

NOTICE OF THE 2025 ANNUAL GENERAL MEETING KAINOS GROUP PLC (INCORPORATED IN ENGLAND AND WALES UNDER COMPANY NUMBER 9579188)

Notice of the 2025 Annual General Meeting of Kainos Group plc, to be held at Kainos House, 4-6 Upper Crescent, Belfast, BT7 1NT on **Tuesday 23 September 2025 at 10:30 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 this Notice of Annual General Meeting. To be valid, the proxy appointment must be received no later than **10:30 a.m. on Friday 19 September 2025**.

Appointment of a proxy will not prevent shareholders from attending and voting in person at the 2025 Annual General Meeting should they wish to do so.

A proxy may be appointed and votes cast electronically via the Investor Centre app or by accessing the web browser at <https://uk.investorcentre.mpms.mufig.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). If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io (refer to note 5 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 15,256,394 shares representing approximately 12.61% of the existing issued ordinary share capital of the Company as of 1 August 2025.

If you require assistance, please contact MUFG Corporate Markets, 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 tenth Annual General Meeting of Kainos Group plc (the **Company**) will be held at Kainos House, 4-6 Upper Crescent, Belfast, on Tuesday 23 September 2025 at 10:30 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 2025.
2. To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) for the year ended 31 March 2025.
3. To approve the Directors' Remuneration Policy (as contained in the Directors' Remuneration Report) for the year ended 31 March 2025.
4. To declare a final dividend of 19.1 pence per ordinary share in respect of the year ended 31 March 2025.
5. To re-elect Mr Richard McCann as a Director of the Company.
6. To elect Dr Brendan Mooney as a Director of the Company.
7. To re-elect Mrs Katie Davis as a Director of the Company.
8. To re-elect Mrs Rosaleen Blair as a Director of the Company.
9. To re-elect Mr James Kidd as a Director of the Company.
10. To re-appoint KPMG as the Company's auditor.
11. To authorise the Audit Committee to agree the remuneration of the auditor of the Company.
12. To approve and authorise the Directors to adopt the amendments to the Kainos Group Performance Share Plan (the **PSP**) as shown in the marked-up version of the PSP rules produced to the meeting and initialled by the Chairman of the meeting for the purposes of identification.
13. To approve and authorise the Directors to adopt the amendments to the Kainos Group plc SAYE Plan including the ESPP Sub-Plan (the **SAYE Plan**) as shown in the marked-up version of the SAYE Plan rules produced to the meeting and initialled by the Chairman of the meeting for the purposes of identification, and to adopt further plans based on the SAYE Plan but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further schemes are treated as counting against any limits on individual or overall participation in the SAYE Plan.
14. To approve and authorise the Directors to adopt the amendments to the Kainos Group plc Share Incentive Plan (the **SIP**) as shown in the marked-up version of the SIP rules produced to the meeting and initialled by the Chairman of the meeting for the purposes of identification.
15. To approve and authorise the Directors to adopt the amendments to the Kainos Group plc Ireland Restricted Share Scheme 2015 (the **Ireland Share Scheme**) as shown in the marked-up version of the Ireland Share Scheme rules produced to the meeting and initialled by the Chairman of the meeting for the purposes of identification.

16. To approve and authorise the Directors to adopt the amendments to the Kainos Group plc Poland Share Plan (the **Poland Share Plan**) as shown in the marked-up version of the Poland Share Plan rules produced to the meeting and initialled by the Chairman of the meeting for the purposes of identification.
17. 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 £201,589.93 (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 £403,179.85 (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 2025 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 2026 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:

18. Subject to the passing of resolution 17 above, to empower the Directors in accordance with sections 570 to 573 of the Act, until the earlier of the conclusion of the next Annual General Meeting of the Company and the close of business on 30 September 2026, to make allotments of equity securities (as construed in accordance with section 560 of the Act) for cash under the authorities conferred by resolution 17 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 £60,476.96,

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.

Notice of Annual General Meeting

19. Subject to the passing of resolution 17, and in addition to the powers contained in resolution 18, 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 2026, 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 18 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 £60,476.98; 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.

20. 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 12,095,395;

(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 2026;

(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.

21. 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
14 August 2025

1. A member who is entitled to vote at the meeting is entitled to appoint one or more proxies to exercise all or any of such member's rights to 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 vote at the Annual General Meeting is by the close of business on Friday 19 September 2025 (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. Shareholders can vote electronically via the Investor Centre, a free app for smartphone and tablet provided by MUFG Corporate Markets (the company's registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Investor Centre via a web browser at: <https://uk.investorcentre.mpms.mufg.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 10:30 a.m. on Friday 19 September 2025. 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 MUFG Corporate Markets whose contact details are set out at note 7 below. If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, as explained 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 & International 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 MUFG Corporate Markets (ID RA10), as the Company's "issuer's agent", by 10:30 a.m. on Friday 19 September 2025. 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

Notes

- 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. If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 10:30 a.m. on Friday 19 September 2025 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
 6. Appointing a proxy will not prevent a member from attending and voting in person at the meeting should they so wish. Unless otherwise indicated on the Form of Proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.
 7. Hard copy forms for the appointment of a proxy can be obtained by contacting the Company's Registrar MUFG Corporate Markets via email at shareholderenquiries@cm.mpms.mufg.com or on 0371 664 0300 or, from overseas, on +44 (0)371 664 0300. Within the United Kingdom, calls are charged at standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9:00 a.m. to 5:30 p.m., 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 10:30 a.m. on Friday 19 September 2025, to:

UK based members:

FREEPOST PXS 1.

Non-UK based members:

MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, United Kingdom LS1 4DL.
 8. 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.
 9. 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.

10. As of 1 August 2025 (the latest practicable date prior to the printing of this document) (i) the Company's issued share capital consisted of 120,953,956 ordinary shares of 0.5 pence each, carrying one vote each, and (ii) the total voting rights in the Company were 120,953,956.
11. Voting on all resolutions at the 2025 Annual General Meeting will be 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.
12. 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 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.
13. 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 Annual General Meeting

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’ report, 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 2025 (the **2025 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 2025. The Directors’ Remuneration Report is set out in the 2025 Annual Report on pages 83 to 101. 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 86 to 91 of the 2025 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 86 to 91 of the 2025 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 2022 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 2025 of 19.1 pence per ordinary share. If approved by ordinary resolution of the shareholders, the dividend will be payable on 24 October 2025 to shareholders on the register of members as at the close of business on 3 October 2025.

