

20 September 2018

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 Kainos House, 4-6 Upper Crescent, Belfast BT7 1NT on the 20 September 2018 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 (the Act):

- (a) to exercise all the powers of the Company to allot shares in 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 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.

Passed as Special Resolutions

14. That, subject to the passing of resolution 13 above, the directors are hereby authorised 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 constructed in accordance with section 560 of the Act) for cash under the authority conferred by resolution 13 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 share:

- (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 depositary 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. That, subject to the passing of resolution 13, and in addition to the power contained in resolution 14, the directors are hereby authorised, 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. 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. 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 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.