

## KAINOS GROUP PLC

### AGM 2016 PROXY RESULTS

No.	Resolution	For (Including Discretionary)	Against	% For (Including Discretionary)	Withheld	Total votes cast (excluding withheld)
1.	To receive the audited accounts and the auditor and directors' reports for the year ended 31 March 2016	86,276,790	1,500	99.99	40,174	86,278,290
2.	To approve the directors' remuneration report	86,094,388	223,575	99.74	500	86,317,963
3.	To approve the directors' remuneration policy	86,048,913	256,150	99.70	13,400	86,305,063
4.	To declare a final dividend of 4.2 pence per ordinary share	86,318,464	0	100	0	86,318,464
5.	To elect Dr. John Lillywhite as a director	86,119,901	182,915	99.79	15,648	86,302,816
6.	To elect Dr. Brendan Mooney as a director	86,169,493	147,045	99.83	1,926	86,316,538
7.	To elect Richard McCann as a director	86,163,462	153,076	99.82	1,926	86,316,538
8.	To elect Paul Gannon as a director	85,486,830	829,708	99.04	1,926	86,316,538
9.	To elect Andy Malpass as a director	86,260,849	55,689	99.94	1,926	86,316,538
10.	To elect Chris Cowan as a director	86,138,333	178,205	99.79	1,926	86,316,538
11.	To elect Tom Burnet as a director	86,187,233	129,305	99.85	1,926	86,316,538
12.	To re-appoint Deloitte LLP as auditor	86,263,953	54,511	99.94	0	86,318,464
13.	To authorise the Directors to determine the auditor's remuneration	86,246,535	71,929	99.92	0	86,318,464
14.	To authorise the Directors to allot shares	86,193,442	125,022	99.86	0	86,318,464
15.	To disapply pre-emption rights	86,282,138	32,326	99.96	4,000	86,314,464
16.	To approve the calling of a general meeting (other than an AGM) on not less than 14 clear days' notice	85,861,675	452,788	99.48	4,000	86,314,463
17.	To authorise the repurchase of shares.	86,292,611	21,853	99.97	4,000	86,314,464

**Notes:**

- A "vote withheld" is not a vote in law and is not counted in the total number of votes cast on a resolution or in the calculation of the percentages of the votes cast for or against a resolution.
- Resolutions 1-14 were ordinary resolutions and resolutions 15 -17 were special resolutions.
- The Company's issued share capital on 22 September 2016 was 118,318,533 ordinary shares.