



Notice of the 2016 Annual General Meeting Kainos Group plc

(incorporated in England and Wales under company number 9579188)

Notice of the 2016 Annual General Meeting of Kainos Group plc, to be held at The Europa Hotel, Great Victoria St, Belfast BT2 7AP on **Thursday 22 September 2016** at **9.30am**, is set out on pages 4 to 5 of this document. Your attention is drawn to the letter from the Chairman on pages 2 and 3 of this document.

Whether or not you propose to attend the meeting, please complete and submit a proxy appointment in accordance with the notes to the Notice of the Annual General Meeting set out on pages 6 and 7. To be valid, the proxy appointment must be received at the postal or other address for delivery specified in the notes by no later than 9.30am on Tuesday 20 September 2016.

This document is important and requires your immediate attention

If you are in any doubt as to what action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser who, if you are taking advice in the United Kingdom, is duly authorised under the Financial Services and Markets Act 2000, or an appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.

If you have sold or transferred all of your ordinary shares in Kainos Group plc, please send this document and any other documents that accompany it as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding, you should retain this document and its enclosures.

Letter from the Chairman

To the holders of ordinary shares in Kainos Group plc (the **Company**)

05 August 2016

Dear Shareholder

2016 Annual Report and 2016 Annual General Meeting

I am pleased to inform you that the Company's 2016 Annual Report and the notice of the 2016 Annual General Meeting have now been published. A printed copy of the Annual Report is enclosed.

This year's Annual General Meeting will be held at The Europa Hotel, Great Victoria St, Belfast BT2 7AP on Thursday 22 September 2016 at 9.30am (the AGM). The formal notice of the AGM is set out on pages 4 to 5 of this document and contains the proposed resolutions for your consideration. Explanatory notes to those resolutions are set out at Appendix 1 to this document starting on page 8.

I look forward to seeing as many of you as possible at the AGM.

Electronic communications

I am also writing to you to seek your consent to the Company communicating with you electronically in the future.

The Company's articles of association permit the Company to supply certain notices, documents and information to its members by making them available on the Company's website. This means that the Company has the ability to publish documents such as its Annual Report and any notice of general meeting on its website at www.kainos.com instead of printing and posting them out to members. Reducing the number of communications sent by post will not only result in cost savings for the Company, but it will also reduce the impact that unnecessary printing and distribution of documents has on the environment.

Company law requires that members are asked individually to consent to this method of publication. I am, therefore, seeking your agreement to receive future documents and information generally via the Company's website as a default method of communication.

If you consent to website publication, you will no longer receive hard copies of any documents and information in the post. You will instead be notified each time that the Company places a communication with members on its website. This notification will be sent to you by post. If you would prefer to receive such notifications by email, you will need to provide us with your email address.

Notwithstanding your consent to website publication there may be particular circumstances in which the Company needs to, or is required to, send documents or information to you in hard copy form, in which case the Company reserves the right to do so.

Action to be taken

(a) 2016 Annual General Meeting

Whether or not you propose to attend the AGM, please complete and return the enclosed form of proxy so as to be received by the Company's Registrar, Capita Asset Services, by no later than 9.30am on Tuesday 20 September 2016. If you are a member of CREST, you may submit a proxy appointment electronically through the CREST voting service. Further details are set out in the notes to the Notice of AGM. The appointment of a proxy will not prevent you from attending the AGM and voting in person should you so wish.

(b) Electronic communications

If you wish to consent to the website publication of documents and information generally, you do not need to take any further action. However, if you would like to receive email notification of the availability of such documents and information on the website, you should register your email address via the share portal: www.capitashareportal.com or by completing the enclosed electronic communications preference form and returning it to the appropriate address shown on that form. If you require assistance while registering your email address, please telephone the Company's Registrar, Capita Asset Services on 0371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate. Lines are open between 9.00am-5.30pm, Monday to Friday, excluding public holidays in England and Wales.

