

NOTICE OF THE 2022 ANNUAL GENERAL MEETING KAINOS GROUP PLC

(incorporated in England and Wales under company number 9579188)

Notice of the 2022 Annual General Meeting of Kainos Group plc, to be held at Kainos House, 4-6 Upper Crescent, Belfast, BT7 1NT on **Wednesday 28 September 2022 at 10:30 a.m.**, is set out in this document.

Whether or not you propose to attend the meeting, please complete and submit a proxy appointment in accordance with the notes to this Notice of Annual General Meeting. To be valid, the proxy appointment must be received no later than **10:30 a.m. on Monday 26 September 2022**.

Appointment of a proxy will not prevent shareholders from attending and voting in person at the 2022 Annual General Meeting should they wish to do so.

A proxy may be appointed and votes cast electronically via www.signalshares.com or through the CREST electronic proxy appointment service (details of which are set out in notes 3 and 4 in the notes to this Notice of Annual General Meeting).

The Board considers the proposed resolutions as set out in this Notice of Annual General Meeting are likely to promote the success of the Company and are in the best interests of the Company and its shareholders as a whole. The Directors unanimously recommend that shareholders vote in favour of the resolutions as they intend to do in respect of their own beneficial holdings (save in respect of matters in which they are themselves interested) which amount in aggregate to 18,903,182 shares representing approximately 15% of the existing issued ordinary share capital of the Company as of 8 August 2022.

If you require assistance, please contact Link Group, whose contact details are set out in this document.

This document is important and requires your immediate attention

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own personal financial advice immediately from your stockbroker, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if you are not, from another appropriately authorised independent financial adviser.

If you have sold or transferred all of your shares, please pass this document and any other documents that accompany it as soon as possible to the purchaser or transferee or to the person who arranged the sale or transfer so that they can pass these documents to the person who now holds the shares. If you have sold or otherwise transferred only part of your holding, you should retain this document and its enclosures.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the seventh Annual General Meeting of Kainos Group plc (the **Company**) will be held at Kainos House, 4-6 Upper Crescent, Belfast, on Wednesday 28 September 2022 at 10:30 a.m. for the following purposes:

Ordinary Resolutions

To consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:

1. To receive the Company's audited accounts and financial statements and the auditor's and Directors' reports on the accounts and financial statements for the year ended 31 March 2022.
2. To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) for the year ended 31 March 2022.
3. To approve the Directors' Remuneration Policy (as contained in the Directors' Remuneration Report) for the year ended 31 March 2022.
4. To declare a final dividend of 15.1 pence per ordinary share in respect of the year ended 31 March 2022.
5. To re-elect Dr Brendan Mooney as a Director of the Company.
6. To re-elect Mr Richard McCann as a Director of the Company.
7. To re-elect Mr Andy Malpass as a Director of the Company.
8. To re-elect Mr Tom Burnet as a Director of the Company.
9. To re-elect Mrs Katie Davis as a Director of the Company.
10. To re-elect Mrs Rosaleen Blair as a Director of the Company.
11. To re-appoint KPMG as the Company's auditor.
12. To authorise the Audit Committee to agree the remuneration of the auditor of the Company.
13. To authorise the Directors generally and unconditionally, pursuant to section 551 of the Companies Act 2006 (the **Act**), to exercise all powers of the Company to allot shares in the Company and/or to grant rights to subscribe for, or to convert any security into shares in the Company:
 - (a) up to a maximum aggregate nominal amount of £206,825.30 (such amount to be reduced by the nominal amount of any equity securities (within the meaning of section 560 of the Act) allotted under paragraph (b) below; and
 - (b) comprising equity securities (within the meaning of section 560 of the Act) in connection with a 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 up to a maximum aggregate nominal amount of £413,650.59 (such amount to be reduced by any shares allotted or rights granted under subparagraph (a) above), provided that these authorities replace any existing authorities vested in the Directors on the date of this Notice of Annual General Meeting to allot shares and/or grant rights that remain unexercised at the commencement of the 2022 Annual General Meeting and unless renewed or revoked, shall expire on the earlier of the conclusion of the next Annual General Meeting of the Company and the close of business on 30 September 2023 but so as to enable the Company before such date to make offers or agreements which would or might require shares to be allotted and/or rights to be granted after such expiry and the Directors may allot shares and/or grant rights in pursuance of such offer or agreement as if the authorities conferred under this resolution had not expired.
14. To approve and authorise the Directors to adopt the amendments to the Kainos Group Performance Share Plan (the **PSP**), in the form produced to the meeting and initialled by the Chairman of the meeting for the purposes of identification.
15. To approve and authorise the Directors to adopt the Employee Stock Purchase Plan (the **ESPP Sub-Plan**) which forms a schedule to the Kainos Group plc SAYE Plan, in the form produced to the meeting, and to do all things that they consider necessary to operate the ESPP Sub-Plan.

