



Notice of the 2018 Annual General Meeting

Kainos Group plc

(incorporated in England and Wales under company number 9579188)

Notice of the 2018 Annual General Meeting of Kainos Group plc, to be held at Kainos House, 4-6 Upper Crescent, Belfast, BT7 1NT on **Thursday 20 September 2018 at 9.30 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 the Notice of the Annual General Meeting set out in this document. To be valid, the proxy appointment must be received no later than **9.30 a.m. on Tuesday 18 September 2018.**

You can submit your vote electronically by visiting www.signalshares.com. You will need your Investor Code, this is available on your share certificate. If you require assistance, please contact Link Asset Services, whose contact details are set out in the document. To be valid, your instructions should reach Link Asset Services no later than **9.30 a.m. on Tuesday 18 September 2018.**

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

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 advice immediately from your stockbroker, solicitor, accountant or other investment 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 third Annual General Meeting of Kainos Group plc (the **Company**) will be held at Kainos House, 4-6 Upper Crescent, Belfast, BT7 1NT on Thursday 20 September 2018 at 9.30 a.m. for the following purposes:

Ordinary Business

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

1. To receive the Company's audited accounts and the auditor's and directors' reports on the accounts and financial statements for the year ended 31 March 2018.
2. To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) for the year ended 31 March 2018.
3. To declare a final dividend of 4.6 pence per ordinary share in respect of the year ended 31 March 2018.
4. To re-elect Dr John Lillywhite as a director of the Company.
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 Paul Gannon as a director of the Company.
8. To re-elect Mr Andy Malpass as a director of the Company.
9. To re-elect Mr Chris Cowan as a director of the Company.
10. To re-elect Mr Tom Burnet as a director of the Company.
11. To re-appoint Deloitte LLP as the Company's auditor.
12. To authorise the audit committee to agree the remuneration of the auditor of the Company.

Special Business

13. To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution pursuant to section 551 of the Companies Act 2006 (the Act):
 - (a) to authorise the directors generally and unconditionally to exercise all the 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 up to an aggregate nominal amount of £198,200 (such amount to be reduced by the nominal amount of any equity securities allotted under paragraph (b) below) and further;
 - (b) to authorise the directors generally and unconditionally to exercise all powers of the Company to allot shares (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 an aggregate nominal amount of £396,400 (such amount to be reduced by any shares allotted or rights granted under sub-paragraph (a) above),

provided that these authorities replace any existing authorities to allot shares or grant rights and unless renewed, shall expire on the earlier of the conclusion of the next annual General Meeting of the Company and 15 months from the date of the passing of this resolution but so as to enable the Company before such date to make offers or agreements which would or might require shares to be allotted after such expiry and the directors may allot shares in pursuance of such offer or agreement as if the authority conferred under this resolution had not expired.

14. Subject to the passing of resolution 13 above, to consider, and if thought fit to pass the following resolution as a Special Resolution: to empower the directors in accordance with Sections 570 to 573 of the Act, until the earlier of conclusion of the next Annual General Meeting of the Company and 15 months from the date of the passing of this resolution, to make allotments of equity securities (as construed in accordance with Section 560 of the Act) for cash under the authority 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 power 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, 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) otherwise than pursuant to sub-paragraph (a) above up to an aggregate nominal amount of £29,730. This amount to be not more than 5% of the issued share capital (excluding treasury shares),

save that the Company may before expiry of those authorities, 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 authorities had not expired.

15. Subject to the passing of resolution 13, and in addition to the power contained in resolution 14, to consider and if thought fit, to pass the following resolution as a Special Resolution: to empower the directors, until the earlier of the conclusion of the next Annual General Meeting of the Company and 15 months from the date of the passing of this resolution, 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 power being limited to the allotment of equity securities or the sale of treasury shares:

- (a) up to a maximum nominal amount of £29,730. This amount to be not more than 5% of the issued share capital (excluding treasury shares); and
- (b) used for the purposes of financing (or re-financing, if such re-financing occurs within six months 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 authorities, 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 authorities had not expired.

16. To consider and if thought fit, to pass the following resolution as a Special Resolution: that any general meeting of the Company, other than an annual general meeting, may be called by not less than 14 clear days' notice.

17. To consider and if thought fit, to pass the following resolution as a Special Resolution: That the Company be and is hereby 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 ordinary shares of 0.5 pence each in the capital of the Company 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 11,892,035 representing approximately 10% of the Company's issued ordinary share capital at the date of the Notice of this meeting;
- (b) the minimum price (exclusive of expenses) which may be paid for such a share is 0.5 pence being 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 date which is 15 months after the date on which this resolution is passed.
- (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.

