

28 September 2017

Kainos Group plc

("Kainos" or the "Company")

Pursuant to LR 9.6.2.R: Resolutions passed at the Company's Annual General Meeting held at Riddell Hall, Stranmillis, Belfast BT9 5EE on the 28 September 2017 at 09.30am, were as follows: -

Passed as an Ordinary Resolution

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.

Passed as 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 treasure 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

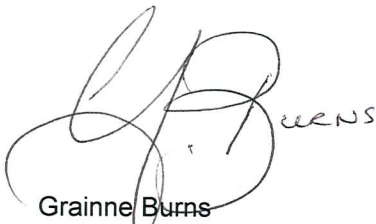
value;

- (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.

A handwritten signature in black ink, appearing to read 'Grainne Burns', with the name 'Grainne Burns' written in a smaller, less legible script to the right of the main signature.

Grainne Burns
Company Secretary
Kainos Group plc

28 September 2017