If you do not wish to consent to website publication and would prefer to continue to receive hard copies of future documents and information through the post, you must complete the enclosed electronic communications preference form and return it to the appropriate address. If you do not return the form within 28 days from the date of this document, you will be deemed to have consented to website publication and you will no longer receive hard copies in the post.

Even if you consent, or are deemed to have consented, to website publication, you can always request a printed copy of any document or information from the Company at any time. You can also change your instructions at any time by contacting the Company's Registrar, Capita Asset Services, on 0871 664 0300 (calls cost 12p per minute plus network extras).

Recommendation

The Company's Board of directors considers that each of the resolutions set out in the Notice of AGM is in the best interests of the Company and its shareholders as a whole and unanimously recommends shareholders to vote in favour of them as the directors intend to do in respect of their own beneficial shareholdings (save in respect of those resolutions in which they are interested).

Yours faithfully

Dr John Lillywhite
Chairman

Notice of Annual General Meeting

Notice is given that the 2016 Annual General Meeting of Kainos Group plc (the **Company**) will be held at The Europa Hotel, Great Victoria St, Belfast BT2 7AP on Thursday 22 September 2016 at 9.30am to transact the business set out below. Resolutions 1 to 14 below will be proposed as ordinary resolutions and resolutions 15 to 17 will be proposed as special resolutions.

Ordinary resolutions

1. To receive the audited accounts and the auditor's and directors' reports for the year ended 31 March 2016.
2. To approve the directors' remuneration report (other than the part containing the directors' remuneration policy) for the year ended 31 March 2016.
3. To approve the directors' remuneration policy (as contained in the directors' remuneration report for the year ended 31 March 2016).
4. To declare a final dividend of 4.2 pence per ordinary share in respect of the year ended 31 March 2016.
5. To elect Dr John Lillywhite as a director.
6. To elect Dr Brendan Mooney as a director.
7. To elect Richard McCann as a director.
8. To elect Paul Gannon as a director.
9. To elect Andy Malpass as a director.
10. To elect Chris Cowan as a director.
11. To elect Tom Burnet as a director.
12. To re-appoint Deloitte LLP as auditor.
13. To authorise the directors to determine the auditor's remuneration.
14. That the directors are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares (**Allotment Rights**), but so that:
 - (a) the maximum amount of shares that may be allotted or made the subject of Allotment Rights under this authority are shares with an aggregate nominal value of £394,396, of which one-half may be allotted or made the subject of Allotment Rights in any circumstances and the other half may be allotted or made the subject of Allotment Rights pursuant to any rights issue (as referred to in the Financial Conduct Authority's listing rules) or pursuant to any arrangements made for the placing or underwriting or other allocation of any shares or other securities included in, but not taken up under, such rights issue;
 - (b) this authority shall expire on 30 September 2017 or, if earlier, on the conclusion of the Company's next Annual General Meeting;
 - (c) the Company may make any offer or agreement before such expiry which would or might require shares to be allotted or Allotment Rights to be granted after such expiry and the directors may allot shares or grant Allotment Rights under any such offer or agreement as if the authority had not expired; and
 - (d) all authorities vested in the directors on the date of the notice of this meeting to allot shares or to grant Allotment Rights that remain unexercised at the commencement of this meeting are revoked.

Special resolutions

15. That, subject to the passing of resolution 14 in the notice of this meeting, the directors are empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560 of that Act) for cash, pursuant to the authority conferred on them by resolution 14 in the notice of this meeting or by way of a sale of treasury shares as if section 561 of that Act did not apply to any such allotment, provided that this power is limited to:
 - (a) the allotment of equity securities in connection with any rights issue or open offer (each as referred to in the Financial Conduct Authority's listing rules) or any other pre-emptive offer that is open for acceptance for a period determined by the directors to the holders of ordinary shares on the register on any fixed record date in proportion to their holdings of ordinary shares (and, if applicable, to the holders of any other class of equity security in accordance with the rights attached to such class), subject in each case to such exclusions or other arrangements as the directors may deem necessary or appropriate in relation to fractions of such securities, the use of more than one currency for making payments in respect of such offer, any such shares or other securities being represented by depositary receipts, treasury shares, any legal or practical problems in relation to any territory or the requirements of any regulatory body or any stock exchange; and

(b) the allotment of equity securities (other than pursuant to paragraph 15(a) above) with an aggregate nominal value of £29,580. and shall expire on the revocation or expiry (unless renewed) of the authority conferred on the directors by resolution 14 in the notice of this meeting, save that, before the expiry of this power, the Company may make any offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities under any such offer or agreement as if the power had not expired.