Special Resolutions

To consider, and if thought fit, pass the following resolutions as Special Resolutions:

16. Subject to the passing of resolution 13 above, to empower the Directors in accordance with sections 570 to 573 of the Act, until the earlier of the conclusion of the next Annual General Meeting of the Company and the close of business on 30 September 2023, to make allotments of equity securities (as construed in accordance with section 560 of the Act) for cash under the authorities conferred by resolution 13 above or by way of sale of treasury shares, as if section 561 of the Act did not apply to any such allotment (or sale), such powers being limited to the allotment of equity securities or sale of treasury shares:
 - (a) in connection with an issue or offer by way of rights in favour of holders of equity securities and of any other person in proportion (as nearly as may be practicable) to their respective holdings or in accordance with the rights attaching thereto (but with such exclusions or

- other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements, the use of more than one currency for the making of payments in respect of such offer, record dates or other legal or practical problems in or under the laws of, or any requirements of any recognised regulatory body or stock exchange in, any territory or as regards shares held by an approved depositary or in issue in uncertificated form or otherwise however); and
- (b) otherwise than pursuant to sub-paragraph (a) above up to a maximum aggregate nominal amount of £31,023.79,
- save that the Company may, before expiry of those powers, make an offer or agreement which would, or might, require equity securities to be allotted after such expiry and the Directors may allot equity securities (and sell treasury shares) pursuant to any such offer or agreement as if the powers had not expired.
17. Subject to the passing of resolution 13, and in addition to the powers contained in resolution 16, to empower the Directors, until the earlier of the conclusion of the next Annual General Meeting of the Company and the close of business on 30 September 2023, to make allotment of equity securities (as construed in accordance with section 560 of the Act) for cash pursuant to the authorities that were conferred on the Directors by resolution 13 above or by way of sale of treasury shares as if section 561 of the Act did not apply to any such allotment or sale, such powers being limited to the allotment of equity securities or the sale of treasury shares:
- (a) up to a maximum aggregate nominal amount of £31,023.79; and
- (b) used only for the purposes of financing (or re-financing, if such re-financing occurs within six months after the date of the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice of Annual General Meeting,
- save that the Company may, before expiry of those powers, make an offer or agreement which would, or might, require equity securities to be allotted (and treasury shares to be sold) after such expiry and the Directors may allot equity securities (and sell treasury shares) pursuant to any such offer or agreement as if such powers had not expired.
18. That the Company is generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (as defined in section 693 of the Act) of its ordinary shares upon such terms and in such manner as the Directors of the Company shall determine provided that:
- (a) the maximum number of ordinary shares hereby authorised to be purchased is 12,409,518;
 - (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 shall be the higher of:
 - (i) 5% above the average of the middle market quotation of an ordinary share of the Company taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the purchase is made; and/or
 - (ii) the price of the last independent trade and the highest current independent trade on the trading venues where the purchase is carried out and the highest current independent bid on the trading venues where the purchase is carried out;
 - (d) the authority hereby conferred shall (unless previously renewed or revoked) expire on the earlier of the conclusion of the Company's next Annual General Meeting and the close of business on 30 September 2023;
 - (e) the Company may make a contract or contracts to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares in pursuance of any such contract or contracts as if the authority conferred had not expired.
19. That any general meeting of the Company, other than an Annual General Meeting, may be called by not less than 14 clear days' notice.

