RNS Number : 9122A
Ceres Power Holdings plc
26 September 2025

CWR.L

26 September 2025

The information contained within this announcement is deemed to constitute inside information as stipulated under the retained EU law version of the Market Abuse Regulation (EU) No. 596/2014 ("UK MAR") which is part of UK law by virtue of the European Union (Withdrawal) Act 2018. The information is disclosed in accordance with the Company's obligations under Article 17 of UK MAR. Upon the publication of this announcement, this inside information is now considered to be in the public domain.

Ceres Power Holdings plc

Interim results for the six months ended 30 June 2025

Ceres Power Holdings plc ("Ceres", the "Company") (CWR.L), a leading developer of clean energy technology, announces its results for the six-month period ended 30 June 2025.

Financial highlights

- Strong balance sheet with cash and short-term investments of £104.1 million (December 2024: £102.5 million), following positive cash inflow of £1.6 million (H1 2024: outflow of £13.9 million) received in the period as a result of disciplined working capital management
- Revenue decreased 26% to £21.1 million (H1 2024: £28.5 million), in line with management expectations following significant one-off licence revenue as part of the Delta agreement in 2024
- Gross profit decreased 27% to £16.6 million (H1 2024: £22.9 million), reflecting lower revenues in the period
- Gross margin of 79% (H1 2024: 80%)
- Operating costs (before exceptional costs) decreased by 6% to £35.6 million (H1 2024: £37.9 million) following the cost base rationalisation announced in 2024 and continued financial discipline
- Adjusted EBITDA loss increased to £11.3 million (H1 2024: £9.0 million)

Commercial highlights year to date

- **Doosan factory starts cell and stack production**: In July 2025 Doosan became the first Ceres partner to enter mass production of products using Ceres solid oxide fuel cell (SOFC) technology. Exciting growth applications include AI-driven data centre power, energy grid stabilisation, power systems for buildings and auxiliary power for marine. The royalty revenue streams due to Ceres will follow Doosan's first commercial sales
- **Shell megawatt-scale electrolyser goes live:** first hydrogen production at Shell's Technology Centre in Bangalore demonstrating an industry-leading electrolyser module efficiency of 37kWh/kg of hydrogen
- **Delta acquires land and factory facilities**: Delta has committed approximately NT 6.95 billion (c. £170 million) on assets for the large-scale manufacturing of hydrogen energy solutions, including on Ceres' solid oxide technology, for AI-driven data centre power, microgrid and other energy infrastructure applications
- **Thermax and Denso relationships**: Thermax has inaugurated its HydroGenx Hub in Pune, India to evaluate and demonstrate green hydrogen technologies and SOEC systems. Denso is also making good progress, passing technology transfer key milestones
- **Business transformation**: Ceres is announcing a business transformation programme to recognise its transition from a R&D focussed to a commercially led organisation.

Outlook

- The Board now believes that the most probable revenue outturn for the year ending 31 December 2025 will be around £32 million. The Company is in later stage negotiation regarding a new manufacturing licence agreement but recognises that completion and timing of revenue recognition are uncertain. If successful, any revenue recognised in the current year would be in addition to the above guidance.

Phil Caldwell, Chief Executive Officer of Ceres, said:

"We are seeing an unprecedented change in the market with an acute need for power to service the demand of AI-data centres and increased electrification of society which represents a major market opportunity for the business. The emergence of this market has coincided with Doosan's start of mass manufacture of Ceres-based products and marks a key inflection point as we transition from being an R&D-led organisation to a commercially focused business.

We have to adapt to the changing market opportunities and we are implementing a business transformation programme to ensure we are in the best shape to drive the next exciting phase of the Company's growth.

With a single product approach, a sharper commercial and operational focus and the establishment of mass manufacturing, I am confident that we can both meet the needs of today's rapidly growing power market while also positioning the business for the future hydrogen market which we believe will follow *over the coming years."*

Ends

Financial Summary	30 June 2025 £'000	30 June 2024 £'000
Total revenue, comprising:	**21,093**	28,500
Provision of technology hardware	**6,579**	3,209
Engineering services and licences	**14,514**	25,291
Gross profit	**16,622**	22,887
Gross margin %	**79%**	80%
Adjusted EBITDA loss[1]	**(11,311)**	(9,042)
Operating loss (before exceptional costs)	**(17,217)**	(13,757)
Net cash generated/(used) in operating activities	**952**	(13,220)
Net cash and investments	**104,067**	126,092

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

Analyst presentation

Ceres Power Holdings plc will be hosting a live webcast for analysts and investors on 26 September 2025 at 09.30 BST. To register your interest in participating, please go to:

https://www.investormeetcompany.com/ceres-power-holdings-plc/register-investor

For further information visit www.ceres.tech or contact:

Ceres Power Holdings plc Patrick Yau/Merryl Black	Tel: +44 (0)7884 654 179 Email: investors@cerespower.com
MHP Group (PR Adviser) Reg Hoare/James McFarlane/Matthew Taylor	Tel: +44 (0) 7827 662831 Email: ceres@mhpgroup.com

About Ceres

Ceres is a leading developer of clean energy technology: fuel cells for power generation and electrolysers 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 and produces green hydrogen at high efficiencies as a route to decarbonise emissions-intensive industries such as steelmaking, ammonia 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 at www.ceres.tech or follow us on LinkedIn.

Chief Executive's statement

Introduction

Ceres has now crossed over from being an R&D company to one that is firmly in a commercial production phase as first Doosan initiated manufacturing of our SOFC technology in South Korea at the end of July 2025 and then Delta announced plans for the building of its manufacturing facility for products using Ceres technology in Taiwan.

Over the past year power and hydrogen markets have experienced opposing trends as we have experienced significant changes in both the energy and the political landscapes. We have seen a marked increase in near term demand for fuel cells for power solutions in contrast to challenges in the demand and rate of deployment for hydrogen projects in some parts of the world. There is now growing demand for clean power that can be deployed rapidly and our licensees' first products are targeting this power market which is being driven by increased demand from AI data centres and electrification. The hydrogen market continues to be a significant opportunity for both Ceres technology and our licensees but we believe this will follow the power market, benefiting from the maturity and scale achieved by our partners.

