

Company number: 05174075

CERES POWER HOLDINGS PLC (THE "COMPANY")

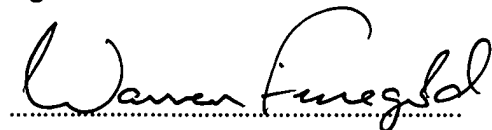
At the Annual General Meeting of the Company duly convened and held at RPC, Tower Bridge House, St Katharine's Way, London E1W 1AA on Thursday 18 May 2023, the following Resolution was duly passed:

RESOLUTION 19

AUTHORITY TO MAKE MARKET PURCHASES OF OWN SHARES

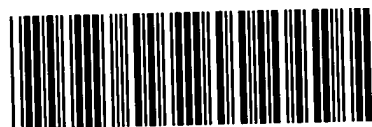
19. That the Company is generally and unconditionally authorised for the purposes of section 701 of the 2006 Act to make one or more market purchases (within the meaning of section 693 of the 2006 Act) of ordinary shares in the capital of the Company on such terms and in such manner as the Board may 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.

Signed:



Director

WEDNESDAY



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24/05/2023

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COMPANIES HOUSE