Resolutions 5 to 9 – Election and re-election of Directors

Resolutions 5 to 9 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. 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 will offer themselves for re-election at the 2025 Annual General Meeting and separate resolutions will be proposed for each.

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 Katie Davis, Rosaleen Blair and James Kidd to be independent in character and judgement.

Further information relating to the experience, skills and background of each of the Directors standing for election or re-election is set out in Appendix 2.

As announced on 17 July 2025, the Board will be appointing Shruthi Chindalur as a Director with effect from 24 September 2025 under the power in the Articles for the Board to appoint directors. Shruthi Chindalur will stand for election in 2026.

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 at the place of the AGM on Tuesday 23 September 2025 from 10:00 a.m. until the end of the meeting.

Resolutions 10 and 11 – 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 10 therefore proposes, the re-appointment of KPMG 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 11 authorises the Audit Committee to determine KPMG's remuneration.

Resolutions 12 to 16 – The Kainos Group Performance Share Plan, the Kainos Group plc SAYE Plan, the Kainos Group plc Share Incentive Plan, the Kainos Group plc Ireland Restricted Share Scheme 2015 and the Kainos Group plc Poland Share Plan.

These Resolutions seek shareholder approval for amendments to the PSP, the SAYE Plan, the SIP, the Ireland Share Scheme and the Poland Share Plan, together the **Plans**.

The Plans were adopted at the time of the Company's IPO in 2015 and have been subsequently amended (including with shareholder approval at the 2022 AGM as regards the PSP and the SAYE Plan). The Plans expired for the purposes of new grants in July 2025. Approval for amendments to the Plans is therefore being sought to enable awards to be granted/awarded under the Plans going forwards. A summary of the principal terms of the Plans as they are proposed to be amended and as they are to apply to awards granted after their amendment is set out in Appendix 3 to this document. The changes to the plans which require shareholder approval are as follows:

- The PSP includes a limit on the value of shares over which awards may be granted in any year. This is 200% of salary or 300% of salary in exceptional circumstances. These limits are not being changed (and will now apply to awards "in respect of a year"). The quantum of grants to the Company's Executive Directors will be in line with the Directors' Remuneration Policy as approved by shareholders from time to time. In line with usual practice, and reflecting the Directors' Remuneration Policy, it is proposed that the limit be amended to exclude any "buyout" awards in respect of remuneration from a previous employer forfeited by a new recruit in connection with their joining Kainos. Although excluded from this limit, in line with the Directors' Remuneration Policy, the value of any such award would be determined by reference to the value of the forfeited remuneration.
- The PSP currently permits the grant of nil-cost awards without performance conditions in exceptional circumstances. In order to provide more operational flexibility over the next ten years, the PSP rules are amended to permit the grant of awards without performance conditions. For similar operational flexibility, the amended PSP rules also permit the vesting of awards before the third anniversary of grant. We currently intend to continue applying performance conditions to nil-cost awards, other than nil-cost awards granted under the PSP on terms which are similar to free shares awarded under the SIP, in line with the shareholder approved amendment to the PSP adopted in 2022, and to provide for a three year vesting period, and the application of performance conditions to and the vesting timeline for awards granted to Executive Directors will be consistent with the Directors' Remuneration Policy as approved by shareholders from time to time.
- In line with usual practice and the Directors' Remuneration Policy, the PSP permits the award of "dividend equivalents". This provision is retained in the updated rules, with a minor change to permit the calculation of the dividend equivalents assuming reinvestment of dividends into shares. The same change is made to the Poland Share Plan.
- The PSP, the Ireland Share Scheme and the Poland Share Plan are being extended for a further ten years from the date of the 2025 AGM. In line with the most recent Principles of Remuneration issued by the Investment Association, the SAYE Plan and the SIP are being extended for an indefinite period, although the Board will keep the operation of these Plans (and the other Plans) under review.
- Reflecting usual practice, the PSP, the Ireland Share Scheme and the Poland Share Plan are amended to permit the grant of awards in a grant "window" following the approval of a Directors' Remuneration Policy. In line with the most recent Principles of Remuneration issued by the Investment Association, the SAYE Plan is amended so that awards can be granted at any time (subject to any dealing restrictions). Additional flexibility is included in the SAYE plan to permit options to be retained by employees who leave after the third anniversary of grant, unless they are dismissed for misconduct.

A copy of the rules of the Plans marked-up to show the proposed changes will be available for inspection at the AGM for at least 15 minutes prior to the start of the meeting and up until the close of the meeting and on the National Storage Mechanism (<https://data.fca.org.uk/#/nsm/nationalstoragemechanism>) from the date of this Notice of AGM.

Appendix 1

Resolution 17 – 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 2025 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 £403,179.85 (representing approximately 66% of the Company's issued ordinary share capital as of 1 August 2025 (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 £201,589.93 (representing approximately 33% of the Company's issued ordinary share capital as of 1 August 2025 (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 2026 or, if earlier, until the end of the next Annual General Meeting. These authorities succeed those granted in 2024.

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 of 1 August 2025, the Company did not hold any treasury shares.

Resolutions 18 and 19 – Disapplication of pre-emption rights

Resolutions 18 and 19 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 renew and increase the powers which were granted at last year's Annual General Meeting (and which will expire at the 2025 Annual General Meeting) to reflect the modified Statement of Principles published by the Pre-Emption Group in November 2022. These 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 10% of the company's issued ordinary share capital in any one year; and (ii) no more than an additional 10% 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 18 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 £60,476.98. This amount represents not more than 10% of the Company's issued ordinary share capital (excluding treasury shares) as of 1 August 2025 (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 19 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 £60,476.98. This amount represents not more than 10% of the Company's issued ordinary share capital (excluding treasury shares) as of 1 August 2025 (being the latest practicable date prior to publication of this document). The Directors shall use any power conferred by resolution 19 only in connection with an acquisition or specified capital investment (of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights published by the Pre-Emption Group) which is announced contemporaneously with the issue, or which has taken place in the preceding twelve-month period and is disclosed in the announcement at the time.

As of 1 August 2025, the Company does not currently hold any shares in treasury.

The Directors do not have any intention at the present time of exercising the power proposed to be granted under Resolutions 18 and 19. This power would be used only if considered to be in the best interest of the shareholders.