Registered office:

Kainos Group plc
2nd Floor
21 Farringdon Road
London EC1M 3HA

By order of the Board:

Gráinne Burns
Company Secretary
24 August 2022

NOTES

1. A member who is entitled to vote at the meeting is entitled to appoint one or more proxies to exercise all or any of such member's rights to vote on behalf of the member at the Annual General Meeting. Members may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. Members may not appoint more than one proxy to exercise rights attached to any one share. A proxy need not be a member of the Company.
2. The right of a member of the Company to vote at the meeting will be determined by reference to the register of members. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 and the Company's Articles of Association, the time by which a person must be entered on the register of members in order to have the right to vote at the Annual General Meeting is by the close of business on Monday 26 September 2022 (or, if the meeting is adjourned, at the close of business on the date two working days before the time fixed for the adjourned meeting). Changes to entries on the register of members after the relevant time will be disregarded in determining the rights of any person to attend or vote at the meeting.
3. A member may appoint a proxy online by following the instructions for the electronic appointment of a proxy at www.signalshares.com. You will need your Investor Code which is set out on your share certificate which is available from the Registrar. 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 to be received by 10:30 a.m. on Monday 26 September 2022. Members who hold their shares in uncertificated form may use the CREST electronic proxy appointment service to appoint a proxy electronically, as explained below. If you require assistance, please contact Link Group whose contact details are set out at Note 7 below.
4. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in 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 electronic proxy appointment 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 Link Group (ID RA10), as the Company's "issuer's agent", by 10:30 a.m. on Monday 26 September 2022. 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.
5. If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 10:30 a.m. on 26 September 2022 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

6. Appointing a proxy will not prevent a member from attending and voting in person at the meeting should they so wish.
7. Hard copy forms for the appointment of a proxy can be obtained by contacting the Company's Registrar Link Group on 0371 664 0300 or, from overseas, on +44 (0) 371 664 0300. Within the United Kingdom, calls are charged at standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 a.m. to 5:30 p.m., Monday to Friday, excluding public holidays in England and Wales. 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 10:30 a.m. on Monday 26 September 2022, to:
- UK based members:
FREEPOST PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL.
- Non-UK based members:
PXS1, Link Group, Central Square, 29 Wellington Street, Leeds, United Kingdom LS1 4DL.
8. 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 Act (**nominated person**) may have a right under an agreement between them 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, they 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.
9. 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 Act. 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.
10. As of 8 August 2022 (the latest practicable date prior to the printing of this document) (i) the Company's issued share capital consisted of 124,095,177 ordinary shares of 0.5 pence each, carrying one vote each, and (ii) the total voting rights in the Company were 124,095,177.
11. Voting on all resolutions at the 2022 Annual General Meeting will be by way of a poll rather than on a show of hands. Poll voting is in line with practice increasingly adopted by UK public companies and provides a more transparent method of voting. It will result in a more accurate reflection of the views of members by ensuring that every vote is recognised, including the votes of those members who are unable to attend but who have appointed a proxy for the meeting. On a poll each member has one vote for every share held.
12. 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 Act and subject to some exceptions, the Company must cause to be answered. Information relating to the meeting which the Company is required by the Act 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 in any proxy appointment form or on any website for communicating with the Company for any purpose in relation to the meeting other than as expressly stated in it.
13. It is possible that, pursuant to members' requests made in accordance with section 527 of the Act, the Company will be required to publish on a website a statement in accordance with section 528 of the 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 statement that the Company has been required to publish on its website.

APPENDIX 1

Explanatory notes to the business of the Annual General Meeting

Resolution 1 – Receipt of the audited accounts and reports

The Companies Act 2006 (the **Act**) requires the directors of a public company to lay before the company in general meeting copies of the directors' report, the independent auditor's report and the audited financial statements of the company in respect of each financial year. The Company proposes, as an ordinary resolution, a resolution to receive its audited accounts and reports for the financial year ended 31 March 2022 (the 2022 Annual Report).

Resolution 2 – Approval of the Directors' Remuneration Report

In accordance with the Act, shareholders are invited to approve the Directors' Remuneration Report for the financial year ended 31 March 2022. The Directors' Remuneration Report is set out in the 2022 Annual Report on pages 65 to 83. The vote on this resolution is advisory only and the Directors' entitlement to remuneration is not conditional on its being passed. For the purposes of this resolution, the Directors' Remuneration Report does not include the Directors' Remuneration Policy (which is set out on pages 68 to 74 of the 2022 Annual Report).