(e) before such expiry the Company may enter into a contract to purchase shares that would or might require a purchase to be completed after such expiry and the Company may purchase shares pursuant to any such contract as if the authority had not expired.

Registered office:

Kainos Group plc
4th Floor
111 Charterhouse Street
London
EC1M 6AW

By order of the Board

Gráinne Burns
Company Secretary
05 August 2016

16. That any general meeting of the Company that is not an Annual General Meeting may be called by not less than 14 clear days' notice.

17. That the Company is generally and unconditionally authorised pursuant to section 701 of the Companies Act 2006 to make market purchases (as defined in section 693 of that Act) of ordinary shares of 0.5 pence each in its capital, provided that:

- (a) the maximum aggregate number of such shares that may be acquired under this authority is 11,831,853;
- (b) the minimum price (exclusive of expenses) which may be paid for such a share is its nominal value;
- (c) the maximum price (exclusive of expenses) which may be paid for such a share is the maximum price permitted under the Financial Conduct Authority's listing rules or, in the case of a tender offer (as referred to in those rules), five per cent. above the average of the middle market quotations for an ordinary share (as derived from the London Stock Exchange's Daily Official List) for the five business days immediately preceding the date on which the terms of the tender offer are announced;
- (d) this authority shall expire on 30 September 2017 or, if earlier, on the conclusion of the Company's next Annual General Meeting; and

Notes

- A member who is entitled to attend and vote at the meeting is entitled to appoint another person, or two or more persons in respect of different shares held by him, as his proxy to exercise all or any of his rights to attend and to speak and vote at the meeting.**
- The right of a member of the Company to vote at the meeting will be determined by reference to the register of members. A member must be registered on that register as the holder of ordinary shares by the close of business on Tuesday 20 September 2016 in order to be entitled to attend and vote at the meeting as a member in respect of those shares.
- A member wishing to attend and vote at the meeting in person should arrive prior to the time fixed for its commencement. A member that is a corporation can only attend and vote at the meeting in person through one or more representatives appointed in accordance with section 323 of the Companies Act 2006. Any such representative should bring to the meeting written evidence of his appointment, such as a certified copy of a board resolution of, or a letter from, the corporation concerned confirming the appointment. Any member wishing to vote at the meeting without attending in person or (in the case of a corporation) through its duly appointed representative must appoint a proxy to do so. Forms for the appointment of a proxy that can be used for this purpose have been provided to members with this notice of meeting. To be valid, a proxy appointment form must be completed in accordance with the instructions that accompany it and then delivered (together with any power of attorney or other authority under which it is signed, or a certified copy of such item) so as to be received by 9.30am on Tuesday 20 September 2016, to:
UK based members: FREEPOST CAPITA PXS (please note this is all you need to write on the envelope and no stamp is required).
Non UK based members: Capita Asset Services – PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU.