Resolution 20 – 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 2026, subject to specific conditions relating to price and volume. The maximum number of ordinary shares which may be purchased under this authority is 12,095,395, representing approximately 10% of the Company's issued ordinary share capital as of 1 August 2025 (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.

Other than pursuant to the share buyback programme announced by the Company on 19 May 2025, 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 outside of that share buyback programme 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 such 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 of 1 August 2025, the total number of options to subscribe for ordinary shares amounted to 2,866,963, which represents 2.37% 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 20 were to be fully exercised, these options would represent 2.63% of the Company's issued ordinary share capital (excluding treasury shares) at that date.

Other than pursuant to the share buyback programme announced by the Company on 19 May 2025, 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 outside of that share buyback programme 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 such 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.

Resolution 21 – 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**Richard McCann** (aged 60)**Chief Financial Officer (CFO)**

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. He 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 acquisitions and investor relations. He was 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 and was appointed to the Board on the Company's admission to the market on 10 July 2015.

Brendan Mooney (aged 58)**Chief Executive Officer (CEO)**

Brendan joined Kainos in 1989 as a trainee software engineer before moving into several technical and commercial roles in Dublin, London and the US.

He was first appointed CEO of Kainos in 2001 and led Kainos through a successful IPO in 2015 and helped turn Kainos into an international business and one of the UK's leading IT providers. Brendan stepped down as CEO in September 2023, having served as CEO for 22 years, and was reappointed to the Board, as CEO, in December 2024.

In addition to his role at Kainos, Brendan has previously served as a Non-Executive Director on several private technology companies, at the Probation Service for Northern Ireland and 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 Kainos' contribution to the economy.

Katie Davis (aged 60)**Independent Non-Executive Director**

Katie holds a BS in Electrical Engineering from the University of Illinois at Champaign/Urbana. She is an experienced leader, with a strong track record of delivery in both the public and private sectors. She joined Accenture's Chicago office in 1987, moving to London in 1988 and becoming a partner in Accenture's Customer Relationship Management practice in 2000.

In 2005, Katie joined the Cabinet Office, with responsibility for increasing the capacity and capability of UK central government and the wider public sector to deliver large-scale IT-enabled business change. She subsequently held several senior positions in the Cabinet Office, Home Office, Department of Health and NHS and currently is an Independent Non-Executive Director at leading pensions software specialist Heywood Pension Technologies. In 2012, Katie was named as one of the 25 most influential women in IT by Computer Weekly.

Katie was appointed to the Board on 28 November 2019. She is Chair of the Remuneration Committee and a member of the Audit and Risk Committee, and Nominations Committee.

Rosaleen Blair (aged 59)**Chair**

Rosaleen is the founder and Chair of AMS, a leading global provider of talent outsourcing and consulting services.

She created the company in 1996 with the ambition of transforming the way blue-chip multinationals attract, engage, and retain top talent. Rosaleen was CEO of AMS for 23 years, leading the business from a start-up to a global business working in partnership with clients such as Deloitte, HSBC, Novo Nordisk, Rolls-Royce, and Santander. AMS has 11,000 employees and operates in 100 countries.

Outside of AMS, Rosaleen is an investor and mentor to several entrepreneurs and growth businesses with a focus on the advancement of women in business. She is Non-Executive Director of BGF and Board member of Endeavor Ireland. Rosaleen is involved in several not-for-profit initiatives, notably serving as Chair of the London Irish Centre and as an Enterprise Fellow of The King's Trust. She was the returning Chair of EY's World Entrepreneur of the Year Awards in 2022.

Rosaleen is recognised as an industry leader and entrepreneur, winning numerous awards including Veuve Clicquot Businesswoman of the Year (2007) and EY London Entrepreneur of the Year (2006). She was awarded a CBE in the 2017 New Year's Honours list for services to business and recruitment.

Rosaleen was appointed Company Chair on 24 September 2024, having joined the Board on 1 January 2021. She is Chair of the Nominations Committee and a member of the Remuneration Committee.

James Kidd (aged 54)**Independent Non-Executive Director**

James is a Chartered Accountant and joined AVEVA in 2004. Prior to his appointment to the Board, James held several senior finance roles within the AVEVA Group and was appointed CFO in 2011.

James was Chief Executive Officer from January 2017 to February 2018, leading the merger with the Schneider Electric industrial software business before being appointed Deputy CEO and Chief Financial Officer of the enlarged AVEVA Group.

During his time on the board, AVEVA grew to over 6,500 people globally, with revenues of £1.2 billion. James stepped down from AVEVA in March 2023 following the acquisition of the company by Schneider Electric at an enterprise valuation of £10.6 billion. Prior to joining AVEVA, James worked for Arthur Andersen and Deloitte, serving technology clients in both transactional and audit engagements.

James was appointed to the Board on 1 October 2023. He is Chair of the Audit and Risk Committee, acts as Senior Independent Director (SID) and is a member of the Nominations Committee and the Remuneration Committee.

Summary of the principal terms of the Kainos Group Performance Share Plan, the Kainos Group plc SAYE Plan, the Kainos Group Share Incentive Plan, the Kainos Group plc Ireland Share Scheme 2015 and the Kainos Group Poland Share Plan as they are proposed to be amended and as they are to apply to awards granted after their amendment (Resolutions 12 to 16)

Part 1: Kainos Group Performance Share Plan

Operation

Since its adoption, the PSP has been administered by the Company's Remuneration Committee (the **Committee**) and it is intended that this will continue. In line with typical practice, the rules of the PSP permit the administration of it by the Board of the Company or by any duly authorised committee, in order to give appropriate flexibility to the practical operation of the PSP.

References in this summary to the Committee should be read accordingly. Decisions in relation to any participation in the PSP by the Company's Executive Directors and other persons in respect of whom the Remuneration Committee is required to determine remuneration will always be taken by the Remuneration Committee.

Eligibility

Any employee of the Company or any of its subsidiaries is eligible to participate in the PSP at the Committee's discretion.

Form of awards

Awards may be granted by the Committee as:

- (a) conditional rights to acquire ordinary shares in the Company (**Shares**);
- (b) options to acquire Shares for such exercise price (if any) as the Committee determines; or
- (c) cash-based awards relating to a number of "notional" Shares, although it is intended that awards will be granted in relation to Shares wherever practicable.

Awards are not transferable except on death and will not form part of pensionable earnings.

Grant of awards

Awards can ordinarily only be granted in the six weeks:

- (a) beginning with the day on which the amendments to the PSP are approved by shareholders;
- (b) beginning with the day on which a Directors' Remuneration Policy is approved by shareholders; or
- (c) following the announcement by the Company of its results for any period.