This shift towards commercialisation was underlined at the end of last year when several R&D projects concluded, enabling us to reduce operating costs and accelerate our commercial activities. Ceres sales teams are now present on the ground in key territories such as China, Asia Pacific, India and the US, supported by new marketing initiatives and programmes.

Business transformation

Both Ceres and the markets we serve are entering transformational phases.

The massive global investment in AI-related data centre infrastructure is emerging as one of the most significant trends in the world economy, with the resulting pressure on power resources coming sharply into focus. In response the demand for fuel cell power systems is projected to accelerate rapidly to fulfil the expanding data centre sector's need for power to support the growth of this industry. Whilst, the hydrogen opportunity also remains significant, we believe this market will follow later. Therefore, in the near-term Ceres will focus on servicing the growing fuel cell power market. This strategic approach will be underpinned by a solid technology roadmap to deliver continuous generational improvements to maintain our technology leadership position.

For Ceres, 2025 is set to be a landmark year with the commercial launch of our technology through the Doosan partnership, Delta's investment in a facility in Taiwan and product development of our dual purpose (power & electrolysis), latest generation stack platform which will be launched next year.

These milestones mean that Ceres is firmly stepping into the full commercial phase of our business and technology. To drive and support this, we are initiating a 12-month business transformation programme that will prepare the Company for the next phase of growth. Specifically, by the end of 2026, we will have:

- Restructured and realigned the business to the market opportunity, embedding new ways of working
- Commercially launched our best in class, dual purpose stack platform serving both power and hydrogen markets
- Supported existing partners on their manufacturing journey to join Doosan in launching products using Ceres technology
- Established commercial opportunities to attract new manufacturing partners wishing to adopt our industry leading solid oxide technology
- Reduced our operating costs showing continued financial discipline

Phase one of the business transformation programme, which Ceres aims to complete by the end of 2025, is an operational restructuring and realignment of resources. As a result, going into 2026 the Company expects operating expenses to be reduced by around 20% compared to the year ending 31 December 2025.

Market landscape and opportunities

Ceres achievements should be seen in the context of a market landscape that has evolved rapidly over the past year. Demand for power continues to grow strongly, driven by the needs of industrial electrification, the rise of AI-driven data centres, energy grid reinforcement and ongoing electrification. By 2030, there is projected to be a 150 GW capacity requirement for data centres globally, potentially accounting for up to 4,500 TWh of electricity consumption by 2050 (rising from 5% to 9% of total electricity consumption)[1].

Power applications in the data centre industry present distinct near-term opportunities for Ceres solid oxide technology given its many advantages over conventional power generation. The rapid rise of AI-driven data centres has catalysed demand for new power solutions that offer rapid time-to-power deployment, 24/7 reliability and high efficiency. With wait times for grid connections or delivery of power units such as gas turbines now exceeding five years, the data centre industry is seeking alternative power systems, including solid oxide fuel cells.

In addition to the data centre market, other attractive power applications continue to mature. These include, distributed power through microgrids, combined heat, power and cooling applications for buildings and auxiliary power systems for marine vessels. Some regions are also introducing favourable tax incentives for the adoption of fuel cells, such as the 30% Investment Tax Credit under Section 48E of the USA's One Big Beautiful Bill. Similar incentives have been established in South Korea (the Green New Deal aims to achieve fuel cell deployment of 15 GW by 2040, supported by tax and other incentives); and Japan (Green Transformation policies supporting the establishment of a hydrogen economy, including the development of stationary fuel cell power stations).

Lead times for electrolyser final investment decisions for hydrogen projects remain a challenge for the industry, exacerbated by macro-economic headwinds. Unlocking these opportunities will take time and resource, but we remain confident that the long-term imperative to decarbonise industrial processes will continue to drive the market and that this will open up the opportunity for the electrolysis industry to adopt more advanced technologies such as solid oxide over incumbent technologies.

Ceres solid oxide technology offers superior operating efficiency and cost benefits with our electrolyser systems delivering an operating efficiency improvement of around 30%, compared to PEM or alkaline systems. Our cells are primarily built from steel, an abundant, low-cost and recyclable material, further reducing raw material costs for our manufacturing partners. Finally, our use of the ultra-thin ceramic layers within the cell minimizes material usage and reliance on expensive critical minerals used in other electrolyser technologies which may become harder to source as businesses look to localise supply chains due to import tariffs.

Delivering commercial progress across the business

Ceres ended 2024 with record annual revenue and order intake following twelve months of significant commercial progress, culminating in two new manufacturing licence wins and a systems licence partnership. As each licence deal was secured Ceres teams started the process of technology transfer, with respective partners spending time at Ceres facilities. Much of this work was completed in 2024 with the focus switching during the first half of 2025 to supporting partner factory design and development as well as the establishment of local supply chains for raw materials.

In parallel with onboarding new partners such as Delta, Denso, and Thermax, Ceres teams continued to work with existing partners to advance their factory plans. In February 2025, Bosch announced a strategic decision to realign its operations and investments in stationary fuel cell power technologies. The stationary hydrogen-to-power markets in Europe had not developed as Bosch expected, leading it to discontinue its development of solid oxide fuel cells and terminate its relationship with Ceres. While this was disappointing our portfolio approach to partnerships and licence geographies has reduced the financial impact, as other partners continued to progress towards commercial launch while demand for these applications has only increased.

Doosan reaches a major milestone

One of our key fuel cell manufacturing partners, Doosan, announced in July 2025 that it had formally started production of stacks and fuel cell power systems based on Ceres technology at its state-of-the-art 50MW factory in South Korea. This marked a significant milestone for both companies, with the world's first commercial-scale production factory using Ceres' solid oxide technology coming on-stream. This paves the way for the anticipated royalty payments from Doosan, validating the Ceres approach to IP protection and its licensing model.

Doosan will supply solid oxide power systems initially in South Korea, with a primary focus on stationary distributed power applications. This includes uses in AI-driven data centres, the stabilisation of renewables-based power grids and microgrids through peak power production, power systems for buildings and auxiliary power solutions for the marine shipping markets.