Alternatively, a member may appoint a proxy online by following the instructions for the electronic appointment of a proxy at www.capitashareportal.com. To be a valid proxy appointment, the member's electronic message confirming the details of the appointment completed in accordance with those instructions must be transmitted so as to be received by the same time. Members who hold their shares in uncertificated form may also use "the CREST voting service" to appoint a proxy electronically, as explained opposite. Appointing a proxy will not prevent a member from attending and voting in person at the meeting should he so wish.
- Any person to whom this notice is sent who is currently nominated by a member of the Company to enjoy information rights under section 146 of the Companies Act 2006 (**nominated person**) may have a right under an agreement between him and that member to be appointed, or to have someone else appointed, as a proxy for the meeting. If a nominated person has no such right or does not wish to exercise it, he may have a right under such an agreement to give instructions to the member concerned as to the exercise of voting rights. The statement in note 1 above of the rights of a member in relation to the appointment of proxies does not apply to a nominated person. Such rights can only be exercised by the member concerned.
- As at 21 July 2016 (the latest practicable date prior to the printing of this document) (i) the Company's issued share capital consisted of 118,318,533 ordinary shares, carrying one vote each, and (ii) the total voting rights in the Company were 118,318,533.
- Each member attending the meeting has the right to ask questions relating to the business being dealt with at the meeting which, in accordance with section 319A of the Companies Act 2006 and subject to some exceptions, the Company must cause to be answered. Information relating to the meeting which the Company is required by the Companies Act 2006 to publish on a website in advance of the meeting may be viewed at www.kainos.com. A member may not use any electronic address provided by the Company in this document or with any proxy appointment form or in any website for communicating with the Company for any purpose in relation to the meeting other than as expressly stated in it.
- It is possible that, pursuant to members' requests made in accordance with section 527 of the Companies Act 2006, the Company will be required to publish on a website a statement in accordance with section 528 of that Act setting out any matter that the members concerned propose to raise at the meeting relating to the audit of the Company's latest audited accounts. The Company cannot require the members concerned to pay its expenses in complying with

those sections. The Company must forward any such statement to its auditor by the time it makes the statement available on the website. The business which may be dealt with at the meeting includes any such statement.

8. CREST members who wish to appoint one or more proxies through the CREST system may do so by using the procedures described in “the CREST voting service” section of the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed one or more voting service providers, should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or a proxy instruction made using the CREST voting service to be valid, the appropriate CREST message (**CREST proxy appointment instruction**) must be properly authenticated in accordance with the specifications of CREST’s operator, Euroclear UK & Ireland Limited (**Euroclear**), and must contain all the relevant information required by the CREST Manual. To be valid, the message (regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy) must be transmitted so as to be received by Capita Asset Services (ID RA10), as the Company’s “issuer’s agent”, by 9.30am on Tuesday 20 September 2016. After this time any change of instruction to a proxy appointed through the CREST system should be communicated to the appointee through other means. The time of the message’s receipt will be taken to be when (as determined by the timestamp applied by the CREST Applications Host) the issuer’s agent is first able to retrieve it by enquiry through the CREST system in the prescribed manner. Euroclear does not make available special procedures in the CREST system for transmitting any particular message. Normal system timings and limitations apply in relation to the input of CREST proxy appointment instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or a CREST sponsored member or has appointed any voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. CREST members and, where applicable, their CREST sponsors or voting service providers should take into
- account the provisions of the CREST Manual concerning timings as well as its section on “Practical limitations of the system”. In certain circumstances the Company may, in accordance with the Uncertificated Securities Regulations 2001 or the CREST Manual, treat a CREST proxy appointment instruction as invalid.
9. Members meeting the threshold requirements in sections 338 and 338A of the Companies Act 2006 have the right to require the Company (i) to give to members entitled to receive notice of the meeting notice of a resolution which may properly be moved and is intended to be moved at the meeting and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company’s constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or (as applicable) the matter to be included in the business, must be authenticated by the person or persons making it, must be received by the Company not later than Wednesday 10 August 2016, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

Appendix 1

Explanatory notes to the business of the AGM

Resolution 1 – Receipt of the audited accounts and reports

The Companies Act 2006 requires the directors of a public company to lay before the company in general meeting copies of the directors' reports, the independent auditor's report and the audited financial statements of the company in respect of each financial year.

In accordance with the UK Corporate Governance Code (the Code), the Company proposes, as an ordinary resolution, a resolution to receive its audited accounts and reports for the financial year ended 31 March 2016 (the **2016 Annual Report**).