However, the Committee will have discretion to grant awards at other times if it determines that exceptional circumstances exist which justify the grant of awards. The Committee will also have discretion to grant at other times if there were restrictions on grants being made during any other permitted period.

Dilution limit

Awards may be granted over newly issued Shares, treasury Shares or Shares purchased in the market. In any ten year period, the maximum number of newly issued Shares over which awards may be granted under the PSP (or any other employees' share scheme adopted by the Company) may not exceed 10% of the issued share capital of the Company from time to time.

Shares held in treasury will be treated as newly issued for the purposes of this limit until such time as guidelines published by institutional investor representative bodies determine otherwise.

Individual limit

The maximum value of Shares over which awards may be granted to a participant in respect of any financial year of the Company may not generally exceed 200% of their base salary. In exceptional circumstances, awards over Shares with a value not exceeding 300% of a participant's base salary may be granted.

Awards granted to a new recruit in respect of remuneration forfeited in connection with joining the Company will not be subject to these limits.

Performance condition

Awards may be subject to the achievement of performance conditions and the application of performance conditions to awards granted to the Company's Executive Directors (including the period over which they are assessed) will be consistent with the Company's Directors' Remuneration Policy as approved by shareholders from time to time. The vesting of all awards will normally be subject to the participant continuing to be an employee or director of the Company or its subsidiaries (the **Group**) at the time of vesting.

Where performance conditions have been set, if the Committee acting fairly and reasonably considers that any performance condition no longer represents a fair measure of performance, the Committee may amend the performance condition so as to be more appropriate.

Vesting and exercise of awards

Awards subject to performance conditions will normally vest as soon as reasonably practicable after the end of the performance period (or on such later date as the Committee determines) to the extent that the performance conditions have been satisfied. Awards not subject to performance conditions will vest on such date as the Committee determines at grant (which will not be before the third anniversary of the date of grant unless the Committee determines otherwise).

The Committee may adjust (including by reducing to nil) the extent to which an award would vest, if it considers that the vesting level is not appropriate, including if the formulaic output does not reflect overall performance or if the formulaic output is inappropriate in the context of circumstances that were unexpected or unforeseen when the award was granted.

Options which vest will normally be capable of exercise until the date which is ten years (seven in the case of participants in Ireland) less one day from the date of grant, unless the Committee specifies a shorter period for exercise at the date of grant of the option.

The Committee may decide to settle an award with a cash payment equal to the value of the Shares that would otherwise be acquired, although it is intended that awards will be settled in Shares other than where there are restrictions on the delivery of Shares.

Dividend equivalent

The Committee may decide to award dividend equivalents on vested Shares in respect of dividends paid over the award's vesting period. Dividend equivalents may be paid in Shares or cash and may be calculated assuming the reinvestment of dividends into Shares.

Change of control and other corporate events

If there is a change of control of the Company or a voluntary winding up, awards will vest early. The number of Shares in respect of which awards will vest will be determined by the Committee, taking into account the extent to which any performance condition has been satisfied (although the Committee may, if it considers the circumstances justify it, resolve that awards will vest to a greater extent).

The resulting number of Shares will then be reduced on a pro rata basis to reflect the reduced period between the date the award was granted and the date of the change of control (or other event), unless the Committee decides to allow vesting to a greater extent.

Where appropriate, for example in the case of an amalgamation or reconstruction of the Company, with the consent of the acquiring company, participants may be permitted to exchange awards so as to operate over shares in the acquiring company.

On the occurrence of any demerger, distribution or other transaction of the Company which in the reasonable opinion of the Committee may materially affect the value of any awards, the Committee may vary or alter in any manner whatsoever the terms of any award so as to preserve the overall value of the award. Such alteration may include amending any performance condition, any exercise price and/or the terms on which an award vests and may provide for immediate vesting on such event.

Leavers – unvested awards

Unvested awards will lapse on the participant's cessation of office or employment in the Group, unless the participant leaves as a result of their death, ill health, injury, disability, retirement, the sale of the participant's employing company or business out of the Group or for any other reason determined by the Committee.

If an award does not lapse it will normally continue to the normal vesting date, unless the Committee determines that it should vest at the date of cessation. In either case, the extent to which it vests will be determined by the Committee taking into account the extent to which any performance condition is satisfied and, unless the Committee determines otherwise, the proportion of the performance or vesting period that has elapsed.

Appendix 3

Leavers – vested awards

If a participant ceases to be an officer or employee of the Group whilst holding a vested option, they will normally have six months (12 months in the event of death), or such longer period as the Committee permits, from their cessation of office or employment to exercise that option, unless they are summarily dismissed, in which case their option will lapse immediately.

Malus and clawback

Awards are subject to the Company's malus and clawback policy, as updated from time to time. Under the policy, the Committee may decide to reduce, cancel or forfeit an award (malus) or recover all or part of the value of an award that has been satisfied (clawback) if certain circumstances occur.

Adjustment of awards

In the event of any increase or variation of share capital by way of capitalisation, rights issue, sub-division, consolidation or reduction of share capital or otherwise, the number and/or description of Shares over which an award has been made and any purchase price in respect of such awards and other terms of the awards may be adjusted by the Committee as it determines to be appropriate.

Amendment and termination of the PSP

The terms of the PSP may be amended by the Committee. However, certain amendments which would benefit participants may not be made without prior shareholder approval unless the amendments are minor amendments which are to benefit the administration of the PSP or are to take account of applicable legislation or any change therein or to obtain or maintain favourable taxation, exchange control or regulatory treatment for the Company or for participants.

The provisions which may not generally be amended without shareholder approval are to amend: (i) the basis for determining an eligible individual's entitlement (or otherwise) to be granted an award and/or to acquire Shares, (ii) the persons to whom an award may be granted, (iii) the limits on the number of Shares over which awards may be granted, (iv) the price at which Shares may be acquired and the adjustment of awards on a variation of share capital.

Awards may not be granted under the PSP more than ten years after the date of the Company's 2025 Annual General Meeting.

CSOP Sub-Plan

The PSP includes a CSOP Sub-Plan, which permits the Company to grant CSOP Options which have tax advantages pursuant to the provisions of schedule 4 to the Income Tax (Earnings & Pensions) Act 2003 (**Schedule 4**).