Delta building momentum

Taiwanese partner Delta Electronics has been building momentum in solid oxide technologies at pace. Within a year of signing a manufacturing licence agreement with Ceres in January 2024, Delta inaugurated Taiwan's first megawatt-grade R&D research centre for electrolysis and fuel cells in December 2024. The Delta Net Zero Science Lab, located at the company's Tainan Plant 2, provides a broad testing environment for validating solid oxide hydrogen production and fuel cell technologies. Ceres's SOFC technology has already been applied in Delta's microgrid pilot projects, integrating renewable energy, energy storage, and power management systems to establish low-carbon, high-efficiency distributed energy grids.

In July 2025, Delta announced the purchase of 112,000 square meters of land and factory facilities in Taoyuan City, Taiwan, for approximately NT 6.95 billion (c.£170 million). The facility is expected to focus on large-scale manufacturing of hydrogen energy solutions including Ceres' solid oxide technology for data centre power, microgrid and other energy infrastructure applications. Delta is a leader in specialised power systems for the AI-driven data centre market, offering a range of products including power supply and control systems and cooling solutions.

Progress in electrolysis

Ceres has also made important progress on the electrolysis side of its business. The Company's first megawatt-scale SOEC demonstrator system, located at Shell's Technology Centre in Bangalore, India, started to produce hydrogen in May 2025. This marks a key milestone in the industrial maturity of Ceres' solid oxide electrolyser technology, supported by Shell's installation, integration and safety assurance expertise. The collaboration will now run for a five-year operational phase with the potential to produce hydrogen at 600 kg per day at full capacity with an industry-leading electrolyser module efficiency of 37kWh/kg of hydrogen. Ceres and Shell continue to collaborate on pressurised solid oxide modules that can scale from 1MW to 10MW capacity. This is anticipated to lead to the development of modular designs that could be further scaled to hundreds of megawatts for integration into industrial plants.

Denso, which was announced as a manufacturing partner in August 2024, completed the technology transfer process and passed through key milestones, enabling it to understand the fundamentals of our technology. It is now making progress and developing this knowledge into the preparation for its factory design process, with Ceres teams supporting as required.

Systems partner Thermax has also been moving ahead in its relationship with Ceres, having established its HydroGenX Hub in Pune, India. This is an incubation centre for the evaluation and development of green hydrogen technologies and solutions for hydrogen production, storage and applications.

The increased commercial and partner progress has further improved Ceres' standing in the global energy transition movement. In June 2025 Ceres became a member of the Hydrogen Council, an influential CEO-led organisation of leading energy, transport and industrial companies working to position hydrogen as a key solution to the challenges of energy transition. The Council plays a critical role in uniting stakeholders across the hydrogen value chain around the world, fostering collaboration between industry, investors and government.

Financial review

Revenue for the six-month period ended 30 June 2025 was £21.1 million, compared to £28.5 million in the same period of 2024. The prior period included significant one-off licence revenue following the signing of the Delta agreement. In H1 2025, one-off revenue was recognised following the successful commissioning of the demonstrator operated by Shell in Bangalore. In addition, revenue from existing partners, Delta and Denso, continued as the Group supported ongoing development activities.

Gross profit of £16.6 million in the period (H1 2024: £22.9 million) decreased when compared to the prior year due to the impact of significant one-off licence revenue which has no associated cost of sales in H1 2024. Gross margins remain high at 79% (H1 2024: 80%), which illustrates the Company's asset-light, licensing business model.

Overall operating costs before exceptional costs decreased in H1 2025 to £35.6 million (H1 2024: £37.9 million) reflecting maintained investment in core technology to drive future growth balanced with disciplined financial management. Exceptional operating costs relate to an impairment of the investment in the associate, RFC Power Limited, and a settlement agreement, more detail is found in Note 23. As these costs arise from events outside the ordinary course of business, they have been presented separately within the statement of profit or loss to provide clarity on the Group's underlying operating performance. Research and development (R&D) costs totalled £25.6 million, up from £23.3 million in the comparative period. Although higher than 2024, underlying cash investment remains in line with expectations. The increase in the reported H1 2025 figure is mainly due to accounting effects, including a full half-year of amortisation and lower capitalisation of development costs following peak activity in 2023.

Adjusted EBITDA loss for H1 2025 increased to £11.3 million (H1 2024: £9.0 million). Adjusted EBITDA is a non-statutory measure and is detailed in the Alternative Performance Measures section in this review. The movement from 2024 is primarily due to the high margin revenue recognised in 2024 as explained above.

Capital expenditure in the half decreased to £2.1 million (H1 2024: £2.8 million) largely as a result of significant investment in our testing capability. Capitalised development costs reduced to £nil compared to £1.3 million in the prior year period. We have assessed our internal development activities and concluded that incremental redesigns do not meet the criteria for capitalisation. Technical feasibility is typically confirmed only after detailed design and formal approval, at product integration. Given the high level of uncertainty and risk throughout, we expense these costs as incurred.

Ceres recognised a cash inflow in the period (change in cash, cash equivalents and short-term investments) of £1.6 million (H1 2024: outflow of £13.9 million). This was driven by significant customer receipts and an R&D tax credit due on 31 December 2024 was received in January 2025. Ceres therefore ends the period in a strong position with £104.1 million in cash, cash equivalents and short-term investments (H1 2024: £126.1 million, 31 December 2024: £102.5 million). This will support future investment as the Company drives revenue growth, maintains discipline over costs and expenditure and tracks towards profit and cashflow break even.

Principal risks and uncertainties

The Directors have reviewed the principal risks and uncertainties that could have a material impact on the Group's performance and have concluded that there have been no changes from those described in the Ceres Annual Report 2024. A summary of the Group's principal risks can be found at the end of this report.

Outlook: building commercial traction

The progress we have achieved with our partners has improved our business balance, with near-term power opportunities becoming more evident and long-term industrial decarbonisation prospects likely to bear fruit for our electrolysis business over the longer term. Currently, our primary focus is on securing new licence agreements in the commercial power markets to meet the energy demands of AI-driven data centres. The Company will realign its resources to support a greater commercial focus through its new business transformation plan.

We are continuing to position ourselves as key players in the electrolysis markets, building relationships with technology manufacturers, systems integrators and green hydrogen off-takers. With two exciting market opportunities now in front of us, addressing power first and hydrogen following, and benefiting from a mature and scalable single product approach, we are confident that we have the strategy to establish our technology as the industry standard for solid oxide.