Resolution 3 – Approval of the Directors' Remuneration Policy

In accordance with the Act, the Company proposes an ordinary resolution to approve the Directors' Remuneration Policy contained within the Directors' Remuneration Report. The proposed policy is set out on pages 68 to 74 of the 2022 Annual Report.

The Act 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 Company's current remuneration policy was last approved by shareholders at the 2019 Annual General Meeting. Accordingly, this year shareholders are invited to approve a revised policy. The proposed 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 2022 of 15.1 pence per ordinary share. If approved by ordinary resolution of the shareholders, the dividend will be payable on 28 October 2022 to shareholders on the register of members as at the close of business on 7 October 2022.

Resolutions 5-10 – Election and re-election of Directors

Resolutions 5 to 10 relate to the retirement and subsequent re-election of the Company's Directors. Under Article 95 of the Company's Articles of Association, one-third of the Directors shall retire at the Annual General Meeting held in the third calendar year following the year in which they were elected or last re-elected but, unless otherwise agreed, shall be eligible for re-election. Notwithstanding the requirements prescribed by the Company's Articles of Association, the Board has agreed that in accordance with the UK Corporate Governance Code (the **Code**), the entire Board will offer themselves for re-election at the 2022 Annual General Meeting and separate resolutions will be proposed for each.

Following completion of the Company's annual board evaluation exercise, it is the view of the Board that the Executive and Non-Executive Directors offering themselves for re-election continue to perform effectively, make a positive contribution and demonstrate commitment to their roles and that it is appropriate for them to continue to serve as Directors of the Company. The Board accordingly supports the re-election of those Directors. Taking into account the independence criteria set out in the Code, the Board considers Tom Burnet, Andy Malpass, Katie Davis and Rosaleen Blair to be independent in character and judgement.

Further information relating to the experience, skills and background of each of the Directors standing for election or re-election is set out in Appendix 2.

Copies of the contracts of service between the Directors and the Company are available for inspection at the registered office of the Company during usual business hours on each business day.

Resolutions 11 and 12 – Re-appointment and remuneration of the auditor

The Company is required to appoint or re-appoint an auditor at each Annual General Meeting at which its audited accounts and reports are presented to shareholders. The Audit Committee has recommended to the Board, and resolution 11 therefore proposes, the re-appointment of KPMG as auditor (to hold office until the next such meeting). The Audit Committee has confirmed to the Board that its recommendation is free from third party influence, and that no restrictive

contractual provisions have been imposed on the Company limiting the choice of auditor. Resolution 12 authorises the Audit Committee to determine KPMG's remuneration.

Resolution 13 – 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 2022 Annual General Meeting 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) in connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount of £413,650.59 (representing approximately 66% of the Company's issued ordinary share capital as of 8 August 2022 (being the latest practicable date prior to publication of this document)) (such amount being reduced by any shares allotted or rights granted under sub-paragraph (a) of the resolution); and (ii) in other situations up to an aggregate nominal amount of £206,825.30 (representing approximately 33% of the Company's issued ordinary share capital as of 8 August 2022 (being the latest practicable date prior to publication of this document)) (such amount being reduced by the amount of any shares allotted or rights granted under sub-paragraph (b) of the resolution in excess of 33% of the Company's issued ordinary share capital). In each case, the authority lasts until the close of business on 30 September 2023 or, if earlier, until the end of the next Annual General Meeting.

These authorities succeed those granted in 2021.

The Directors have no current intention to exercise these authorities; however it is considered prudent to maintain the flexibility that these authorities provide (especially in case appropriate opportunities arise). If they do exercise these authorities, the Directors intend to follow best practice regarding their use, as recommended by the Investment Association.

As of 8 August 2022, the Company did not hold any treasury shares.

Resolution 14 – Approval of Amendments to Kainos Group Performance Share Plan

The Company currently operates a UK tax advantaged Share Incentive Plan (the **UK SIP**), under which all eligible UK employees may be awarded shares with a value of up to £3,600 per year. The Company would like to implement a similar arrangement for employees in the United States of America and can mirror the structure of UK SIP share awards by granting conditional share awards under the Kainos Group Performance Share Plan (the **PSP**).

However the Company is obliged to set performance conditions for awards granted under the PSP and the Company is therefore seeking your approval for amendments to the PSP to remove the obligation to set performance conditions for awards which the Company has designated as "all-employee free share awards".

A summary of the proposed amendments to the PSP is set out in Appendix 3.

Resolution 15 – Approval of the ESPP Sub-Plan as a schedule to the Kainos Group plc SAYE Plan

The Company currently operates the Kainos Group plc SAYE Plan for all eligible employees in the UK and wishes to implement a similar arrangement for employees in the USA. The Company proposes to implement an Employee Stock Purchase Plan (the **ESPP Sub-Plan**) for all eligible employees in the USA. The ESPP Sub-Plan is similar in nature to the SAYE and provides the opportunity for employees to acquire shares in the Company in a tax advantaged manner.

To satisfy certain tax and securities laws requirements in the USA, the Company is required to obtain shareholder approval for the ESPP Sub-Plan. A summary of the principal terms of the ESPP Sub-Plan is included in Appendix 4.

Resolutions 16 and 17 – Disapplication of pre-emption rights

Resolutions 16 and 17 are special resolutions which, if passed, will disapply statutory pre-emption rights and enable the Directors to allot shares in the Company, or to sell any shares out of treasury, for cash, without first offering those shares to existing shareholders in proportion to their existing shareholdings.

The proposed resolutions essentially replicate the powers which were granted at last year's Annual General Meeting (and which will expire at the 2022 Annual General Meeting). Such powers reflect the Statement of Principles published by the Pre-Emption Group in March 2015, which provide that a company may seek power to allot on a non-pre-emptive basis for cash shares in any one year representing: (i) no more

APPENDIX 1 CONTINUED

than 5% of the company's issued ordinary share capital in any one year; and (ii) no more than an additional 5% of the company's issued ordinary share capital provided that such additional power is only used in connection with an acquisition or specified capital investment. In line with best practice the Company has structured its pre-emption disapplication request as two separate resolutions.

If resolution 16 is passed, it will permit the Directors to allot ordinary shares on a non-pre-emptive basis and for cash both in connection with a rights issue or similar pre-emptive issue and, otherwise than in connection with any such issue, up to a maximum aggregate nominal amount of £31,023.79. This amount represents not more than 5% of the Company's issued ordinary share capital (excluding treasury shares) as of 8 August 2022 (being the latest practicable date prior to publication of this document). This resolution will permit the Directors to allot any such shares for cash in any circumstances (whether or not in connection with an acquisition or specified capital investment).

If resolution 17 is passed, it will allow the Directors an additional power to allot ordinary shares on a non-pre-emptive basis and for cash up to a further maximum aggregate nominal amount of £31,023.79. This amount represents not more than 5% of the Company's issued ordinary share capital (excluding treasury shares) as of 8 August 2022 (being the latest practicable date prior to publication of this document). The Directors shall use any power conferred by resolution 17 only in connection with an acquisition or specified capital investment (of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice) which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period and is disclosed in the announcement at the time.

The Board confirms its intention to follow the provisions of the 2015 Statement of Principles regarding cumulative usage of authorities within a rolling three-year period. Those Principles provide that a company should not issue shares for cash (other than to satisfy share scheme requirements) representing more than 7.5% of the company's issued share capital in any rolling three-year period, other than to existing shareholders, without prior consultation with shareholders. This limit excludes any ordinary shares issued pursuant to a general disapplication of pre-emption rights in connection with an acquisition or specified capital investment.

Resolution 18 – 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, the close of business on 30 September 2023, subject to specific conditions relating to price and volume. The maximum number of ordinary shares which may be purchased under this authority is 12,409,518, representing approximately 10% of the Company's issued ordinary share capital as of 8 August 2022 (being the latest date prior to publication of this document).

The Company's exercise of this authority is subject to the upper and lower limits on the price payable set out in the resolution.

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 of 8 August 2022, the total number of options to subscribe for ordinary shares amounted to 2,301,228, which represents 1.85% of the Company's issued ordinary share capital at that date. The Company does not hold any treasury shares. If the authority being sought by resolution 18 were to be fully exercised, these options would represent 2.06% of the Company's issued ordinary share capital (excluding treasury shares) at that date.

Resolution 19 – 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 exceptionally where it is merited by the business of the meeting and is considered to be in the interests of shareholders as a whole.

APPENDIX 2

Directors' biographical details

Dr Brendan Mooney (aged 55)

Chief Executive Officer (CEO)

Brendan joined Kainos in 1989 as a trainee software engineer before moving into several technical and commercial roles in Dublin, London and the US. He was appointed CEO of Kainos in 2001. In addition to his role at Kainos, Brendan has served as a Non-Executive Director on several private technology companies, at the Probation Service for Northern Ireland and was a serving Lay Magistrate. Brendan has received both an Honorary Doctor of Science (DSc) and an Honorary Doctor of Economics (DSc Econ) in recognition of the contribution that Kainos has made to the economy. Brendan was appointed to the Board on the Company's admission to the market, on 10 July 2015. Brendan acts as an Executive Director and is the CEO.

Richard McCann (aged 57)

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 into 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. Richard was appointed to the Board on the Company's admission to the market on 10 July 2015. Richard acts as an Executive Director and is the Chief Financial Officer and Chief Operating Officer.

Andy Malpass (aged 60)

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. In June 2018, Andy was appointed as a Non-Executive Director and chair of the Audit Committee of accesso Technology Group plc. Andy was appointed to the Board on the Company's admission to the market on 10 July 2015. Andy acts as an Independent Non-Executive Director and is Chair of the Audit Committee.

Tom Burnet (aged 54)

Independent Non-Executive Director

Tom graduated with an MBA from the University of Edinburgh. In addition to his responsibilities at Kainos, Tom is Non-Executive Chairman of The Baillie Gifford US Growth Trust plc and Non-Executive Chairman at Aker Systems. He is also a Non-Executive Director for the BMO Private Equity Trust. 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 was appointed Company Chair on 26 September 2019. Tom acts as an Independent Non-Executive Chairman and Chair of the Nominations Committee. He is also a member of the Remuneration Committee.

Katie Davis (aged 57)

Independent Non-Executive Director

Katie holds a BS in Electrical Engineering from the University of Illinois at Champaign/Urbana. Katie is an experienced leader with a strong track record for delivery in both the public and private sectors. She joined Accenture's Chicago office in 1987, moving to London in 1988 and becoming a partner in Accenture's Customer Relationship Management practice in 2000.

In 2005, Katie joined the Cabinet Office with responsibility for increasing the capacity and capability of UK central government and the wider public sector, to deliver large-scale IT-enabled business change. Katie subsequently held several senior positions in the Cabinet Office, Home Office, Department of Health and NHS. In 2012, Katie was named one of the 25 most influential women in IT by Computer Weekly.

Katie was appointed to the Board on 28 November 2019. Katie acts as an Independent Non-Executive Director and is a member of the Audit Committee, the Nominations Committee and the Remuneration Committee. Katie assumed the role of chair of the Remuneration Committee, with effect from 1 September 2020.

Rosaleen Blair (aged 56)

Independent Non-Executive Director

Rosaleen is the Founder and Chair of Alexander Mann Solutions (AMS), a pioneer in the global workforce solutions industry. She served as CEO of AMS for 23 years, leading the business from a start-up to a global business working in partnership with clients such as Deloitte, HSBC, Novo Nordisk, Rolls-Royce and Santander. AMS has 8,000 employees operating in 90 countries.

A serial entrepreneur and adviser to numerous companies, Rosaleen is also the Chair of Everywoman, an organisation dedicated to the advancement of women in business. Rosaleen is involved in several not-for-profit initiatives, notably serving as Chair of the London Irish Centre and as an Enterprise Fellow of the Prince's Trust. She is the returning Chair of EY's World Entrepreneur of the Year Awards in 2022.

Rosaleen is recognised as an industry leader and entrepreneur, winning numerous awards including Veuve Clicquot Businesswoman of the Year (2007) and EY London Entrepreneur of the Year (2006).

She was awarded a CBE for services to business and recruitment in the New Year's Honours in 2017.

Rosaleen was appointed to the Board on 1 January 2021. Rosaleen acts as an Independent Non-Executive Director and is a member of the Nominations Committee, the Remuneration Committee and with effect from 23 September 2021, the Audit Committee.

