

## NOTICE OF THE 2019 ANNUAL GENERAL MEETING KAINOS GROUP PLC

(incorporated in England and Wales under company number 9579188)

Notice of the 2019 Annual General Meeting of Kainos Group plc, to be held at Kainos House, 4-6 Upper Crescent, Belfast, BT7 1NT on **Thursday 26 September 2019 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 24 September 2019.**

Appointment of a proxy will not prevent shareholders from attending and voting in person at the 2019 Annual General Meeting should they wish to do so.

A proxy may be appointed and votes cast electronically via [www.signalshares.com](http://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 28,962,028 shares representing approximately 24% of the existing issued ordinary share capital of the Company as at 8 August 2019.

If you require assistance, please contact Link Asset Services, 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 fourth Annual General Meeting of Kainos Group plc (the **Company**) will be held at Kainos House, 4-6 Upper Crescent, Belfast, BT7 1NT on Thursday 26 September 2019 at 9.30 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 2019.
2. To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) for the year ended 31 March 2019.
3. To approve the Directors' Remuneration Policy (as contained in the Directors' Remuneration Report for the year ended 31 March 2019).
4. To declare a final dividend of 6.5 pence per ordinary share in respect of the year ended 31 March 2019.
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.
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 £200,347 (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 £400,694 (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 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 2019 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 2020 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.

## Special Resolutions

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

14. 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 conclusion of the next Annual General Meeting of the Company and the close of business on 30 September 2020, 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 depository 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 £30,356,

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.

15. Subject to the passing of resolution 13, and in addition to the powers contained in resolution 14, 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 2020, 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 £30,356; 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.

16. 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 12,142,235;
- (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 2020;
- (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.

17. 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  
21 August 2019

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 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 attend and vote at the Annual General Meeting is by the close of business on Tuesday 24 September 2019 (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](http://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 9.30 a.m. on Tuesday 24 September 2019. 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 Asset Services whose contact details are set out at note 6 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 Asset Services (ID RA10), as the Company's "issuer's agent", by 9.30 a.m. on Tuesday 24 September 2019. 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. Hard copy 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, on +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 24 September 2019, 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 8 August 2019 (the latest practicable date prior to the printing of this document) (i) the Company's issued share capital consisted of 121,422,354 ordinary shares of 0.5 pence each, carrying one vote each, and (ii) the total voting rights in the Company were 121,422,354.
10. Members are invited to vote on all resolutions at the 2019 Annual General Meeting 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.
11. 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](http://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.
12. 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.

## Explanatory notes to the business of the AGM

### 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' reports, 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 2019 (the **2019 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 2019. The Directors' Remuneration Report is set out in the 2019 Annual Report on pages 21 to 29. 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 23 to 27 of the 2019 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 23 to 27 of the 2019 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 2016 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 2019 of 6.5 pence per ordinary share. If approved by ordinary resolution of the shareholders, the dividend will be payable on 25 October 2019 to shareholders on the register of members as at the close of business on 27 September 2019.

### Resolutions 5 to 10 – Re-election of directors

Resolutions 5 to 10 relate to the retirement and subsequent re-election of the Company's directors (with the exception of the Chairman, John Lillywhite, who shall be resigning on 26 September 2019 as per the announcement made by way of RNS on 24 July 2019). 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 (with the exception of John Lillywhite) will offer themselves for re-election at the 2019 Annual General Meeting. Separate resolutions will be proposed for each of these re-elections.

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 Andy Malpass, Chris Cowan and Tom Burnet to be independent in character and judgement.

Further information relating to the experience, skills and background of each of the directors standing for re-election 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 2019 Annual General Meeting.

### **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 Deloitte LLP 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 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 2019 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 £400,694 (representing approximately 66% of the Company's issued ordinary share capital as at 8 August 2019 (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 £200,347 (representing approximately 33% of the Company's issued ordinary share capital as at 8 August 2019 (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 2020 or, if earlier, until the end of the next Annual General Meeting. These authorities succeed those granted in 2018.

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 at 8 August 2019, the Company did not hold any treasury shares.

### **Resolutions 14 & 15 – Disapplication of pre-emption rights**

Resolutions 14 and 15 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 2019 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 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 14 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 £30,356. This amount represents not more than 5% of the Company's issued ordinary share capital (excluding treasury shares) as at 8 August 2019 (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 aggregate nominal amount of £30,356. This amount represents not more than 5% of the Company's issued ordinary share capital (excluding treasury shares) as at 8 August 2019 (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.

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 16 – 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 2020, subject to specific conditions relating to price and volume. The maximum number of ordinary shares which may be purchased under this authority is 12,142,235, representing approximately 10% of the Company's issued ordinary share capital as at 8 August 2019 (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 8 August 2019, the total number of options to subscribe for ordinary shares amounted to 1,815,223, which represents 1.5% 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 16 were to be fully exercised, these options would represent 1.4% of the Company's issued ordinary share capital (excluding treasury shares) at that date.

### **Resolution 17 – 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.

### Directors' biographical details

**Dr Brendan Mooney** (aged 52),  
**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 the USA. He was appointed CEO of Kainos in 2001. In addition to his role at Kainos, Brendan has been a Non-Executive Director at Meridio, PropertyNews and 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.

**Richard McCann** (aged 54),  
**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 56),  
**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 for Sales, responsible for all product and service sales activities in Kainos. He is currently the SVP for Business Development at Kainos, responsible for identifying new markets and opportunities for the Group.

**Andy Malpass** (aged 57),  
**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. In June 2018, Andy was appointed as a Non-Executive Director and chair of the Audit Committee of accesso Technology Group plc. Andy acts as Senior Independent NED and chairs the Audit Committee.

**Chris Cowan** (aged 60),  
**Independent Non-Executive Director**

Chris holds an MA History from St Catharine's College, Cambridge. Chris runs a board advisory business focused on business performance improvement and digital transformation. He has previously served as Managing Director of Accenture's Telco, Media and Technology business in the UK and Ireland; Accenture's Telco Industry Managing Director for EMEA; COO/CTO of Accenture New Businesses; Chairman and CEO of Digiplug (an Accenture Digital business); and Managing Director of Value Partners Strategy Consulting business in the UK. Chris acts as an Independent NED and sits on the Audit Committee, Nominations Committee and Remuneration Committee.

**Tom Burnet** (aged 51),  
**Independent Non-Executive Director**

Tom graduated with an MBA from the University of Edinburgh. Tom was previously CEO and 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. Tom retired from his position as Executive Chairman of accesso in 2019 but continues to serve on the accesso board. 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. At Kainos, Tom acts as an Independent NED; he sits on the Nominations Committee and chairs the Remuneration Committee.





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