Phil Caldwell
Chief Executive Officer

Responsibility Statement

The directors confirm that to the best of their knowledge:

· the condensed set of financial statements has been prepared in accordance with UK adopted IAS 34 'Interim Financial Reporting'; and
· the interim management report includes a fair review of the information required by DTR 4.2.7 (indication of important events and their impact, and a description of principal risks and uncertainties for the remaining six months of the financial year) and DTR 4.2.8 (disclosure of related parties' transactions and changes therein).

The full list of current Directors can be found on the Ceres website at https://www.ceres.tech.

CONSOLIDATED STATEMENT OF PROFIT AND LOSS AND OTHER COMPREHENSIVE INCOME
For the six months ended 30 June 2025

	Note	**30 June 2025 (unaudited) £'000**	30 June 2024 (unaudited) £'000	31 December 2024 (audited) £'000
Revenue	2	**21,093**	28,500	51,891
Cost of sales		**(4,471)**	(5,613)	(11,727)
Gross profit		**16,622**	22,887	40,164
Other operating income[1]		**1,739**	1,262	2,846
Operating costs	3	**(35,578)**	(37,906)	(74,327)
Operating loss before exceptional costs		**(17,217)**	(13,757)	(31,317)
Exceptional operating costs	23	**(1,440)**	—	—
Operating loss		**(18,657)**	(13,757)	(31,317)
Impairment of investment in associate	23	**(2,158)**	—	—
Finance income	4	**2,168**	3,193	5,807
Finance expense	4	**(330)**	(248)	(362)
Loss before taxation		**(18,977)**	(10,812)	(25,872)

Taxation charge	5	**(667)**	(1,800)	(2,433)
Loss for the financial period and total comprehensive loss		**(19,644)**	(12,612)	(28,305)
Loss per £0.10 ordinary share expressed in pence per share:				
Basic and diluted loss per share	6	**(10.14)p**	(6.53)p	(14.64)p

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

[1] Other operating income relates to grant income and the Group's RDEC tax credit.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
As at 30 June 2025

	Note	**30 June 2025 (unaudited) £'000**	30 June 2024 (unaudited) £'000	31 December 2024 (audited) £'000
Assets				
Non-current assets				
Property, plant and equipment	7	**20,575**	24,819	23,584
Right-of-use assets	8	**2,450**	2,139	1,834
Intangible assets	9	**18,268**	19,892	19,974
Investment in associate		**—**	2,236	2,218
Other receivables	11	**741**	741	741
Total non-current assets		**42,034**	49,827	48,351
Current assets				
Inventories	10	**2,674**	5,583	2,756
Contract assets	2	**3,392**	2,861	8,208
Other current assets	12	**1,501**	1,331	1,430
Derivative financial instruments	16	**—**	60	8
Current tax receivable		**1,260**	770	—
Trade and other receivables	11	**7,479**	11,128	17,885
Short-term investments	13	**47,426**	62,649	54,971
Cash and cash equivalents	13	**56,641**	63,443	47,494
Total current assets		**120,373**	147,825	132,752
Liabilities				
Current liabilities				
Trade and other payables	14	**(3,673)**	(7,518)	(3,538)
Contract liabilities	2	**(13,469)**	(7,017)	(10,682)
Other current liabilities	15	**(4,214)**	(6,774)	(6,825)
Derivative financial instruments	16	**(87)**	—	—
Lease liabilities	17	**(813)**	(756)	(731)
Provisions	18	**(165)**	(749)	(441)
Total current liabilities		**(22,421)**	(22,814)	(22,217)
Net current assets		**97,952**	125,011	110,535
Non-current liabilities				
Lease liabilities	17	**(1,991)**	(1,851)	(1,492)
Other non-current liabilities	15	**(1,077)**	(1,221)	(1,221)
Provisions	18	**(2,358)**	(2,467)	(2,340)
Total non-current liabilities		**(5,426)**	(5,539)	(5,053)
Net assets		**134,560**	169,299	153,833
Equity attributable to the owners of the parent				
Share capital	19	**19,381**	19,343	19,370
Share premium		**406,650**	406,514	406,650
Capital redemption reserve		**3,449**	3,449	3,449
Merger reserve		**7,463**	7,463	7,463
Accumulated losses		**(302,383)**	(267,470)	(283,099)
Total equity		**134,560**	169,299	153,833

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

CONSOLIDATED CASH FLOW STATEMENT
For the six month period ended 30 June 2025

31 December

	Note	30 June 2025 (unaudited) £'000	30 June 2024 (unaudited) £'000	2024 (audited) £'000
Cash flows from operating activities				
Loss before taxation		**(18,977)**	(10,812)	(25,872)
Adjustments for:				
Finance income	4	**(2,168)**	(3,193)	(5,807)
Finance expense	4	**165**	248	362
Depreciation of property, plant and equipment	7	**3,880**	3,784	7,472
Depreciation of right-of-use assets	8	**365**	358	710
Amortisation of intangible assets	9	**1,786**	470	1,374
Impairment of the investment in associate	23	**2,218**	—	—
Net foreign exchange loss		**62**	223	79
Net change in fair value of financial instruments		**95**	(151)	(99)
Share-based payments charge		**360**	900	964
Operating cash flows before movements in working capital		**(12,214)**	(8,173)	(20,817)
Decrease/(increase) in trade and other receivables		**9,668**	(1,275)	(8,757)
Decrease/(increase) in inventories		**82**	(2,758)	69
(Decrease)/increase in trade and other payables		**(2,620)**	2,276	(1,809)
Decrease/(increase) in contract assets		**4,816**	(1,286)	(6,633)
Increase/(decrease) in contract liabilities		**2,787**	(452)	3,213
(Decrease)/increase in provisions		**(307)**	248	(188)
Net cash generated/(used) in operations		**2,212**	(11,420)	(34,922)
Taxation paid		**(1,260)**	(1,800)	(1,019)
Net cash generated/(used) in operating activities		**952**	(13,220)	(35,941)
Investing activities				
Purchase of property, plant and equipment		**(870)**	(2,383)	(4,449)
Capitalised development expenditure		**(80)**	(1,308)	(2,294)
Decrease in short-term investments		**7,346**	25,220	32,537
Finance income received		**2,367**	5,573	8,469
Net cash generated in investing activities		**8,763**	27,102	34,263
Financing activities				
Proceeds from issuance of ordinary shares	19	**11**	376	539
Repayment of lease liabilities	17	**(400)**	(346)	(774)
Interest paid	17	**(116)**	(129)	(243)
Net cash used by financing activities		**(505)**	(99)	(478)
Net increase/(decrease) in cash and cash equivalents		**9,210**	13,783	(2,156)
Exchange losses on cash and cash equivalents		**(63)**	(47)	(57)
Cash and cash equivalents at beginning of period		**47,494**	49,707	49,707
Cash and cash equivalents at end of period	13	**56,641**	63,443	47,494