Resolution 2 – Approval of the directors' remuneration report

In accordance with the Companies Act 2006, shareholders are invited to approve the directors' remuneration report for the financial year ended 31 March 2016. The directors' remuneration report is set out on pages 26 to 31 of the 2016 Annual Report. For the purposes of this resolution, the directors' remuneration report does not include the directors' remuneration policy which is set out on pages 18 to 26 of the 2016 Annual Report. The vote on this resolution is advisory only and the directors' entitlement to remuneration is not conditional on its being passed.

Resolution 3 – Approval of the directors' remuneration policy

In accordance with the Companies Act 2006, an ordinary resolution to approve the directors' remuneration policy contained within the directors' remuneration report is proposed. The proposed policy is set out on pages 18 to 26 of the 2016 Annual Report.

The Companies Act 2006 requires the directors' remuneration policy to be put to shareholders for approval annually unless the policy as approved by shareholders remains unchanged, in which case the Company need only propose a similar resolution at least every three years. The remuneration policy sets out how the Company proposes to pay its directors and includes details of the Company's approach to recruitment remuneration and loss of office payments.

The vote on this resolution is binding and, if passed, will mean that the directors can only make remuneration payments in accordance with the approved policy unless such payments have otherwise been approved by a separate shareholder resolution.

Resolution 4 – Declaration of a final dividend

The directors are recommending payment of a final dividend for the financial year ended 31 March 2016 of 4.2 pence per ordinary share. If approved by ordinary resolution of the shareholders, the dividend will be paid on 21 October 2016 to shareholders on the register of members as at the close of business on 30 September 2016.

Resolutions 5 to 11 – Election of directors

Resolutions 5 to 11 relate to the retirement and subsequent election of the Company's directors. The Company's articles of association require a director who has been appointed by the Board of directors during the year to retire at the Annual General Meeting next following his or her appointment. As this is the Company's first Annual General Meeting, each of the directors will retire from office and each intends to stand for election by the shareholders for the first time.

The Chairman confirms that, following formal performance evaluation, each of the directors continues to be an effective member of the Board, to make a positive contribution and to demonstrate commitment to his role. The Board believes that the considerable and wide-ranging experience of the directors will continue to be invaluable to the Company. Further information relating to the experience, skills and background of each of the directors is set out at Appendix 2 to this document.

Resolutions 12 and 13 – Reappointment and remuneration of the auditor

The Company is required to appoint or reappoint an auditor at each Annual General Meeting at which its audited accounts and reports are presented to shareholders. Resolution 12, therefore, proposes the reappointment of Deloitte LLP as auditor (to hold office until the next such meeting). Resolution 13 authorises the directors to determine Deloitte's remuneration.

Resolution 14 – Authority to allot shares

The directors currently have a general authority to allot new shares in the Company and to grant rights to subscribe for, or convert any securities into, shares. This authority is, however, due to expire at the AGM and the Board would like to renew it to provide the directors with flexibility to allot new shares and grant rights up until the Company's next Annual General Meeting within the limits prescribed by the Investment Association.

The Investment Association's guidelines on directors' allotment authority state that the Association's members will regard as routine any proposal at a general meeting to seek a general authority to allot an amount up to two-thirds of the existing share capital, provided that any amount in excess of one-third of the existing share capital is applied to fully pre-emptive rights issues only. Accordingly, if passed, this resolution will authorise the directors to allot (or grant rights over) new shares in the Company (i) under a rights issue up to an aggregate nominal amount of £394,396 (representing approximately 66 per cent. of the Company's issued ordinary share capital); and (ii) under an open offer or in other situations up to an aggregate nominal amount of £197,198 (representing approximately 33 per cent. of the Company's issued ordinary share capital). For the avoidance of doubt, this resolution will, if passed, authorise the directors to allot (or grant rights over) new shares up to a maximum aggregate nominal amount of £394,396 (representing approximately 66 per cent. of the Company's issued ordinary share capital).

In each case, the reference to the Company's issued ordinary share capital is to the issued ordinary share capital as at 21 July 2016 (being the latest practicable date prior to publication of this document). The Company did not hold any shares in treasury as at that date.

