

26 September 2019

**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 26 September 2019 at 09.30am, were as follows:**

**Passed as an Ordinary Resolution**

13. The Directors of the Company are generally and unconditionally authorised 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.

**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 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 depositary 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. 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 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.

26 September 2019