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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
For the six month period ended 30 June 2025

	Share capital £'000	Share premium £'000	Capital redemption reserve £'000	Merger reserve £'000	Accumulated losses £'000	Total £'000
At 1 January 2024	19,297	406,184	3,449	7,463	(255,758)	180,635
Comprehensive income						
Loss for the financial period	—	—	—	—	(12,612)	(12,612)
Total comprehensive loss	—	—	—	—	(12,612)	(12,612)
Transactions with owners						
Issue of shares, net of costs	46	330	—	—	—	376
Share-based payments charge	—	—	—	—	900	900
Total transactions with owners	46	330	—	—	900	1,276
At 30 June 2024 (unaudited)	19,343	406,514	3,449	7,463	(267,470)	169,299
Comprehensive income						
Loss for the financial period	—	—	—	—	(15,693)	(15,693)
Total comprehensive loss	—	—	—	—	(15,693)	(15,693)
Transactions with owners						
Issue of shares, net of costs	27	136	—	—	—	163
Share-based payments charge	—	—	—	—	64	64

Total transactions with owners	27	136	–	–	64	227
At 31 December 2024 (audited)	19,370	406,650	3,449	7,463	(283,099)	153,833
Comprehensive income						
Loss for the financial period	–	–	–	–	**(19,644)**	**(19,644)**
Total comprehensive loss	–	–	–	–	**(19,644)**	**(19,644)**
Transactions with owners						
Issue of shares, net of costs	**11**	–	–	–	–	**11**
Share-based payments charge	–	–	–	–	**360**	**360**
Total transactions with owners	**11**	–	–	–	**360**	**371**
At 30 June 2025 (unaudited)	**19,381**	**406,650**	**3,449**	**7,463**	**(302,383)**	**134,560**

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

1. Basis of preparation

The unaudited condensed consolidated financial statements have been prepared in accordance with UK-adopted International Accounting Standard 34 'Interim financial reporting' (IAS 34) and applicable law and regulations. They do not include all of the information required for full annual financial statements and should be read in conjunction with the annual financial statements for the year ended 31 December 2024 which were prepared in accordance with UK adopted international accounting standards. The condensed consolidated financial statements have been prepared on a historical cost basis except derivative financial instruments, which are stated at their fair value.

The accounting policies and methods of computation applied in the preparation of these unaudited condensed consolidated interim financial statements are consistent with those applied in the Group's most recent audited annual financial statements. There have been no changes in presentation or accounting policies during the interim period.

The financial information contained in the condensed consolidated financial statements is unaudited and does not constitute statutory financial statements as defined in Section 434 of the Companies Act 2006. The financial statements for the year ended 31 December 2024, on which the auditors gave an unqualified audit opinion, and did not draw attention to any matters by way of emphasis and did not contain a statement under sections 498(2) or 498(3) of the Companies Act 2006, have been filed with the Registrar of Companies.

The condensed consolidated financial information for the six months ended 30 June 2025 has been reviewed by the Company's Auditor, BDO LLP in accordance with International Standard of Review Engagements (UK) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity.

Going Concern

The Group has reported a loss after tax for the six-month period ended 30 June 2025 of £19.6 million (six months ended 30 June 2024: £12.6 million) and net cash generated in operating activities of £1.0 million (six months ended 30 June 2024: net cash used of £13.2 million). At 30 June 2025, the Group held cash and cash equivalents and investments of £104.1 million (31 December 2024: £102.5 million).

The directors have prepared annual budgets and cash flow projections that extend to 31 December 2026, 15 months from the date of approval of this report. During the period the Group recognised a net operating cash receipt due to the timing of significant trade receivables and a RDEC receivable, outstanding at 31 December 2024, being settled in January 2025. Future projections include management's expectations of the disciplined investment in key R&D projects, new product development and capital investment. Future cash inflows reflect 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 including removing expected cash inflows relating to agreements not yet signed leading to a loss of significant future revenue and potential further cost mitigations. 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 the above reasons, the Directors continue to adopt the going concern basis in preparing the condensed 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 interim condensed consolidated financial statements, the areas where judgement has been exercised and the key estimation uncertainties were the same as those applied to the consolidated financial statements for the year ended 31 December 2024.

New standards and amendments applicable for the reporting period
None of the standards and interpretations which apply for the first time to financial reporting periods commencing on or after 1 January 2025 materially impact the Group.

2. Revenue

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

Geographical market

	30 June 2025 (unaudited)	30 June 2024 (unaudited)	31 December 2024 (audited)

	(unaudited) £'000	(unaudited) £'000	(audited) £'000
Europe	**2,817**	5,423	8,689
Asia	**18,237**	22,979	43,064
North America	**39**	98	138
	21,093	28,500	51,891

For the six month period ended 30 June 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 42%, 26%, 14% and 12% of the Group's total revenue recognised in the period (30 June 2024: three customer at 67%, 15% and 11% and 31 December 2024: three major customers that accounted for approximately 44%, 26% and 13% of the Group's total revenue recognised for that year).

