

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to any aspects of the proposals referred to in this document or as to the action you should take, you are recommended to seek your own financial advice from your stockbroker, bank manager, solicitor, accountant, other professional adviser or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 if you are resident in the UK or, if not, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your shares in Ceres Power Holdings plc, 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.

13 November 2020

Dear Shareholder,

**Ceres Power Holdings plc (the “Company”)
Notice of Annual General Meeting**

Please find enclosed the Notice of our Annual General Meeting (“**Notice of AGM**”) to be held at 9am on Thursday 10 December 2020 at the offices of DAC Beachcroft LLP, 25 Walbrook, London EC4N 8AF. The Notice of AGM details a number of resolutions proposed by the Company’s Board of Directors (the “**Board**”), a proxy form for you to complete and explanatory notes which contain information on the resolutions to be proposed at the Annual General Meeting (“**AGM**”).

Resolutions 1 to 8 in the Notice of AGM will all be proposed as Ordinary Resolutions. This means that, for each of those Resolutions to be passed 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 9 and 10 in the Notice of AGM will be proposed as a Special Resolutions. For Special Resolutions to be passed 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.

Please be advised that the Board has taken the decision to change its accounting reference date from 30 June to 31 December in order to bring the Group's year end in line with most companies and to avoid having a year end during the summer period. Therefore the Company intends that, at the next AGM to be held in June 2021, it will report on its audited results for the 18 months ending 31 December 2020 and put its accounts for such period to the members for approval, together with the reports of the Directors and the auditor of the Company on those accounts.

Explanatory details of the resolutions are set out in the note appended to the Notice of AGM.

Attendance and voting

As a result of the ongoing Coronavirus (COVID-19) pandemic, and in line with latest Government advice as at the date of the Notice of AGM, the Board is adopting a number of changes to the traditional running of the Company’s AGM. The Company will make arrangements for a quorum to be present to transact the formal business of the meeting as set out in the Notice of AGM. Shareholders may attend by webinar (“**AGM Webinar**”), per the instructions detailed below, which will be recorded and be made available on the Company’s website. The directors will give a business update to shareholders after the formal business set out in the Notice of AGM is considered at the AGM.

At the time of publication of the Notice of AGM, compulsory Government measures are in place restricting public gatherings as a result of the COVID-19 pandemic. In light of these measures and in order to reduce the risk of infection and with the safety and wellbeing of the Company’s shareholders and employees in mind we are asking shareholders to not attend the AGM. Any shareholders who wish to attend in person will not be admitted.

All resolutions at the AGM will be put to shareholders by way of a poll rather than a show of hands, therefore you will not be able to vote by attending the webinar. However, your vote is still important and we would encourage you, regardless of the number of shares you own, to complete the enclosed proxy form. We encourage shareholders to appoint the Chair of the AGM as their proxy (either electronically or by post) with their voting instructions in place of attending the AGM in person. The poll results will be announced via a Regulatory News Service and on the Company’s website as soon as practicable following the AGM.

Please vote online at www.investorcentre.co.uk/eproxy or by filling in the proxy form sent with this Notice and returning it by post to the Company’s registrars as soon as possible. The registrars must receive your proxy form by 9am on Tuesday 8 December 2020. For instructions on proxy voting, please see the notes to the Notice of AGM for information on pages 5 to 7.

AGM Webinar

Shareholders are encouraged to attend the AGM virtually by signing into the AGM Webinar. We ask you to please register by 8 December 2020 by following the link <https://www.ceres.tech/2020-agm-registration/> and the AGM Webinar details will be sent to you nearer the AGM date.

We strongly encourage shareholders to participate in the AGM by submitting any questions on the business of the AGM and resolutions in advance by e-mail to investors@cerespower.com or by posting questions live on the AGM Webinar. We will answer questions on the AGM Webinar and also publish the questions and answers on the Company's website after the meeting.

This situation is constantly evolving, and the UK Government may change current restrictions or implement further measures relating to the holding of general meetings. Any changes to the arrangements for the AGM (including, without limitation, as to proxy appointments, attendance, venue, format, the business to be considered or timing, as the case may be) will be communicated to members before the meeting through the Company's website and, where appropriate, via the Regulatory News Service.

The Board would like to take this opportunity to thank all shareholders for their continued support and understanding in these exceptional circumstances and wish them well during this challenging time.