Registered office:

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

By order of the Board

Gráinne Burns
Company Secretary
23 August 2018

Notes

1. A member who is entitled to attend and vote at the meeting is entitled to appoint one or more proxies to exercise all or any of such member's rights to attend, speak and 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 the time by which a person must be entered on the register of members in order to have the right to attend and vote at the Annual General Meeting is by the close of business on Tuesday 18 September 2018. 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. 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 9.30 a.m. on Tuesday 18 September 2018.
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 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 Link Asset Services (ID RA10), as the Company's "issuer's agent", by 9.30 a.m. on Tuesday 18 September 2018. 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. Appointing a proxy will not prevent a member from attending and voting in person at the meeting should he so wish.
6. Forms for the appointment of a proxy can be obtained by contacting the Company's Registrar Link Asset Services on 0871 664 0300 or from overseas, call +44 (0) 371 664 0300. Within the United Kingdom, calls cost 12p per minute plus your phone company's access charge. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00-17:30, 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 9.30 a.m. on Tuesday 18 September 2018, to:
UK based members:
FREEPOST PXS, 34 Beckenham Road, Kent BR3 9ZA.
Non-UK based members:
Link Asset Services PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU.

7. 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 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.
8. 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.
9. As at 20 July 2018 (the latest practicable date prior to the printing of this document) (i) the Company's issued share capital consisted of 118,920,356 ordinary shares, carrying one vote each, and (ii) the total voting rights in the Company were 118,920,356.
10. 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 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.
11. 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.
12. Members meeting the threshold requirements in sections 338 and 338A of the Act 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 six clear weeks before the meeting, 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.
13. The Board considers the resolutions 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 which amount in aggregate to 29,380,624 shares representing approximately 25% of the existing issued ordinary share capital of the Company.
14. You may not use any electronic address provided either in this Notice or any related documents (including the Form of Proxy) to communicate with the Company.
15. A copy of this Notice and other information required by Section 311A of the Act can be found on the Company's website www.kainos.com.

Appendix 1

Explanatory notes to the business of the AGM

Resolution 1 – Receipt of the audited accounts and reports

The Act 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 2018 (the **2018 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 2018. The Directors' Remuneration Report is set out in the 2018 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 2018 of 4.6 pence per ordinary share. If approved by ordinary resolution of the shareholders, the dividend will be paid on 19 October 2018 to shareholders on the register of members as at the close of business on 21 September 2018.

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 2018. Separate resolutions will be proposed for each of these elections.

Following completion of the Company's annual board evaluation exercise, it is the view of the Board that both the Executive and Non-Executive Directors 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 each director. 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. Further information relating to the experience, skills and background of each of the directors is set out at Appendix 2 to this document.

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 and will be available for inspection at Kainos House, 4-6 Upper Crescent, Belfast, BT7 1NT for 15 minutes prior to and during the Annual General Meeting.

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) in connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount of £396,400 (representing approximately 66% of the Company's issued ordinary share capital at the date of this Notice). Such amount to be reduced by any shares allotted or rights granted under sub-paragraph (ii) of

the resolution; and (ii) under an open offer or in other situations up to an aggregate nominal amount of £198,200 (representing approximately 33% of the Company's issued ordinary share capital at the date of this Notice). Such amount to be reduced by any shares allotted or rights granted under sub-paragraph (i) of the resolution. In each case for a period of 15 months or, if earlier, until the end of the next Annual General Meeting. These authorities succeed those granted in 2017.

The directors have no current intention to exercise this authority, however it is considered prudent to maintain the flexibility that these authorities provide. If they do exercise these authorities, the directors intend to follow best practice regarding their use, as recommended by the Investment Association.

Resolutions 14 & 15 – Disapplication of pre-emption rights

Resolutions 14 and 15 are special resolutions which, if passed, will disapply the 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.

In addition to restating the customary 5% limit on the issuance of shares for cash on a non-pre-emptive basis, the Pre-Emption Group 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 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 £29,730. This amount represents 5% of the Company's issued ordinary share capital as at 20 July 2018 (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 £29,730. This amount represents 5% of the Company's issued ordinary share capital as at 20 July 2018 (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 (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.

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.

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 2019, subject to specific conditions relating to price and volume. The maximum number of ordinary shares which may be purchased under this authority is 11,892,035, representing approximately 10% of the Company's issued ordinary share capital as at 20 July 2018 (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.

Appendix 1 continued

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 20 July 2018, the total number of options to subscribe for ordinary shares amounted to 3,460,776, which represents 2.9% 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 17 were to be fully used, these options would represent 3.2% of the Company's issued ordinary share capital (excluding treasury shares) at that date.

Appendix 2

Directors' biographical details

Dr John Lillywhite (aged 77), 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) 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 chairs the Nominations Committee at Kainos.

Dr Brendan Mooney (aged 51), 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, has served as a 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. As CEO, Brendan is responsible for setting the strategic direction of the Group.

Richard McCann (aged 53), 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 and serves as the Chief Financial Officer and Chief Operating Officer.

Paul Gannon (aged 55), 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 31 March 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 56), 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. 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 has recently been appointed as a NED and chair of the Audit Committee of accesso Technology Group plc. Andy acts as Senior Independent NED and chairs the Audit Committee.

Appendix 2 continued

Chris Cowan (aged 59),

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 50),

Independent Non-Executive Director

Tom graduated with an MBA from the University of Edinburgh. Tom was previously CEO and is now 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 customers in over 30 countries. He is also Chairman of PCMS Group and Chairman of The Baillie Gifford US Growth Trust plc. 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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