Major product/service lines

	30 June 2025 (unaudited) £'000	30 June 2024 (unaudited) £'000	31 December 2024 (audited) £'000
Provision of technology hardware	**6,579**	3,209	6,938
Engineering services and licences	**14,514**	25,291	44,953
	21,093	28,500	51,891

Timing of transfer of goods and services

	30 June 2025 (unaudited) £'000	30 June 2024 (unaudited) £'000	31 December 2024 (audited) £'000
Products and services transferred at a point in time	**11,185**	19,756	33,030
Products and services transferred over time	**9,908**	8,744	18,861
	21,093	28,500	51,891

The contract-related assets and liabilities are as follows:

		30 June 2025 (unaudited) £'000	30 June 2024 (unaudited) £'000	31 December 2024 (audited) £'000
Trade receivables	11	**1,670**	4,424	9,872
Contract assets - accrued income		**3,392**	2,861	7,333
Contract assets - deferred contract costs		**—**	—	875
Total contract related assets		**5,062**	7,285	18,080
Contract liabilities - deferred income		**(13,469)**	(7,017)	(10,682)

3. Operating costs

Operating costs can be analysed as follows:	**30 June 2025 (unaudited) £'000**	30 June 2024 (unaudited) £'000	31 December 2024 (audited) £'000
Research and development costs	**25,577**	23,255	48,531
Administrative expenses	**6,909**	9,138	18,014
Commercial (sales and marketing)	**3,092**	5,513	7,782
	35,578	37,906	74,327

4. Finance income and expenses

	30 June 2025 (unaudited) £'000	30 June 2024 (unaudited) £'000	31 December 2024 (audited) £'000
Interest income on cash, cash equivalents and investments	**2,168**	3,193	5,807
Interest on lease liability	**(116)**	(127)	(243)
Unwinding of discount on provisions	**(49)**	(40)	(40)
Unwinding of financing component of customer contracts	**(165)**	—	—
Foreign exchange loss on cash, cash equivalents and short-term deposits	**—**	(81)	(79)
Interest expense	**(330)**	(248)	(362)

5. Taxation

No corporation tax liability has arisen during the period (30 June 2024 and 31 December 2024: £nil) due to the losses incurred. A tax charge has arisen as a result of foreign withholding taxes suffered. The RDEC regime continues to be accessible and has been recognised within other operating income.

31 December

	30 June 2025 (unaudited) £'000	30 June 2024 (unaudited) £'000	31 December 2024 (audited) £'000
Foreign tax suffered	**667**	1,800	2,445
Adjustment in respect of prior periods	**—**	—	(12)
	667	1,800	2,433

6. Loss per share

	30 June 2025 (unaudited) £'000	30 June 2024 (unaudited) £'000	31 December 2024 (audited) £'000
Loss for the financial period attributable to shareholders	**(19,644)**	(12,612)	(28,305)
Weighted average number of shares in issue	**193,767,896**	193,052,759	193,321,401
Loss per £0.10 ordinary share (basic and diluted)	**(10.14)p**	(6.53)p	(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**
Cost						
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 (audited)	9,132	35,820	1,750	376	5,845	52,923
Additions	**1,270**	**190**	**—**	**—**	**682**	**2,142**
Transfers	**—**	**1,184**	**—**	**—**	**(1,184)**	**—**
Disposals	**(2,468)**	**(1,236)**	**(232)**	**(9)**	**—**	**(3,945)**
At 30 June 2025 (unaudited)	**7,934**	**35,958**	**1,518**	**367**	**5,343**	**51,120**
Accumulated depreciation						
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 (audited)	5,141	22,268	1,628	302	—	29,339
Charge for the period	**739**	**3,068**	**50**	**23**	**—**	**3,880**
Depreciation on disposals	**(1,356)**	**(1,077)**	**(232)**	**(9)**	**—**	**(2,674)**
At 30 June 2025 (unaudited)	**4,524**	**24,259**	**1,446**	**316**	**—**	**30,545**
Net book value						
At 30 June 2025 (unaudited)	**3,410**	**11,699**	**72**	**51**	**5,343**	**20,575**
At 31 December 2024 (audited)	3,991	13,552	122	74	5,845	23,584

'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 consist entirely of plant and machinery that will be used in the manufacturing, development and testing of fuel cells.

8. Right of use assets

	Land and Buildings £'000	**Computer equipment £'000**	**Electric vehicles £'000**	**Total £'000**
Cost				
At 1 January 2024	4,658	43	—	4,701
Additions	—	—	290	290
Disposal	—	—	(38)	(38)
Adjustment to contracted rent	145	—	—	145
At 31 December 2024 (audited)	4,803	43	252	5,098
Additions	**—**	**—**	**46**	**46**
Adjustment to lease term	**935**	**—**	**—**	**935**
At 30 June 2025 (unaudited)	**5,738**	**43**	**298**	**6,079**
Accumulated depreciation				
At 1 January 2024	2,522	38	—	2,560
Charge for the year	648	5	57	710
Disposal	—	—	(6)	(6)
At 31 December 2024 (audited)	3,170	43	51	3,264
Charge for the period	**318**	**—**	**47**	**365**

Charge for the period	[illegible]		[illegible]	[illegible]
At 30 June 2025 (unaudited)	**3,488**	**43**	**98**	**3,629**
Net book value				
At 30 June 2025 (unaudited)	**2,250**	**—**	**200**	**2,450**
At 31 December 2024 (audited)	1,633	—	201	1,834

The adjustment to the lease term relates to an extension to a business premise lease. The corresponding liability has been recognised, see Note 17.

9. Intangible assets

	Internally developed intangibles £'000	Customer and internal development programmes £'000	Perpetual software licences £'000	Patent costs £'000	Total £'000
Cost					
At 1 January 2024	411	20,190	525	1,209	22,335
Additions	—	2,010	—	284	2,294
At 31 December 2024 (audited)	411	22,200	525	1,493	24,629
Additions	**—**	**—**	**80**	**—**	**80**
At 30 June 2025 (unaudited)	**411**	**22,200**	**605**	**1,493**	**24,709**
Accumulated amortisation					
At 1 January 2024	328	2,514	285	154	3,281
Charge for the year	83	1,019	124	148	1,374
At 31 December 2024 (audited)	411	3,533	409	302	4,655
Charge for the period	**—**	**1,543**	**27**	**216**	**1,786**
At 30 June 2025 (unaudited)	**411**	**5,076**	**436**	**518**	**6,441**
Net book value					
At 30 June 2025 (unaudited)	**—**	**17,124**	**169**	**975**	**18,268**
At 31 December 2024 (audited)	—	18,667	116	1,191	19,974

The customer and internal development intangible primarily relates to the design, development and configuration of the Company's core fuel cell and system technology. Amortisation of capitalised development commences once the development is complete and is available for use.