Where such CSOP Options are granted, the terms of the PSP rules will apply save insofar as those terms are required to be modified in order to comply with Schedule 4 or related guidance. In particular:

- the aggregate exercise price (at the date of grant) of all outstanding CSOP Options granted to any one participant under the CSOP Sub-Plan and under any other Schedule 4 scheme adopted or operated by the Company may not exceed £60,000 (or any other limit permitted by Schedule 4);
- CSOP Options may not have an exercise price less than the market value of a Share at the date of grant;
- it is intended that vesting of CSOP Options will not generally be subject to the achievement of performance conditions;
- dividend equivalents will not be paid in respect of CSOP Options;
- malus and clawback provisions will not apply;
- the provisions which allow the Committee to alter or vary an Award on the occurrence of a demerger, distribution or other transaction of the Company will not apply to CSOP Options; and
- the provisions which allow the Committee to cash settle Awards will not apply to CSOP Options.

US participants

The PSP includes schedules which vary the operation of the PSP for US taxpayers generally and California residents specifically to take account of local tax and legal considerations.

Part 2a: The Kainos Group plc SAYE Plan

Overview

The SAYE Plan is an 'all employee' share option plan, which is intended to satisfy the requirements of Schedule 3 to the Income Tax (Earnings and Pensions) Act 2003 and will give participating employees the opportunity to acquire ordinary shares in the Company. The SAYE Plan will be administered and operated by the Board or a duly authorised committee, and references in this summary to the Board should be read accordingly.

Shares may be acquired using savings of up to £500 per month (or such other amount permitted under the relevant legislation governing UK 'tax-advantaged' SAYE plans from time to time) over a period of three or five years.

Eligibility

Each time that the Board decides to operate the SAYE Plan, it must invite all employees of the Company and designated participating subsidiaries of the Company who are UK-resident taxpayers to apply for options over Shares. The Board may set a qualifying period of employment of up to five years.

Other employees of the Company or its subsidiaries (the **Group**) may also be invited to participate.

Savings contract

Under the SAYE Plan, employees will be required to make regular savings under a savings contract (a **Savings Contract**) with a financial institution.

Options and the exercise price

The proceeds of the Savings Contract can be used to exercise an option to acquire Shares at an exercise price set at the date of invitation. The exercise price may not be less than 80%. (or such other percentage as may be permitted by the relevant legislation from time to time) of the market value of a Share at the date of invitation.

Options granted under the SAYE Plan are not transferable other than to the participant's personal representatives in the event of death. Options will not form part of pensionable earnings.

Dilution limit

The SAYE Plan may operate over new issue Shares, treasury Shares or Shares purchased in the market. In any 10-year period, the number of Shares which may be issued under the SAYE Plan and any other employee share plan adopted by the Company may not exceed 10% of the issued ordinary share capital of the Company from time to time.

Treasury Shares will count as new issue Shares for the purposes of these limits unless institutional investors consider they need not count.

Exercise of options

Ordinarily, an option may be exercised within six months of the date the Savings Contract matures.

Leavers

If an employee or director dies while holding an option, the participant's personal representatives will normally have up to a year from the date of the participant's death to exercise the option.

Options may also be exercised early for a period of up to six months from the date the participant ceases to be an employee or director of the Group because of: (i) their injury or disability; (ii) redundancy or retirement; (iii) the sale of the entity that employs the participant out of the Group; or (iv) provided the option has been held for at least three years, any other reason apart from dismissal for misconduct.

If a participant ceases to be an employee or director with the Group in any other circumstances, any option held by the participant will lapse on the date on which the participant ceases employment.

Corporate events

In the event of a takeover or winding up of the Company (which is not an internal reorganisation of the Group), options may be exercised early. Alternatively, options may be exchanged (with the agreement of the acquiring company) for equivalent options over shares in the acquiring company.

Variation of capital

In the event of any variation of the Company's share capital, the Board may make such adjustments as it considers appropriate to the number or description of Shares subject to an option or to the exercise price applicable to an option.

Any adjustment to an option may only be made in accordance with the requirements of the applicable legislation.

Amendments

The Board may amend the SAYE Plan at any time, provided that prior approval of the Company's shareholders in a general meeting will be required for amendments to the advantage of participants relating to the rules relating to eligibility, limits, the basis for determining a participant's entitlement to, and the terms of, the Shares subject to an option and the adjustments that may be made to an option in the event of a variation of capital.

The requirement to obtain the prior approval of shareholders will not, however, apply to any minor alteration made to benefit the administration of the SAYE Plan, to take account of a change in legislation or to maintain favourable tax, exchange control or regulatory treatment for participants or for any company in the Group.

Appendix 3

Part 2b: ESPP Sub-Plan to the SAYE Plan

The SAYE Plan includes a schedule which enables employees in the USA to be able to participate within a tax advantaged Employee Stock Purchase Plan (the **ESPP Sub-Plan**), which provides both employees and the Company with tax advantages in the USA.

The ESPP Sub-Plan was adopted following shareholder approval at the 2022 AGM and is operated on similar terms to the SAYE Plan, amended to reflect the requirements of the relevant US legislation, and a summary of the principal terms of the ESPP Sub-Plan follows.

Overview

The ESPP Sub-Plan is a tax advantaged share plan in the USA which gives participating employees the opportunity to acquire Shares. The ESPP Sub-Plan will be administered by the Board or a committee appointed by the Board.

Shares may be acquired using savings of the local currency equivalent of up to £500 per month, or such other amount permitted under the relevant legislation governing the ESPP Sub-Plan from time to time over a fixed period of up to 27 months (the **Savings Period**).

Employees will consent to deductions from their after-tax pay and the deductions from pay will be accumulated over a Savings Period. At the end of the Savings Period, the accumulated savings will be used to exercise an option to acquire Shares.

Savings Period

Under the ESPP Sub-Plan, employees will be required to make regular savings over the Savings Period. Where employees are saving in a currency other than sterling and where the exercise price is set in sterling, the Board may allow employees to make a top-up payment from their own funds at the end of the Savings Period where the amount of their savings would otherwise be insufficient to exercise their option in full as a result of exchange rate movements.

Holding Period

Under the ESPP Sub-Plan, the Board has discretion to impose a Holding Period for any Shares acquired at the end of a Savings Period in order to ensure that beneficial tax treatment is obtained by the Company and employee. The Holding Period will be a period of up to 12 months, commencing on the acquisition of Shares. The employee will not be able to sell their Shares during the Holding Period.

