



Notice of the 2017 Annual General Meeting Kainos Group plc

(incorporated in England and Wales under company number 9579188)

Notice of the 2017 Annual General Meeting of Kainos Group plc, to be held at Riddel Hall, 185 Stranmillis Road, Belfast, BT9 5EE on **Thursday 28 September 2017 at 9.30am**, is set out 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 4 and 5. 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 26 September 2017.

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.

Notice of Annual General Meeting

Notice is given that the 2017 Annual General Meeting of Kainos Group plc (the **Company**) will be held at Riddel Hall, 185 Stranmillis Road, Belfast BT9 5EE on Thursday 28 September 2017 at 9.30am to transact the business set out below. Resolutions 1 to 13 below will be proposed as ordinary resolutions and resolutions 14 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 2017.
2. To approve the directors' remuneration report (excluding the directors' remuneration policy) for the year ended 31 March 2017.
3. To declare a final dividend of 4.4 pence per ordinary share in respect of the year ended 31 March 2017.
4. To re-elect Dr John Lillywhite as a director.
5. To re-elect Dr Brendan Mooney as a director.
6. To re-elect Richard McCann as a director.
7. To re-elect Paul Gannon as a director.
8. To re-elect Andy Malpass as a director.
9. To re-elect Chris Cowan as a director.
10. To re-elect Tom Burnet as a director.
11. To re-appoint Deloitte LLP as auditor.
12. To authorise the directors to determine the auditor's remuneration.
13. 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 £395,062, 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 2018 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

14. That, subject to the passing of resolution 13 in the notice of this meeting, the directors be and are hereby authorised to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash under the authority conferred by resolution 13 and/or to sell ordinary shares held by the Company as treasury shares as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, provided that such authority shall be limited to:
 - (a) the allotment of equity securities in connection with rights issues, open offers or other pre-emptive offers in favour of holders of equity securities 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, 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 depository or in issue in uncertified form or otherwise however); and
 - (b) the allotment of equity securities (otherwise than pursuant to sub-paragraph (a) above) to a maximum nominal value of £29,630. This amount to be not more than 5% of the issued share capital (excluding treasury shares),

such power shall expire at the end of the next Annual General Meeting of the Company or if earlier, at the close of business on 28 December 2018, but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would,

or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

15. That, subject to the passing of resolution 13, and in addition to the power contained in resolution 14, the directors be and are hereby authorised to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash, either under the authority conferred by resolution 13 and/or to sell ordinary shares held by the Company as treasury shares as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, provided that such authority shall be limited to:

(a) the allotment of equity securities or sale of treasury shares up to a maximum aggregate of £29,630. This amount to be not more than 5% of the issued share capital (excluding treasury shares); and

(b) used only for the purposes of financing (or re-financing, if the power is to be exercised 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,

such power shall expire at the end of the next Annual General Meeting of the Company or if earlier, at the close of business on 28 December 2018, but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

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 the Companies Act 2006) 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 11,851,866;

(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 will not exceed the higher of:

5% above the average closing price of such shares on the London Stock Exchange's Daily Official List for the five business days prior to the date of purchase; or

the higher of the price of the last independent trade and the highest current independent bid, as stipulated by Regulatory Technical Standards adopted by the European Commission under Article 5(6) of the Market Abuse Regulation.

(d) This authority shall expire on 30 September 2018 or, if earlier, on the conclusion of the Company's next Annual General Meeting; and 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
4 August 2017

Notes

1. **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.**
2. 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 26 September 2017 in order to be entitled to attend and vote at the meeting as a member in respect of those shares.
3. 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 26 September 2017, 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.signalshares.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.

4. 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.
5. As at 26 July 2017 (the latest practicable date prior to the printing of this document) (i) the Company's issued share capital consisted of 118,518,662 ordinary shares, carrying one vote each, and (ii) the total voting rights in the Company were 118,518,662.
6. 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.
7. 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 the Companies Act 2006 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 26 September 2017. 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
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 16 August 2017, 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.

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.