10. Inventories

	30 June 2025 (unaudited) £'000	30 June 2024 (unaudited) £'000	31 December 2024 (audited) £'000
Raw materials	**1,364**	2,429	1,621
Work in progress	**504**	1,394	759
Finished goods	**806**	1,760	376
Total inventory	**2,674**	5,583	2,756

During the period a provision of £826,000 (2024: £nil) has been recognised against inventories that have failed initial quality tests.

11. Trade and other receivables

	30 June 2025 (unaudited) £'000	30 June 2024 (unaudited) £'000	31 December 2024 (audited) £'000
Current:			
Trade receivables	**1,670**	4,424	9,872
VAT receivable	**812**	1,395	1,120
RDEC receivable	**4,820**	5,269	6,790
Other receivables	**177**	40	103
	7,479	11,128	17,885
Non-current:			
Other receivables	**741**	741	741

12. Other current assets

	30 June 2025 (unaudited) £'000	30 June 2024 (unaudited) £'000	31 December 2024 (audited) £'000
Prepayments	**1,501**	1,331	1,430

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

	30 June 2025 (unaudited) £'000	30 June 2024 (unaudited) £'000	31 December 2024 (audited) £'000
Cash at bank and in hand	**7,488**	15,354	10,338
Money market funds	**49,153**	48,089	37,156
Cash and cash equivalents	**56,641**	63,443	47,494
Short-term investments	**47,426**	62,649	54,971
Cash and cash equivalents and investments	**104,067**	126,092	102,465

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

	30 June 2025 (unaudited) £'000	30 June 2024 (unaudited) £'000	31 December 2024 (audited) £'000
Current:			
Trade payables	**1,457**	6,633	2,007
Other payables	**2,216**	885	1,531
	3,673	7,518	3,538

15. Other current liabilities

	30 June 2025 (unaudited) £'000	30 June 2024 (unaudited) £'000	31 December 2024 (audited) £'000
Current:			
Accruals	**3,850**	6,530	6,581
Deferred income	**364**	244	244
	4,214	6,774	6,825
Non-current:			
Deferred income	**1,077**	1,221	1,221

16. Derivative financial instruments

	Fair value hierarchy	**Carrying amount 30 June 2025 (unaudited) £'000**	**Fair value 30 June 2025 (unaudited) £'000**	Carrying amount 31 December 2024 (audited) £'000	Fair value 31 December 2024 (audited) £'000
Financial assets measured at fair value through profit or loss					
Forward exchange contracts	Level 2	–	–	8	8
Total derivative assets		–	–	8	8
Financial liabilities measured at fair value through profit or loss					
Forward exchange contracts		**(87)**	**(87)**	–	–
Total derivative liabilities		**(87)**	**(87)**	–	–

17. Lease liabilities

	30 June 2025 (unaudited) £'000	30 June 2024 (unaudited) £'000	31 December 2024 (audited) £'000
At the start of the period	**2,223**	2,596	2,596
New finance leases recognised	**46**	211	290
Lease payments	**(516)**	(472)	(1,017)
Interest expense	**116**	127	243
Adjustment to lease term	**935**	145	111
At the end of the period	**2,804**	2,607	2,223
Current	**813**	756	731
Non-current	**1,991**	1,851	1,492
Total at the end of the period	**2,804**	2,607	2,223

18. Provisions

	Property Dilapidations £'000	Warranties £'000	Contract Losses £'000	Total £'000
At 1 January 2024	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
At 31 December 2024 (audited)	2,340	397	44	2,781
Movements in the Consolidated Statement of Profit and Loss:				
Unwinding of discount	**49**	**–**	**–**	**49**
Change in provision	**(31)**	**(232)**	**(44)**	**(307)**
At 30 June 2025 (unaudited)	**2,358**	**165**	**–**	**2,523**
Current	**–**	**165**	**–**	**165**
Non-current	**2,358**	**–**	**–**	**2,358**
At 30 June 2025 (unaudited)	**2,358**	**165**	**–**	**2,523**
Current	–	397	44	441
Non-current	2,340	–	–	2,340
At 31 December 2024 (audited)	2,340	397	44	2,781

	Property Dilapidations £'000	Warranties £'000	Contract Losses £'000	Total £'000
At 1 January 2024	2,282	603	44	2,929
Movements in the Consolidated Statement of Profit and Loss:				
Unused amounts reversed				
Unwinding of discount	40	–	–	40
Change in provision	145	102	–	247
At 30 June 2024 (unaudited)	2,467	705	44	3,216
Current	–	705	44	749
Non-current	2,467	–	–	2,467
At 30 June 2024 (unaudited)	2,467	705	44	3,216

The settlement provision has been described in Note 23.

19. Share capital

	30 June 2025 (unaudited)		31 December 2024 (audited)	
	Number of £0.10 Ordinary shares	**£'000**	Number of £0.10 Ordinary shares	£'000
Allotted and fully paid				
At 1 January	**193,699,380**	**19,370**	192,968,096	19,297
Allotted £0.10 Ordinary shares on exercise of employee share options	**110,157**	**11**	731,284	73
At 30 June 2025 / 31 December 2024	**193,809,537**	**19,381**	193,699,380	19,370

During the six month period ended 30 June 2025, 110,157 ordinary £0.10 shares were allotted for cash consideration of £11,000 on the exercise of employee share options (six months ended 30 June 2024: 458,414 ordinary £0.10 shares were allotted for cash consideration of £376,000 and 31 December 2024: 731,284 ordinary £0.10 shares were allotted for cash consideration of £539,000).

	30 June 2024 (unaudited)	
	Number of £0.10 Ordinary shares	£'000
Allotted and fully paid		
At 1 January 2024	192,968,096	19,297
Allotted £0.10 Ordinary shares on exercise of employee share options	458,414	46
At 30 June 2024	193,426,510	19,343

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.