Eligibility

Any employee of the Company and any of its subsidiaries which qualify for participation in the ESPP Sub-Plan, (a **Participating Company**), may apply to be granted options on any occasion the Company issues invitations.

However, the Board may exclude the following employees from participation:

- (a) any employee who has not been in employment with a Participating Company for a period of up to four years and three hundred and thirty days, ending on the date of invitation; and

- (b) any employee whose customary employment is not more than five months per calendar year and more than twenty hours per week.

Grant of options

Options will be granted following the issue of invitations by the Board over the maximum number of Shares that may be acquired at the exercise price using the accumulated savings over the Savings Period and options must not have a term exceeding 10 years.

Purchase price

The savings accumulated during the Savings Period can be used to exercise an option to acquire Shares at an exercise price set at the date of invitation or on the date on which Shares are to be acquired. The exercise price may not be less than 85% (or such other percentage as may be permitted by the relevant US legislation from time to time) of the market value of a Share on the date of invitation or the date on which Shares are acquired, as applicable.

When calculating the market value of a Share for setting the exercise price, the Company may set the exercise price in GBP or USD, using an exchange rate determined by the Board, where relevant.

Participating employees are not required to purchase Shares at the end of the Savings Period, and may choose to withdraw from the Savings Period and have their savings returned to them at any time.

Exercise of options

Ordinarily, an option will be automatically exercised as soon as practicable following the end of the Savings Period.

Cessation of employment

If an employee dies, their personal representatives will normally have up to 12 months from the date of death within which to exercise the option.

Options may also be exercised early for a period of up to three months (subject to the expiry of the Savings Period) from the date the employee ceases employment because of: (i) injury or disability; (ii) redundancy or retirement; or (iii) the sale of the entity that employs the participant out of the Group.

If a participant ceases to hold office or employment in any other circumstances, any option held by the participant will lapse on the date on which the participant ceases employment.

Corporate events

Options may be exercised early in the event of a corporate event. Alternatively, options may be exchanged (with the agreement of the acquiring company) for equivalent options over shares in the acquiring company.

Overall plan limits

Options may be satisfied using newly issued Shares, treasury Shares or Shares purchased in the market. In any ten-year period, the number of Shares which may be issued under the ESPP Sub-Plan and under any other employees' share plan adopted by the Company may not exceed 10% of the issued share capital of the Company from time to time, subject to an overall limit on the number of Shares which may be made available for purchase under the ESPP Sub-Plan of 12,409,517.

Shares held in treasury will be treated as newly issued for the purpose of this limit until such time as guidelines published by institutional investor representative bodies determine otherwise.

The overall limit on the number of Shares may be adjusted in the event of a variation of the Company's share capital or similar events (see "Adjustments" below).

Adjustments

In the event of any variation of the Company's share capital by way of capitalisation, rights issue, consolidation or reduction, the Board may make such adjustments as it considers appropriate to the number of Shares subject to an option and the exercise price applicable to an option.

Any adjustment would be in accordance with the relevant US legislation governing the grant of options under the ESPP Sub-Plan.

Amendment and Further Terms of the ESPP

The Board may amend the ESPP Sub-Plan, provided that prior approval of the Company's shareholders in a general meeting will be required for amendments to the advantage of participants relating to eligibility, limits, the basis for determining a participant's entitlement to, and the terms of, the Shares subject to an option and the adjustments that may be made following a rights issue or any other variation of capital. Any amendment would be in accordance with the relevant US legislation governing ESPP options.

However, any minor amendment to benefit the administration of the ESPP Sub-Plan or which is necessary or desirable to comply with or take account of any applicable legislation or statutory regulations or change or to enable the ESPP Sub-Plan to continue to qualify as an employee stock purchase plan or to take into account legislative changes, or to obtain or maintain favourable tax treatment, exchange control or regulatory treatment may be made by the Board without shareholder approval.

California participants

The ESPP Sub-Plan includes specific provisions for employees resident in the state of California ("**California employees**") to satisfy securities laws requirements therein. These provisions relate to the maximum number of Shares which may be issued to Californian employees, the period of time Californian employees have in order to exercise an Option following the cessation of office or employment and a requirement that options will be adjusted in the event of any variation of the company's share capital including a share split, reverse share split, share dividend, recapitalisation or reclassification or distribution of the Shares.

Part 3: The Kainos Share Incentive Plan

Overview

The SIP is an 'all employee' share plan, which is intended to satisfy the requirements of Schedule 2 to the Income Tax (Earnings and Pensions) Act 2003 and will give participating employees the opportunity to acquire ordinary shares in the Company. The SIP will be administered and operated by the Board or a duly authorised committee, and references in this summary to the Board should be read accordingly.

The SIP will operate through a UK resident trust (**SIP Trust**) of which the trustees (**SIP Trustees**) will be professional third-party trustees. The SIP Trustees will acquire Shares (by subscription or purchase on the market) which are then held on behalf of participants in the SIP.

Eligibility

All UK resident employees who have been employed within the Group for a minimum qualifying period specified by the Board in relation to any particular proposed award (not being more than 18 months or such other period as may be specified by the legislation from time to time) are eligible to participate in the SIP on similar terms.

Types of award which may be acquired/awarded

Under the SIP, the following types of share may be acquired/awarded:

- free shares;
- partnership shares;
- matching shares; and
- dividend shares.

The principal features of these different types of award are as follows:

Free Shares

Awards of free Shares (**Free Shares**) may be made to participants up to a maximum value of £3,600 per participant in each tax year (or such other maximum from time to time permitted by the legislation). Free Shares must be offered to all participants on similar terms but the number awarded can be determined by reference to the employee's remuneration, length of service, number of hours worked and/or the satisfaction of fair and objective performance criteria.

Partnership Shares

The Board may allow participants the opportunity to purchase Shares (**Partnership Shares**) out of their pre-tax salary, up to a maximum of £1,800 per tax year or 10% of pre-tax salary if lower. The purchase price will be deducted from salary subject to a minimum specified by the Board, which may not be greater than £10 on any occasion (or such other amount from time to time specified by the legislation).

The salary allocated to Partnership Shares can be accumulated for a period of up to 12 months (**Accumulation Period**) or Partnership Shares can be purchased out of deductions from the participant's pre-tax annual basic salary when those deductions are made.

Appendix 3

A participant and the Company may agree to vary the amount of salary deductions and the intervals of those deductions. If there is an Accumulation Period, the number of Shares purchased will be determined by dividing the participant's aggregate pay deducted during the Accumulation Period by the market value of the Partnership Shares. Once acquired, Partnership Shares may be withdrawn from the SIP by the participant at any time.

Matching Shares

Where participants purchase Partnership Shares, they may be given up to two free Shares (**Matching Shares**) for every purchased Partnership Share. If Matching Shares are allocated, all participants who have purchased Partnership Shares must be awarded Matching Shares on the same basis.

Dividend Shares

Participants may receive dividends in cash or may be required or permitted to purchase additional Shares (**Dividend Shares**) using dividends received by them in respect of their Shares held under the SIP.

Holding period and cessation of employment

All Free Shares and Matching Shares must normally remain within the SIP Trust for a period of three to five years, as specified by the Board at the time the awards are made, unless the participant ceases to be employed within the Group.

If a participant ceases to be an employee or director by reason of death, injury or disability, redundancy, retirement, by reason of a relevant transfer within the meaning of the Transfer of Undertakings (Protection of Employment) Regulations 2006 or by reason of the participant's employing company ceasing to be a member of the Company's group (**good leaver**) their Free Shares and/or Matching Shares will be transferred to them (or to their personal representative).

The Board may, in its discretion, provide that if a participant ceases to be an employee within a period specified by the Board at the date the award is made in circumstances when they are not a good leaver, their Free Shares and Matching Shares will be forfeited and they will have no further entitlement to them.

Rights relating to the shares

Shares held under the SIP will, subject to the provisions of the SIP, rank *pari passu* in all respects with other Shares.

Where Shares are held under the SIP by the SIP Trustee on behalf of a participant, the SIP Trustee must comply with any voting instructions given by the participant and otherwise, save as required or permitted by the SIP, deal with a participant's Shares only in accordance with their directions.

Dilution limit

Awards may be satisfied with newly issued Shares, treasury Shares or Shares purchased in the market. In any ten year period, the maximum number of newly issued Shares which may be utilised for the SIP (or any other employees' share scheme adopted by the Company) may not exceed 10% of the issued share capital of the Company from time to time.

Shares held in treasury will be treated as newly issued for the purposes of this limit until such time as guidelines published by institutional investor representative bodies determine otherwise.

Company events

In the event of a general offer being made to shareholders (or similar takeover event taking place) during a holding period, participants will be able to direct the SIP Trustee as to how to act in relation to their Shares held in the SIP.

In the event of a corporate re-organisation, any Shares held by participants may be replaced by equivalent shares in a new holding company.

Variation of capital

Shares, or rights to them, acquired by participants on a variation of share capital of the Company will usually be treated in the same way as the Shares acquired or awarded under the SIP, in respect of which the rights were conferred and as if they were acquired or awarded at the same time.

Alterations to the SIP

The Board may alter the SIP but certain alterations cannot take effect without the approval of the Company's shareholders in general meeting, unless they are minor amendments to the benefit of the administration of the SIP or are to take account of the change in legislation, or are to obtain or maintain favourable tax, exchange control or regulatory treatment for participants in the SIP or for any member of the Company's group.

The amendments which cannot generally be made without shareholder approval are to the class of eligible employees, the limits on the number of new Shares which may be issued under the SIP, the maximum entitlement of an individual participant and the basis for determining any participant's entitlement to Shares. No alteration to the SIP can be made which would adversely prejudice (to a material extent) the rights attaching to Shares acquired by the participants.

Part 4: Kainos Group plc Ireland Restricted Share Scheme 2015

The Kainos Group plc Ireland Share Scheme 2015 (**Ireland Share Scheme**) enables the award of restricted shares to Irish resident employees of the Group. The Ireland Share Scheme is operated because Irish resident employees cannot participate in the UK tax advantaged SIP with the same tax advantages as UK taxpaying employees.

The Ireland Share Scheme will be administered and operated by the Board or a duly authorised committee, and references in this summary to the Board should be read accordingly.

Eligibility

Any employee or director of the Company or any of its subsidiaries is eligible to participate in the Ireland Share Scheme at the Board's discretion.

Form of awards

Under a restricted share award, the participant receives an award of ordinary shares in the Company the legal title to which is held on their behalf by an employee trust until the end of the restricted period (**Restricted Shares**). Where appropriate, the Group will fund the employee benefit trust to enable it to acquire Shares to award to participants as Restricted Shares.

During the restricted period, the Restricted Shares beneficially owned by a participant are subject to a restriction on the freedom of the participant to assign, charge, transfer or otherwise dispose of the Shares except in the event of the participant's death or in the event of a change in control of the Company or a reorganisation of the Company's share capital.

Under the Ireland Share Scheme, the Restricted Shares held on behalf of a participant will also be subject to forfeiture if they cease to be an employee or director within the Group during a specified forfeiture period. Exceptionally, if the reason for leaving is the participant's death, injury or disability, redundancy, retirement, or the sale of their employing company or business out of the Group (or at the Board's discretion), their Restricted Shares will not be forfeited.

Participants may be awarded Restricted Shares at no cost to them, or may be required to purchase them at a price determined by the Board.

Grant of awards

Awards over Restricted Shares may only be granted in the six weeks:

- (a) beginning with the day on which the amendments to the Ireland Share Scheme are approved by shareholders;
- (b) beginning with the day on which a Directors' Remuneration Policy is approved by shareholders; or
- (c) following the announcement by the Company of its results for any period.

However, the Board will have discretion to grant awards at other times if it determines that exceptional circumstances exist which justify the grant of awards. The Board will also have discretion to grant at other times if there were restrictions on grants being made during any other permitted period.

Awards over Restricted Shares are not transferable except on death and will not form part of pensionable earnings.

Dilution limit

Restricted Shares may be newly issued, issued from treasury or purchased in the market. In any ten year period, the maximum number of newly issued Shares over which awards may be granted under the Ireland Share Scheme (or any other employees' share scheme adopted by the Company) may not exceed 10% of the issued share capital of the Company from time to time.

Shares held in treasury will be treated as newly issued for the purposes of this limit until such time as guidelines published by institutional investor representative bodies determine otherwise.

Dividend equivalent

The Board may decide to award dividend equivalents on Restricted Shares in respect of dividends paid over the restricted period (see below). Dividend equivalents may be paid in Shares or cash.