The directors do not have any present intention to exercise this authority, however the board considers it prudent to maintain the flexibility that it provides to enable the directors to respond to any appropriate opportunities that may arise. If passed, this authority will expire on 30 September 2017 or, if earlier, at the conclusion of the Company's next Annual General Meeting.

Resolution 15 – Disapplication of pre-emption rights

This is a special resolution which, if passed by shareholders, will enable the directors to allot equity securities (such as ordinary shares) in the Company, or to sell any shares out of treasury, for cash, without first offering those equity securities to existing shareholders in proportion to their existing holdings.

Otherwise than in connection with a rights issue or similar issue, this power will be limited to ordinary shares up to a maximum nominal amount of £29,580, representing approximately five per cent. of the Company's issued ordinary share capital as at 21 July 2016 (being the latest practicable date prior to publication of this document).

The directors do not have any present intention of exercising this power but believe that it is in the best interests of shareholders to have this flexibility, in those limited circumstances, to allot shares or to sell treasury shares for cash. The directors confirm their intention to follow the provisions of the Pre-emption Group's Statement of Principles regarding cumulative usage of authorities within a rolling three-year period. Those Principles provide that companies should not issue shares for cash representing more than 7.5 per cent. of the company's issued share capital in any rolling three year period, other than to existing shareholders, without prior consultation with shareholders.

Resolution 16 – Notice of general meetings

This is a special resolution to allow the Company to call general meetings (other than Annual General Meetings) on not less than 14 clear days' notice.

The Company currently has the power to call a general meeting (other than an Annual General Meeting) on at least 14 days' notice to the shareholders and would like to preserve this ability. In order to do so, shareholders must first approve the calling of meetings on at least 14 days' notice. This resolution seeks such an approval. The approval will be effective until the Company's next Annual General Meeting. A minimum 14 day notice period would not be used as a matter of routine for such meetings, but only where it is merited by the business of the meeting and is considered to be in the interests of shareholders as a whole.

The Company notes the notice period provision in the Financial Reporting Council's 2014 version of the UK Corporate Governance Code which recommends at least 14 working days' notice be given for all general meetings (other than Annual General Meetings). Insofar as it is appropriate to do so, the Company intends to comply with this provision in the same way that it currently complies with the 20 working days' notice provision applicable to Annual General Meetings.

Resolution 17 – Purchase of own shares

This special resolution, if passed, will authorise the Company to make market purchases of its own ordinary shares up until the conclusion of the Company's next Annual General Meeting or, if earlier, 30 September 2017, subject to specific conditions relating to price and volume.

Appendix 1 continued

The maximum number of ordinary shares which may be purchased under this authority is 11,831,853, representing approximately ten per cent. of the Company's issued ordinary share capital as at 21 July 2016 (being the latest date prior to publication of this document).

The minimum price which could be paid for a share would be its nominal value and the maximum price would be that permitted by the Financial Conduct Authority's listing rules or, in case of a tender offer, five per cent. above the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the terms of the tender offer are announced. In each case, the minimum and maximum prices exclude expenses.

The directors have no present intention of exercising this authority, but wish to have the flexibility to do so in the future. Shares would only be purchased if the directors believed that to do so would result in an improvement in earnings per share and would be in the best interests of shareholders generally. Any purchases would be made through the London Stock Exchange and purchased shares would be cancelled (in which case the number of shares in issue would thereby be reduced) or, alternatively, held in treasury, depending on which course of action is considered by the directors to be in the best interests of the shareholders at that time.

As at 23 June 2016, there were options or rights outstanding to subscribe for 4,435,841 new ordinary shares in the Company. This represents 3.76 per cent. of the Company's issued ordinary share capital at that date and would represent 4.17 per cent. of the Company's issued ordinary share capital if the authority had been exercised in full at that date.