20. Events after the balance sheet date

Subsequent to the half-year end on 30 June 2025, Ceres entered negotiations with a third party regarding the early exit of a contract. As these discussions began after the reporting period, no adjustments have been recognised in the financial statements. The negotiations are ongoing so any potential liability cannot be determined with certainty, but based on legal advice Ceres has received and consideration of the contracts terms which include a liability cap, management's current best estimate of the future liability is £1.8m.

21. Capital commitments

Capital expenditure that has been contracted for but has not been provided for in the financial statements amounts to £439,000 as at 30 June 2025 (as at 30 June 2024: £1,076,000 and 31 December 2024: £725,000), in respect of the acquisition of property, plant and equipment.

22. Related party transactions

As at 30 June 2025 the Group's related parties were its Directors and RFC Power Limited. As at 30 June 2024 and 31 December 2024, the Group's related parties were its Directors and RFC Power Limited.

No Directors exercised share options in the six months to 30 June 2025. During the six months to 30 June 2024 one Director exercised 380,424 share options under the Ceres Power Holdings plc 2004 Employees' Share Option Scheme. There were no other share option exercises by Directors in the year ended 31 December 2024.

23. Exceptional costs

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

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 condensed consolidated statement of profit and loss to provide clarity on the Group's underlying operating performance.

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 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 period excluding depreciation and amortisation charges, share-based payment charges, unrealised losses on forward contracts and exchange gains/losses.

	30 June 2025 (unaudited) £'000	30 June 2024 (unaudited) £'000	31 December 2024 (audited) £'000
Operating loss	**(18,657)**	(13,757)	(31,317)
Depreciation and amortisation	**6,031**	4,612	9,556
Depreciation absorbed as part of inventory	**(579)**	(869)	(1,527)
EBITDA	**(13,205)**	(10,014)	(23,288)
Share-based payment charges	**360**	900	964
Exceptional operating costs	**1,440**	—	—
Unrealised losses/(gains) on forward contracts	**95**	(151)	(99)
Exchange (gains)/losses	**(1)**	223	136
Adjusted EBITDA	**(11,311)**	(9,042)	(22,287)

Principal Risks and Uncertainties

The Directors have reviewed the principal risks and uncertainties that could have a material impact on the Group's performance and have concluded that there have been no changes from those described in the Ceres Annual Report 2024, summarised below.

Principal risk	**There is a risk that…**
Viability of technology	We will not be able to develop and apply the Group's technology.
Operational capability	The Group may be unable to satisfy current contracts and demand.
IP and regulation	The Group's competitive advantage could be at risk from successful challenges to its patents.
Long-term value proposition	The value proposition of our technology may become eroded.
Commercial traction/ Partner performance	Our partners may choose not to use our technology in their products or go to market slower than anticipated.
Partner scale-up/Supply	We may not be able to meet the timeframes agreed with our partners for

chain	the market launch of the Company's technology.
Cyber security	A cyber-attack or breach of system security could disrupt our operations, cause the loss of, destruction of, or unauthorised access to sensitive IP and trade secrets.
Geopolitical	The Company or our partners may be unable to conduct business in certain geographies, or supply chains become disrupted due to warfare or sanctions.
People and capability	A loss of key personnel or inability to attract required skillsets could negatively impact our ability to innovate and maintain a competitive advantage.
Funding and liquidity	A failure to acquire new customers would impact the forecast cash position of the company, potentially requiring further external funding.

INDEPENDENT REVIEW REPORT TO CERES POWER HOLDINGS PLC

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the condensed set of financial statements in the half-yearly financial report for the six months ended 30 June 2025 is not prepared, in all material respects, in accordance with UK adopted International Accounting Standard 34 and the Disclosure Guidance and Transparency Rules of the United Kingdom's Financial Conduct Authority.

We have been engaged by the company to review the condensed set of financial statements in the half-yearly financial report for the six months ended 30 June 2025 which comprises the Consolidated Statement of Profit and Loss and Other Comprehensive Income, the Consolidated Statement of Financial Position, the Consolidated Cash Flow Statement, the Consolidated Statement of Changes in Equity and the Notes to the financial statements for the six months ended 30 June 2025.

Basis for conclusion

We conducted our review in accordance with Revised International Standard on Review Engagements (UK) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" ("ISRE (UK) 2410 (Revised)"). A review of interim financial information consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing (UK) and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

As disclosed in note one, the annual financial statements of the group are prepared in accordance with UK adopted international accounting standards. The condensed set of financial statements included in this half-yearly financial report has been prepared in accordance with UK adopted International Accounting Standard 34, "Interim Financial Reporting.

Conclusions relating to going concern

Based on our review procedures, which are less extensive than those performed in an audit as described in the Basis for conclusion section of this report, nothing has come to our attention to suggest that the directors have inappropriately adopted the going concern basis of accounting or that the directors have identified material uncertainties relating to going concern that are not appropriately disclosed.

This conclusion is based on the review procedures performed in accordance with ISRE (UK) 2410 (Revised), however future events or conditions may cause the group to cease to continue as a going concern.

Responsibilities of directors

The directors are responsible for preparing the half-yearly financial report in accordance with the Disclosure Guidance and Transparency Rules of the United Kingdom's Financial Conduct Authority.

In preparing the half-yearly financial report, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the review of the financial information

In reviewing the half-yearly report, we are responsible for expressing to the Company a conclusion on the condensed set of financial statement in the half-yearly financial report. Our conclusion, including our Conclusions Relating to Going Concern, are based on procedures that are less extensive than audit procedures, as described in the Basis for Conclusion paragraph of this report.

Use of our report

Our report has been prepared in accordance with the terms of our engagement to assist the Company in meeting the requirements of the Disclosure Guidance and Transparency Rules of the United Kingdom's Financial Conduct Authority and for no other purpose. No person is entitled to rely on this report unless such a person is a person entitled to rely upon this report by virtue of and for the purpose of our terms of engagement or has been expressly authorised to do so by our prior written consent. Save as above, we do not accept responsibility for this report to any other person or for any other purpose and we hereby expressly disclaim any and all such liability.

BDO LLP
Chartered Accountants
London, UK
26 September 2025
BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

[1] McKinsey & Company *Global Energy Perspectives*, September 2024