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 2017 (the **2017 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 2017. The directors' remuneration report is set out on pages 17 to 25 of the 2017 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 – Declaration of a final dividend

The directors are recommending payment of a final dividend for the financial year ended 31 March 2017 of 4.4 pence per ordinary share. If approved by ordinary resolution of the shareholders, the dividend will be paid on 20 October 2017 to shareholders on the register of members as at the close of business on 22 September 2017.

Resolutions 4 to 10 – Re-election of directors

Resolutions 4 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. In addition, and being a UK listed company, the Board has agreed that in accordance with paragraph B.7.1 of the Code, the entire Board will offer themselves for re-election each year. All the current Directors will be retiring and offering themselves for re-election in 2017. Separate resolutions will be proposed for each of these elections.

The Chairman confirms that 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. Taking into account the independence criteria set out in paragraph B.1.1 of the Code, the Board considers Andy Malpass, Chris Cowan and Tom Burnet to be independent in character and judgement. The Chairman, John Lillywhite, does not meet the independence criteria set out in the Code, however the Board considers his long experience as Chairman of the Board of Kainos Software Limited (which, prior to the IPO, was the parent company of the Group) will be of benefit to the Board in providing continuity of knowledge of the Group. John Lillywhite intends to remain as Chairman of the Board in the medium term, and the Group will consider the appointment of a Deputy Chairman next year. Further information relating to the experience, skills and background of each of the directors is set out at Appendix 2 to this document.

Resolutions 11 and 12 – 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 11, therefore, proposes the reappointment of Deloitte LLP as auditor (to hold office until the next such meeting). Resolution 12 authorises the directors to determine Deloitte'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 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 £395,062 (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 £197,531 (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 £395,062 (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 26 July 2017 (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 2018 or, if earlier, at the conclusion of the Company's next Annual General Meeting.

Resolutions 14 & 15 – Disapplication of pre-emption rights

Resolutions 14 and 15 are special resolutions which, if passed, will 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. In March 2015, the Pre-Emption Group published a revision of its Statement of Principles. In addition to restating the customary 5% limit on the issuance of shares for cash on a non pre-emptive basis, the 2015 Statement of Principles introduced greater flexibility for companies to undertake non pre-emptive issues for cash in connection with acquisitions and specified capital investments. This relaxation allows companies the opportunity to finance expansion opportunities as and when they arise. The 2015 Statement of Principles provides that a company may now seek power to issue on a non pre-emptive basis for cash equity securities representing: (i) no more 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 of specified capital investment. In line with best practice the Company has structured its pre-emption disapplication request as two separate resolutions.

If resolution 14 is passed, it will permit the directors to allot ordinary shares on a non-pre-emptive basis and for cash (otherwise than in connection with a rights issue or similar pre-emptive issue) up to a maximum nominal amount of £29,630. This amount represents 5% of the Company's issued ordinary share capital as at 26 July 2017 (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 15 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 nominal amount of £29,630. This amount represents 5% of the Company's issued ordinary share capital as at 26 July 2017 (being the latest practicable date prior to publication of this document). The directors shall use any power conferred by resolution 15 only in connection with an acquisition or specified capital investment 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.

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 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.

Appendix 1 continued

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 2018, subject to specific conditions relating to price and volume.

The maximum number of ordinary shares which may be purchased under this authority is 11,851,866, representing approximately ten per cent. of the Company's issued ordinary share capital as at 26 July 2017 (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 at 26 July 2017, there were options or rights outstanding to subscribe for 4,814,888 new ordinary shares in the Company. This represents 4.1 per cent. of the Company's issued ordinary share capital at that date and would represent 3.9 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 76), **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. In 2011 he was awarded an Honorary Doctorate from Queen's University, Belfast for services to commerce and industry. 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 50), **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 52), **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 54), **Senior Vice President (SVP) Business Development**

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, and until March 31 2017 was SVP Sales, responsible for all product and service sales activities in Kainos. He is currently the SVP Business Development at Kainos, responsible for identifying new markets and opportunities for the Group.

Andy Malpass (aged 55), **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.

Appendix 2 continued

Chris Cowan (aged 58),

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 49),

Independent Non-Executive Director

Tom graduated with an MBA from the University of Edinburgh. Tom is Executive Chairman 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.

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