Recommendation

Your 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 Annual General Meeting, as your Directors on the Board intend to do in respect of their own shareholdings in the Company.

The Board looks forward to reporting to you on the year at the Annual General Meeting.

Yours faithfully,

Warren Finegold
Chair

CERES POWER HOLDINGS PLC
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 the offices DAC Beachcroft LLP, 25 Walbrook, London EC4N 8AF at 9am on Thursday 10 December 2020, or at any adjournment thereof, for the purposes of considering and, if thought fit, passing the following Resolutions (“**Resolutions**”) of which Resolutions 1 to 8 will be proposed as Ordinary Resolutions and Resolutions 9 and 10 will be proposed as Special Resolutions:

- 1 To re-appoint BDO LLP as auditor of the Company, to hold office until the conclusion of the next Annual General Meeting and to authorise the Board, through the Audit Committee, to fix their remuneration.
- 2 To elect Mr Warren Finegold who will stand for election as a Director of the Company.
- 3 To elect Mr Uwe Glock who will stand for election as a Director of the Company.
- 4 To elect Mr Qinggui Hao who will stand for election as a Director of the Company.
- 5 To re-elect Mr Stephen Callaghan, who is retiring by rotation, as a Director of the Company.
- 6 To re-elect Ms Caroline Hargrove, who is retiring by rotation, as a Director of the Company.
- 7 To re-elect Mr Richard Preston, who is retiring by rotation, as a Director of the Company.
- 8 That the Directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the “2006 Act”) to allot Relevant Securities (as defined in the Company’s articles):

8.1 comprising equity securities (as defined by section 560 of the 2006 Act) up to an aggregate nominal amount of £11,314,103 (representing approximately 66% of the nominal value of the Issued Share Capital of the Company) such amount to be reduced by the nominal amount of any Relevant Securities allotted pursuant to the authority in 8.2 below in connection with a rights issue:

8.1.1 to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and

8.1.2 to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

8.2 in any other case up to a maximum aggregate nominal amount of £5,657,051 (representing approximately 33% of the nominal value of the Issued Share Capital of the Company) such amount to be reduced by the nominal amount of any equity securities allotted pursuant to the authority in 8.1 above in excess of £5,657,051,

provided that:

8.3 this authority shall expire (unless previously renewed, varied or revoked) on the earlier of the date of the next Annual General Meeting of the Company and 10 March 2022; and

8.4 in each case the Company may before the expiry of such period make an offer or agreement which would or might require Relevant Securities to be allotted after this authority expires and the Directors of the Company may allot Relevant Securities in pursuance of 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 Relevant Securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

9. That, subject to and conditional upon the passing of Resolution 8 above, the Directors be empowered pursuant to sections 570 and 573 of the 2006 Act to allot equity securities (within the meaning of section 560 of the 2006 Act) for cash, pursuant to the authority conferred by Resolution 8 as if section 561(1) of the 2006 Act did not apply to such allotment, provided that:

9.1.1 such power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £1,714,258 (representing approximately 10% of the nominal value of the Issued Share Capital); and

9.1.2 this power shall expire (unless previously renewed, varied or revoked) on 10 March 2022 or, if sooner, the end of the next Annual General Meeting of the Company provided that the Company may make an offer or agreement which would or might require Relevant Securities to be allotted after this power expires and the Directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

10. That the New Articles be approved and adopted in substitution for, and to the exclusion of, the existing Articles of Association of the Company.

Dated: 13 November 2020

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

By order of the Board

Company Secretary

Notes

COVID-19

1. This Notice of AGM (including these explanatory notes) reflects the intention of the Board of Directors with respect to the AGM given the law in force, and relevant guidance, as at the latest practicable date before the publication of this Notice of AGM. However, the situation is fast-moving and so our plans may change at short notice. We will update our website (<https://www.ceres.tech/investors/>) if plans change. 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 are entitled to attend and vote at the meeting.
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 6.00 p.m. on 8 December 2020 or, in the event that the Annual General Meeting 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 6.00 p.m. on 8 December 2020 or, in the event that the Annual General Meeting 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 Annual General Meeting.

References in these Notes to 'attend' should however be construed in light of the COVID-19 restrictions, as summarised in the Notice of AGM, which will restrict physical attendance at the meeting in this case.

