687	1,120
RDEC receivable	2,814	6,790
Other receivables	297	103
	<b>18,736</b>	<b>17,885</b>
<b>Non-current:</b>		
Other receivables	741	741

The RDEC receivable is a receivable from the UK Government for the Group's 2025 RDEC claim.

## 12. Other current assets

	31 December 2025	31 December 2024
	£'000	£'000
Prepayments	1,449	1,430
	<b>1,449</b>	<b>1,430</b>

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

	31 December 2025	31 December 2024
	£'000	£'000
Cash at bank and in hand	3,287	10,338
Money market funds	32,548	37,156
<b>Cash and cash equivalents</b>	<b>35,835</b>	<b>47,494</b>
Short-term investments	47,437	54,971
<b>Cash and cash equivalents and investments</b>	<b>83,272</b>	<b>102,465</b>

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

	31 December 2025	31 December 2024
	£'000	£'000
<b>Current:</b>		
Trade payables	1,352	2,007
Other payables	1,390	1,531
	<b>2,742</b>	<b>3,538</b>

## 15. Other current liabilities

	31 December 2025	31 December 2024
	£'000	£'000
<b>Current:</b>		
Accruals	3,907	6,581
Deferred income	242	244

	4,149	6,825
<b>Non-current:</b>		
Deferred income	976	1,221

Deferred income consists of grant income and RDEC tax credits deferred in relation to associated development costs which have been capitalised as an intangible asset. Grant income is recognised in the Consolidated Statement of Profit and Loss in the same period as the expenditure to which the grant relates.

#### 16. Lease liabilities

	31 December 2025 £'000	31 December 2024 £'000
<b>At the start of the period</b>	<b>2,223</b>	2,596
New finance leases recognised	106	290
Lease payments	(1,037)	(1,017)
Interest expense	245	243
Disposals	(63)	—
Adjustment to lease term	935	111
<b>At the end of the period</b>	<b>2,409</b>	2,223
Current	834	731
Non-current	1,575	1,492
<b>Total at the end of the period</b>	<b>2,409</b>	2,223

#### 17. Provisions

	Property Dilapidations £'000	Warranties £'000	Settlement £'000	Contract Losses £'000	Total £'000
<b>At 1 January 2024</b>	2,282	603	—	44	2,929
Movements in the Consolidated Statement of Profit and Loss:					
Unused amounts reversed	—	(206)	—	—	(206)
Unwinding of discount	40	—	—	—	40
Increase in provision	18	—	—	—	18
<b>At 31 December 2024</b>	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
<b>At 31 December 2025</b>	2,376	234	1,980	—	4,590
Current	—	234	1,980	—	2,214
Non-current	2,376	—	—	—	2,376
<b>At 31 December 2025</b>	2,376	234	1,980	—	4,590
Current	—	397	—	44	441
Non-current	2,340	—	—	—	2,340
<b>At 31 December 2024</b>	2,340	397	—	44	2,781

## 18. Share capital

	31 December 2025		31 December 2024	
	Number of £0.10 Ordinary shares	£'000	Number of £0.10 Ordinary shares	£'000
<b>Allotted and fully paid</b>				
At 1 January	193,699,380	19,370	192,968,096	19,297
Allotted £0.10 Ordinary shares on exercise of employee share options	995,163	99	731,284	73
<b>At 31 December</b>	<b>194,694,543</b>	<b>19,469</b>	<b>193,699,380</b>	<b>19,370</b>

During the year ended 31 December 2025, 995,163 ordinary £0.10 shares were allotted for cash consideration of £99,516 on the exercise of employee share options (31 December 2024: 731,284 ordinary £0.10 shares were allotted for cash consideration of £538,913).

## 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

After the year end, Ceres agreed and paid a settlement of £1,980,000 with a third party in connection with the early termination of a contract.

## 20. Capital commitments

Capital expenditure that has been contracted for but has not been provided for in the consolidated financial statements amounts to £320,000 as at 31 December 2025 (31 December 2024: £725,000). The reduction in capital commitments this year reflects Ceres' continued progression through its technology and manufacturing lifecycle, with major development and test-related investment now largely complete as we transition toward a commercially focused operating model.

## 21. Related party transactions

As at 31 December 2025 the Group's related parties were its Directors.

Major shareholders have been considered in the Directors' Report within the annual report and accounts and it was concluded that they do not meet the definition of a related party in line with IAS 24 'Related Party Disclosures'.

During the year ended 31 December 2025 none of the Directors exercised share options.

RFC Power Ltd were a related party up until control was obtained on 1 August 2025. There were no transactions with RFC Power Ltd while they were a related party.

During the year ended 31 December 2024 one Director exercised 380,424 share options under the Ceres Power Holdings plc 2004 Employees' Share Option Scheme. The Director sold 282,077 shares and retained 98,347 shares.

## 22. Exceptional operating costs

### Exceptional operating costs

Ceres and a supplier settled a contractual dispute for the sum of £1,440,000.

The Group also recognised a provision of £1,980,000 in respect of an obligation arising from the termination of a supply contract. The provision represents management's best estimate of the expenditure required to settle the obligation at the reporting date.

### Impairment of investment in associate

The 24.2% interest in the associate, RFC Power Limited, has been impaired to £nil. During the period 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 consolidated statement of profit and loss to provide clarity on the Group's underlying operating performance.

Subsequently, the Group purchased the remaining shares of RFC on 1 August 2025.

### **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 trading 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 year excluding depreciation and amortisation charges, share based payment charges, exceptional costs outside the regular course of business, unrealised losses on forward contracts and exchange gains/losses.

	<b>31 December 2025</b>	31 December 2024
	<b>£'000</b>	£'000
Operating loss	<b>(47,621)</b>	(31,317)
Depreciation and amortisation	<b>10,417</b>	8,029
Share-based payment charges	<b>1,260</b>	964
Unrealised losses on forward contracts	<b>(88)</b>	136
Exceptional operating costs	<b>3,420</b>	–
Exchange gains	<b>90</b>	(99)
<b>Adjusted EBITDA</b>	<b>(32,522)</b>	(22,287)

### **Statement of Director's Responsibility**

The responsibility statement below has been prepared in connection with the annual report and financial statements for the year ended 31 December 2025. Certain parts thereof are not included within this Preliminary Announcement.

The Directors confirm that to the best of their knowledge:

- The financial statements, prepared in accordance with the applicable set of accounting standards, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company and the undertakings included in the consolidation taken as a whole; and
- The strategic report, contained within the annual report and financial statements for the year ended 31 December 2025, includes a fair review of the development and performance of the business and the position of the Company and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Ceres website at <https://www.ceres.tech>. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdiction.