

PLEASE READ CAREFULLY THE NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING AND THE NOTES BELOW BEFORE COMPLETING THIS FORM. PLEASE USE BLOCK CAPITALS.

I/We .....

of .....

.....

being a member of Kainos Group plc (the "Company") hereby appoint the Chairman of the meeting or (see **note 3**)

.....

as my/our proxy to exercise all or any of my/our rights to attend, to speak and to vote on my/our behalf at the Annual General Meeting of the Company to be held on Thursday 22 September 2016 at 9.30am at The Europa Hotel, Great Victoria St, Belfast BT2 7AP (the "Meeting").

Number of shares (see **note 4**): .....

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote (or abstain from voting) at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the Meeting.

Please tick the box if this proxy appointment is one of multiple appointments being made (see **notes 5 and 6**)

PLEASE CLEARLY MARK THE BOXES BELOW TO INSTRUCT YOUR PROXY HOW TO VOTE (see **note 7**)

**Ordinary resolutions**

	<b>For</b>	<b>Against</b>	<b>Withheld</b>
1. To receive the Directors' Report and Financial Statements	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the directors' remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the directors' remuneration policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To declare a final dividend of 4.2 pence per ordinary share	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To elect Dr John Lillywhite as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To elect Dr Brendan Mooney as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To elect Richard McCann as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To elect Paul Gannon as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To elect Andy Malpass as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To elect Chris Cowan as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To elect Tom Burnet as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To re-appoint Deloitte LLP as auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To authorise the directors to determine the auditor's remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To authorise the directors to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Special Resolutions**

15. To disapply pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. To approve the calling of a general meeting (other than an AGM) on not less than 14 clear days' notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. To authorise the repurchase of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Dated: ..... 2016      Signature: ..... (see **note 10**)

## Notes

1. A member must be registered on the register of members as the holder of ordinary shares by 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.
2. 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 or her, as their proxy to exercise all or any of his rights to attend and to speak and vote at the Meeting.
3. The Chairman of the Meeting has been inserted as willing to act as proxy for members unable to attend the Meeting in person, but the form may be used for the appointment of any other person (who need not be a member of the Company) by deleting the words "the Chairman of the meeting or" and inserting the full name of the proxy of your choice in the space provided. If you sign and return this proxy form with no name inserted in the space provided, the Chairman of the Meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the Meeting and are aware of your voting intentions. If you wish for your proxy to make any comments on your behalf at the Meeting, you will need to appoint someone other than the Chairman of the Meeting and give them the relevant instructions directly. Appointing a proxy will not prevent a member from attending and voting in person at the Meeting should he or she so wish.
4. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the space provided next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or, in the case of a corporate member, the full voting entitlement for each relevant designated account).
5. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares you hold. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you may photocopy this form.  
Please indicate in the space provided next to the proxy holder's name the number of shares in relation to which that proxy is authorised to act. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned together in the same envelope.
6. When two or more valid proxy forms are received for the same share for use at the Meeting, the one which is last validly received (regardless of its date or the date of its execution) shall be treated as replacing and revoking the other(s) as regards that share. If the Company is unable to determine which of any such two or more valid proxy forms was last received, none of them shall be treated as valid in respect of that share.
7. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To withhold your vote on a resolution, select the relevant "Withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes 'for' or 'against' the resolution. If no voting indication is given, your proxy will vote (or abstain from voting) at his or her discretion. Your proxy will also vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the Meeting.
8. To be valid, a hard copy proxy form must be completed in accordance with these instructions and 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](http://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 below. Appointing a proxy will not prevent a member from attending and voting in person at the meeting should he so wish.
9. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) online or via the CREST system, you should follow the procedures set out in the notes to the Notice of Meeting and make the appointment(s) or give the instruction so as to be received at the address and by the time stated in the notes to the Notice of Meeting.
10. The proxy form must be signed by the member appointing the proxy or by the member's duly authorised attorney or, if the member is a corporation, the form must be executed under the corporation's seal or signed under the hand of its duly authorised officer or attorney or other person(s) authorised to sign it.
11. In the case of joint holders, the vote of the senior joint holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of any other joint holders. For these purposes, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.