Proxies

4. A member entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to exercise all or any of his 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 share or shares held by that member. A proxy need not be a member of the Company.

In light of the current circumstances and the recent Government advice you are strongly encouraged to use your right to appoint the Chair of the AGM as your proxy to attend the meeting and vote on your behalf.

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 proxy form. The appointment of a proxy will not prevent a shareholder from subsequently attending and voting at the meeting in person, although in light of recent Government guidance shareholders are asked to not attend the meeting. Any shareholders who attempt to attend in person will not be admitted.
6. If you submit 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 his or her attorney duly authorised in writing and (in the case of an individual) must be signed by the individual or his or her 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. To be valid, a form of proxy, duly completed, signed or sealed (as appropriate) and dated, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be returned to the Company's Registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, so as to arrive no later than 9am on 8 December 2020 or not less than 48 hours before the time of any adjourned meeting or the taking of a poll at which the person named in the form of proxy proposes to vote.
9. 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

10. 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.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY.

Termination of proxy appointment

11. 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 Computershare Investor Services PLC 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.

The revocation notice must be received by Computershare Investor Services PLC no later than 9am on 8 December 2020.

Please be advised that due to the circumstances already set out, if you choose to terminate a proxy instruction, as you will not be able to attend the meeting in person you will not be entitled to vote.

Corporate representatives

12. A corporation which is a shareholder 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 share.

Communications

13. You may not use any electronic address provided (including in this notice of Annual General Meeting or any related documents) to communicate with the Company for any purposes other than those expressly stated.

Website giving information regarding the meeting

14. Information regarding the meeting, including the information required by section 311A of the Companies Act 2006, can be found at www.ceres.tech including information on the number

of shares and voting rights.

Documents available for inspection

15. To the extent practicable in the present circumstances, 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 meeting from at least 15 minutes prior to the meeting until the end of the meeting.

In the light of recent government advice, if you wish to inspect these documents, please contact the Company Secretary at investors@cerespower.com and we will make suitable arrangements.

The New Articles and the copy of the Existing Articles marked up to show all proposed changes will also be available on the Company's website.

Questions at the meeting

16. Any member attending the meeting has the right to ask questions. The Company must answer any question you ask relating to the business being dealt with at the meeting unless:
- Answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information.
 - The answer has already been given on a website in the form of an answer to a question.
 - It is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Shareholders may submit any questions on the business of the AGM and resolutions in advance by e-mail to investors@cerespower.com or by posting written questions live on the AGM Webinar. The directors will answer questions on the AGM Webinar and also publish the questions and answers on the Company's website after the meeting.

EXPLANATORY NOTES

INFORMATION ON THE RESOLUTIONS TO BE PROPOSED AT THE ANNUAL GENERAL MEETING

Enclosed with this document is a notice convening the Annual General Meeting of Ceres Power Holdings plc (the “**Company**”) for 9am on Thursday 10 December 2020. This explanatory note gives further information on the resolutions numbered 1 to 10 set out in that notice.

Resolution 1 – To re-appoint BDO LLP as auditor and authorise the Board to determine their remuneration

The Audit Committee has recommended to the Board the re-appointment of BDO LLP as auditor of the Company for the financial year ended 31 December 2020. The Board subsequently approved the recommendation of the Audit Committee. The Board recommend 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 their remuneration.

Resolutions 2, 3 and 4 - To elect as Directors Mr Warren Finegold, Mr Uwe Glock and Mr Qinggui Hao who will stand for election as Directors of the Company

Pursuant to article 54 of the Company’s articles of association the Board is entitled to fill a vacancy or to add to the Board so that the number of directors does not exceed 10. Any such director so appointed holds the office until the next Annual General Meeting when they must stand for election. Mr Warren Finegold was appointed a Director by the Board effective from 1 March 2020 and Mr Uwe Glock and Mr Qinggui Hao were appointed Directors by the Board on 18 June 2020. Accordingly they now submit themselves for election by the Company’s shareholders.

Resolutions 4, 6 and 7 - To re-elect as Directors Mr Stephen Callaghan, Ms Caroline Hargrove and Mr Richard Preston

Pursuant to article 56.1 of the Company’s articles of association one third of the Directors shall retire from office at each Annual General Meeting and will then be eligible to stand for re-election. Mr Richard Preston and Ms Caroline Hargrove are accordingly resigning and standing for re-election as Directors of the Company. As the Senior Independent Director, Mr Stephen Callaghan has offered himself up for re-election annually. Biographical information for all Directors can be found on the Company’s website: www.ceres.tech/about-us/board/.