Appendix 2

Directors' biographical details

Dr. John Lillywhite (aged 75), Chairman

John is a Fellow of the Institute of Management Accountants and has been in the Information Technology industry for over 50 years. In 1997 he stepped down as Group Finance Director of ICL (now Fujitsu Services) after a long career with the Group in which he worked in the UK, Europe, USA and the Far East filling roles in divisional management and various aspects of finance, including group CFO where he was responsible for acquisitions, disposals, start-ups and recovery programmes. John has been Chairman of seven start-up companies and is a trustee director for a large pension fund. John acts as a Non-Independent Non-Executive Chairman and sits on the Audit Committee, Nominations Committee and Remuneration Committee at Kainos.

Dr. Brendan Mooney (aged 49), Chief Executive Officer (CEO)

Brendan joined Kainos in 1989 as a graduate software engineer before moving into a number of technical and commercial roles in Dublin, London and USA. He was appointed CEO of Kainos in 2001. In addition to his role at Kainos, Brendan has been a NED at Meridio, Property News, the Probation Service for Northern Ireland and, until recently, was a serving Lay Magistrate. Brendan is the recipient of an Honorary Doctor of Science (DSc) in recognition of his services to business development. As CEO, Brendan is responsible for setting the strategic direction of the Group and for overseeing its profitable growth.

Richard McCann (aged 51), Chief Financial Officer (CFO)/Chief Operating Officer (COO)

Richard is a Fellow of the Institute of Chartered Accountants in Ireland and trained with Coopers & Lybrand, before moving in to industry with Galen Holdings plc. Richard joined Galen as financial controller of a start-up subsidiary in the US and subsequently became Senior Vice President in charge of Corporate Finance with responsibility for the organisation's acquisitions and investor relations. He served as the Managing Director of two subsidiaries in the Almac Group, including a US subsidiary that provides software development services for pharmaceutical companies. Richard joined Kainos in 2011, with over 20 years' experience in accounting and serves as the Chief Financial Officer and Chief Operating Officer.

Paul Gannon (aged 53), Senior Vice President (SVP) Sales

Paul studied Engineering at Trinity College, Dublin. Before joining Kainos, Paul spent four years in a sales role with ICL (now Fujitsu) in Dublin and prior to that worked as a management consultant for Accenture in London. He started his professional career working for Siemens in Munich. He joined Kainos in 1998 as the sales manager for Ireland. Paul subsequently took on a Group-wide role in strategy and marketing. Paul is the SVP Sales at Kainos, responsible for all product and service sales activities in Kainos.

Andy Malpass (aged 54), Independent Non-Executive Director

Andy graduated with a BA (Hons) in Accounting and Finance from Lancaster University and is a Fellow of the Chartered Institute of Management Accountants. He has over 30 years' experience in the software industry covering both private and public companies. Most recently, Andy served as Group Finance Director of Fidessa Group plc (formerly Royalblue Group plc) which he joined in 1995, and where he has also been Company Secretary. Andy acts as Senior Independent NED and chairs the Audit Committee.

Chris Cowan (aged 57), Independent Non-Executive Director

Chris holds an MA History from St Catharine's College, Cambridge. Chris runs a board advisory business focused on digital transformation and has previously served as Managing Director of Accenture's Telco, Media and Technology business in the UK; Accenture's Telco Industry Managing Director for EMEA; Chairman and CEO of Digiplug (an Accenture Digital business); and Managing Director of Value Partners Group's UK business. Chris acts as an Independent NED and sits on the Audit Committee, Nominations Committee and Remuneration Committee.

Tom Burnet (aged 48), Independent Non-Executive Director

Tom graduated with an MBA from the University of Edinburgh. Tom is CEO of AIM company accesso Technology Group plc, a leading supplier of technology platforms to the global leisure and attractions market, serving over 1,000 clients in 22 countries. Previously he was Managing Director of Serco's Defence Services division and Managing Director of QinetiQ's consultancy business. He started his career as the UK's youngest Army Officer serving in the Black Watch (R.H.R.) and is a member of the Queen's Bodyguard in Scotland. Tom acts as an Independent NED; he sits on the Nominations Committee and chairs the Remuneration Committee.

kainos.com

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