APPENDIX 3

Summary of the proposed amendment to the Kainos Group Performance Share Plan

The Company currently operates a UK tax advantaged Share Incentive Plan (the **UK SIP**), under which all eligible UK employees may be awarded shares with a value of up to £3,600 per year. The Company wishes to implement a similar arrangement for employees in the United States of America by mirroring the UK SIP as closely as possible.

The Company intends to do this by granting conditional share awards under the Kainos Group Performance Share Plan (the **PSP**) to US employees on terms which are similar to the free shares awarded under the UK SIP. This requires that any awards are not subject to the satisfaction of performance conditions, something which the PSP does not currently cater for. It is therefore proposed that the rules of the PSP are amended to facilitate the grant of awards which are

not subject to the satisfaction of performance conditions, provided that the Company has designated the award as an "all-employee free share award" on terms which are similar to the UK SIP free share awards.

California participants

The PSP includes specific provisions for employees resident in the state of California (**California employees**) to satisfy securities laws requirements therein. These provisions relate to the maximum number of shares which may be issued to California employees, the period of time California employees have in order to exercise an option following the cessation of employment and a requirement that options will be adjusted in the event of any variation of the company's share capital including a share split, reverse share split, share dividend, recapitalisation or reclassification or distribution of the shares.

APPENDIX 4

Summary of the proposed terms of the ESPP Sub-Plan to the Kainos Group plc SAYE Plan

Introduction

The Company has previously operated the Kainos Group plc SAYE Plan (the **SAYE**) successfully in the UK. Subject to approval of the proposed amendments to the SAYE at the Company's 2022 Annual General Meeting, it is proposed that the SAYE will be extended to include employees within the United States of America. It is proposed that the SAYE is amended such that employees in the USA would be able to participate within a tax advantaged Employee Stock Purchase Plan (the **ESPP Sub-Plan**), which provides both employees and the Company with tax advantages in the USA.

The ESPP Sub-Plan will be operated on similar terms to the SAYE, amended to reflect the requirements of the relevant US legislation, and this Appendix 4 provides a summary of the principal terms of the ESPP Sub-Plan.

A full summary of the SAYE may be found in the Company's Prospectus dated 7 July 2015.

Overview

The ESPP Sub-Plan is a tax advantaged share plan in the USA which gives participating employees the opportunity to acquire ordinary shares in the Company (**Shares**). The ESPP Sub-Plan will be administered by

the Board of Directors, or a committee appointed by the Board, and references in this summary to Board should be read accordingly.

Shares may be acquired using savings of the local currency equivalent of up to £500 per month, or such other amount permitted under the relevant legislation governing the ESPP Sub-Plan from time to time, (the **ESPP Savings Limit**) over a fixed period of up to 27 months.

Employees will consent to deductions from their after-tax pay and the deductions from pay will be accumulated over a Savings Period (the **Savings Period**) of up to 27 months. The Savings Period is called an Offering Period for the purposes of the ESPP Sub-Plan. At the end of the Savings Period, the accumulated savings will be used to exercise an option to acquire shares.

Savings Period

Under the ESPP Sub-Plan, employees will be required to make regular savings over the Savings Period. Where employees are saving in a currency other than sterling and where the exercise price is set in sterling, the Board may allow employees to make a top-up payment from their own funds at the end of the Savings Period where the amount of their savings would otherwise be insufficient to exercise their option in full as a result of exchange rate movements.

Holding Period

Under the ESPP Sub-Plan, the Board has discretion to impose a Holding Period for any Shares acquired at the end of a Savings Period in order to ensure that beneficial tax treatment is obtained by the Company and employee. The Holding Period will be a period of up to 12 months, commencing on the acquisition of Shares. The employee will not be able to sell their Shares during the Holding Period.

Eligibility

Any employee of the Company and any of its subsidiaries which qualify for participation in the ESPP Sub-Plan, (a **Participating Company**), may apply to be granted options on any occasion the Company issues invitations.

However, the Board may exclude the following employees from participation:

- (a) any employee who has not been in employment with a Participating Company for a period of up to four years and three hundred and thirty days, ending on the date of invitation; and
- (b) any employee whose customary employment is not more than five months per calendar year and more than twenty hours per week.