The service contract of Mr Richard Preston may be terminated on 6 months’ notice and letters of appointment of Mr Stephen Callaghan and Ms Caroline Hargrove provide that their appointment may be terminated by the Company on one month’s notice. To the extent practicable in the present circumstances, copies of all service contracts and letters of appointment for the directors are available for inspection at the registered office of the Company and will be available for inspection at the Annual General Meeting. In the light of recent government advice, if you wish to inspect these documents, please contact the Company Secretary at investors@cerespower.com and we will make suitable arrangements.

Resolution 8 - Authority to allot shares

The Companies Act 2006 (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. In certain circumstances this could be unduly restrictive. The Directors’ existing authority to allot shares, which was granted at the General Meeting held on 4 December 2019, will expire at the end of this year’s Annual General Meeting.

Resolution 8 in the notice of Annual General Meeting 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 £11,314,103, representing approximately 66 percent of the nominal value of the issued

share capital of the Company (as at 9 November 2020, the latest practicable date before the publication of this notice of Annual General Meeting).

The authority conferred by the resolution will expire on 10 March 2022 or, if sooner, at the end of next year's Annual General Meeting.

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 9 - To dis-apply pre-emption rights

Unless given appropriate authority by shareholders, if the Directors wish to allot any of the unissued shares for cash or grant rights over shares or sell treasury shares for cash (other than pursuant to an employee share scheme) they must first offer them to existing shareholders in proportion to their existing holdings. These are known as pre-emption rights.

The existing disapplication of these statutory pre-emption rights, which was granted at the General Meeting held on 4 December 2019, will expire at the end of this year's Annual General Meeting.

Accordingly, Resolution 9 in the notice of Annual General Meeting will be proposed, as a special resolution, to give the Directors power to allot shares without the application of these statutory pre-emption rights to the allotment of equity securities, otherwise than as stated above, up to an aggregate nominal amount of £1,714,258, (representing approximately 10 percent of the nominal value of the ordinary shares in issue on 9 November 2020 (the latest practicable date before the publication of this notice of Annual General Meeting)).

The power conferred by this resolution will expire on 10 March 2022 or, if sooner, at the end of next year's Annual General Meeting.

Resolution 10 – To replace the Articles of Association with New Articles

The Directors wish to make changes to the Articles to give flexibility on the location and form of future General Meetings and to make some minor updates.

The Company proposes adopting the New Articles, reflecting various changes. An explanation of the principal differences between the New Articles and the existing Articles of Association is set out below. Other minor clarification changes are not described. Copies of the New Articles, and of the existing Articles of Association marked up to show all proposed changes in the New Articles, will be on display on the Company's website. (<https://www.ceres.tech/investors/documents-and-circulars/>).

If you wish to receive a paper copy of these documents, please contact the Company Secretary at investors@cerespower.com and we will make suitable arrangements.

Principal changes to the Articles

In order to have a General Meeting with participants not physically present, the Directors propose updating the Articles, to include the following:

1. Adding wording to the body of the Articles to enable proxy attendance by video link or otherwise or any other attendance by Electronic Means to result in members being considered as being fully in attendance, provided they are able to:
 - a. still fully participate in the meeting,
 - b. see and hear all persons present at the meeting, and
 - c. be seen and heard by all persons present at the meeting.
2. A new definition of “**place**” to be added to ensure a virtual meeting would be permitted under the Articles.

3. Wording to be included in the body of the articles that allows for the expression of 'meeting' to include an electronically held meeting, where some or all persons entitled to be present, attend and participate by a form of electronic means.
4. A further provision to be included that nothing in the articles precludes persons attending a meeting where those persons are not present at the same physical place and will include attendance by electronic means.
5. Resolutions can already be executed in writing, however, the definition of "written" or "in writing" to be amended to ensure electronic documents will also be permitted under the Articles.
6. Wording in the body of the Articles to provide that, where a meeting is held fully or in part by means of an Electronic Facility, the Directors can arrange and impose any requirements and restrictions to ensure that sufficient security and identification of participants takes place.
7. Removal of Article 6 "Deferred Shares" and references throughout, to reflect the share capital position of the Company.