Grant of options

Options will be granted following the issue of invitations by the Board over the maximum number of shares that may be acquired at the exercise price using the accumulated savings over the Savings Period and options must not have a term exceeding 10 years.

Purchase price

The savings accumulated during the Savings Period can be used to exercise an option to acquire shares at an exercise price set at the date of invitation or on the date on which shares are to be acquired. The exercise price may not be less than 85% (or such other percentage as may be permitted by the relevant US legislation from time to time) of the market value of a share on the date of invitation or the date on which shares are acquired, as applicable.

When calculating the market value of a share for setting the exercise price, the Company may only use share prices from an open period and may set the exercise price in GBP or USD, using an exchange rate determined by the Board, where relevant.

Participating employees are not required to purchase shares at the end of the Savings Period, and may choose to withdraw from the Savings Period and have their savings returned to them at any time.

Exercise of options

Ordinarily, an option will be automatically exercised as soon as practicable following the end of the Savings Period.

Cessation of employment

If an employee dies, their personal representatives will normally have up to 12 months from the date of death within which to exercise the option.

Options may also be exercised early for a period of up to three months (subject to the expiry of the Savings Period) from the date the employee ceases employment because of: (i) injury or disability; (ii) redundancy or retirement; or (iii) the sale of the entity that employs the participant out of the Group.

If a participant ceases employment with the Group in any other circumstances, any option held by the participant will lapse on the date on which the participant ceases employment.

Corporate events

Options may be exercised early in the event of a corporate event. Alternatively, options may be exchanged (with the agreement of the acquiring company) for equivalent options over shares in the acquiring company. Options will be exchanged (or will lapse) in the event of an internal reorganisation.

Overall plan limits

Options may be satisfied using newly issued shares, treasury shares or shares purchased in the market.

In any ten-year period, the number of shares which may be issued under the ESPP Sub-Plan and under any other employees' share plan adopted by the Company may not exceed 10% of the issued share capital of the Company from time to time, subject to an overall limit in the number of shares which may be made available for purchase under the ESPP Sub-Plan of 12,409,517.

Shares held in treasury will be treated as newly issued for the purpose of this limit until such time as guidelines published by institutional investor representative bodies determine otherwise.

This limit may be adjusted in the event of a variation of the Company's share capital or similar events (see "Adjustments" below).

Adjustments

In the event of any variation of the Company's share capital by way of capitalisation, rights issue, consolidation or reduction, the Board may make such adjustments as it considers appropriate to the number of shares subject to an option and the exercise price applicable to an option.

Any adjustment would be in accordance with the relevant US legislation governing the grant of options under the ESPP Sub-Plan.

APPENDIX 4 CONTINUED

Amendment, Termination and Further Terms of the ESPP

The Board may amend the ESPP Sub-Plan, provided that prior approval of the Company's shareholders in a general meeting will be required for amendments to the advantage of participants relating to eligibility, limits, the basis for determining a participant's entitlement to, and the terms of, the shares subject to an option and the adjustments that may be made following a rights issue or any other variation of capital. Any amendment would be in accordance with the relevant US legislation governing ESPP options.

However, any minor amendment to benefit the administration of the ESPP Sub-Plan or which is necessary or desirable to comply with or take account of any applicable legislation or statutory regulations or change or to enable the ESPP Sub-Plan to continue to qualify as an employee stock purchase plan or to take into account legislative changes, or to obtain or maintain favourable tax treatment, exchange control or regulatory treatment may be made by the Board without shareholder approval.

The following documents will be available for inspection at the place of the Annual General Meeting from at least 15 minutes before the Annual General Meeting until it ends, and on the National Storage Mechanism from the date of this notice of Annual General Meeting:

- the Kainos Group Performance Share Plan; and
- the Kainos Group plc SAYE Plan.

California participants

The ESPP Sub-Plan includes specific provisions for employees resident in the state of California (**California employees**) to satisfy securities laws requirements therein. These provisions relate to the maximum number of Shares which may be issued to Californian employees, the period of time Californian employees have in order to exercise an Option following the cessation of employment and a requirement that options will be adjusted in the event of any variation of the company's share capital including a share split, reverse share split, share dividend, recapitalisation or reclassification or distribution of the Shares.

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