Terms of Restricted Shares

Restricted Shares will be held by the Trust until the end of a restricted period determined by the Board. During the restricted period, the Restricted Shares are beneficially owned by a participant and are subject to a restriction on the freedom of the participant to assign, charge, transfer or otherwise dispose of the Restricted Shares except in the event of the participant's death or in the event of a change in control of the Company or a corporate reorganisation of the Company's share capital.

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Leavers

Restricted Shares held on behalf of a participant will be forfeited if a participant ceases to be an employee or director of the Group during a specified forfeiture period. Exceptionally, if the reason for leaving is the participant's death, injury or disability, retirement, the sale of their employing company or business out of the Group, or any other reason at the Board's discretion, their Restricted Shares will not be forfeited.

If Restricted Shares are forfeited, a participant will receive any cost of acquiring the Restricted Shares.

Variation of share capital

In the event of any increase or variation of share capital by way of capitalisation, sub-division, consolidation or reduction of share capital, the number and/or description of Restricted Shares comprising an award will be adjusted accordingly.

Amendment and termination of the Ireland Share Scheme

The terms of the Ireland Share Scheme may be amended by the Board. However, certain amendments which would benefit participants may not be made without prior shareholder approval unless the amendments are minor amendments which are to benefit the administration of the Ireland Share Scheme or are to take account of applicable legislation or any change therein or to obtain or maintain favourable taxation, exchange control or regulatory treatment for the Company or for participants. An amendment may not normally adversely affect the rights of a participant except with such participant's consent.

The provisions which may not generally be amended without shareholder approval are to amend: (i) the basis for determining an eligible individual's entitlement (or otherwise) to be granted an award and/or to acquire Restricted Shares, (ii) the persons to whom an award may be granted, (iii) the limits on the number of Restricted Shares over which awards may be granted, (iv) the price at which Restricted Shares may be acquired and the adjustment of awards on a variation of share capital.

Awards may not be granted under the Ireland Share Scheme more than ten years after the date of the Company's 2025 Annual General Meeting.

Part 5: Kainos Group plc Poland Share Plan

The Kainos Group plc Poland Share Plan (the **Poland Share Plan**) is operated because Polish resident employees cannot participate in the UK tax-advantaged SAYE Plan and SIP with the same tax advantages as UK taxpaying employees.

Awards granted under the Poland Share Plan are similar to awards granted under the SAYE Plan and the SIP with certain modifications. The Poland Share Plan is, however, flexible so as to allow awards to be granted on a different basis when the participants are resident in Poland.

In line with typical practice, the rules of the Poland Share Plan permit the administration of it by the Board of the Company or by any duly authorised committee, in order to give appropriate flexibility to the practical operation of the Poland Share Plan.

References in this summary to the Committee should be read accordingly. Decisions in relation to any participation in the Poland Share Plan by the Company's executive directors and other persons in respect of whom the Remuneration Committee is required to determine remuneration will always be taken by the Remuneration Committee.

Eligibility

Any Polish-resident employee of any subsidiary of the Company resident or incorporated in Poland is eligible to participate in the Poland Share Plan at the Committee's discretion.

Form of awards

Awards may be granted by the Committee as:

- (a) conditional rights to acquire Shares; or
- (b) options to acquire Shares for such exercise price (if any) as the Committee determines.

A conditional award may take the form of a Conditional Free Share Award, where Shares may be acquired for free or at a price equal to the nominal value per Share, or a Conditional Purchase Share Award, where Shares may be acquired for such price as the Committee determines.

Awards are not transferable except on death and will not form part of pensionable earnings.

Grant of awards

Awards can ordinarily only be granted in the six weeks:

- (a) beginning with the day on which the amendments to the Poland Share Plan are approved by shareholders;
- (b) beginning with the day on which a Directors' Remuneration Policy is approved by shareholders; or
- (c) following the announcement by the Company of its results for any period.

However, the Committee will have discretion to grant awards at other times if it determines that exceptional circumstances exist which justify the grant of awards. The Committee will also have discretion to grant at other times if there were restrictions on grants being made during any other permitted period.

Dilution Limit

Awards may be granted over newly issued Shares, treasury Shares or Shares purchased in the market. In any ten year period, the maximum number of newly issued Shares over which awards may be granted under the Poland Share Plan (or any other employees' share scheme adopted by the Company) may not exceed 10% of the issued share capital of the Company from time to time.

Shares held in treasury will be treated as newly issued for the purposes of this limit until such time as guidelines published by institutional investor representative bodies determine otherwise.

Dividend Equivalent

The Committee may decide to award dividend equivalents in respect of dividends paid over the award's vesting period. Dividend equivalents may be paid in Shares or cash and may be calculated assuming the reinvestment of dividends into Shares.

Vesting and exercise of awards

Awards will vest on such date as the Committee determines at grant (which will not normally be before the third anniversary of the date of grant).

Options which vest will normally be capable of exercise until the date which is ten years less one day from the date of grant, unless the Committee specifies a shorter period for exercise at the date of grant of the option.

The Committee may decide to settle an award with a cash payment equal to the value of the Shares that would otherwise be acquired, although it is intended that awards will be settled in Shares other than where there are restrictions on the delivery of Shares.

Leavers – unvested awards

Unvested awards will lapse on the participant's cessation of office or employment in the Group, unless the participant leaves as a result of their death, retirement, injury or disability (established to the satisfaction of the Committee), the sale of the participant's employing company or business out of the Group or for any other reason determined by the Committee.

If an award does not lapse it will normally vest in full on the date of cessation, unless the Committee determines that it should vest on another basis.

Leavers – vested awards

If a participant ceases to be an officer or employee of the Group whilst holding a vested option, they will normally have six months (12 months in the event of death), or such longer period as the Committee permits, from their cessation or office or employment to exercise that option, after which time the option will lapse.

Change of control and other corporate events

If there is a change of control of the Company or a voluntary winding up, awards will vest in full at the time of the change of control or winding up. Options may be exercised within a period of up to six months after the date of the relevant event.

Where appropriate, for example in the case of an amalgamation or reconstruction of the Company, with the consent of the acquiring company, participants may be permitted to exchange awards so as to operate over shares in the acquiring company.

Adjustments

In the event of any increase or variation of share capital by way of capitalisation, rights issue, sub-division, consolidation or reduction of share capital, the number and/or description of Shares comprising an award shall be adjusted accordingly as the Committee deems appropriate.

Amendment and termination of the Poland Share Plan

The terms of the Poland Share Plan may be amended by the Committee. However, certain amendments which would benefit participants may not be made without prior shareholder approval unless the amendments are minor amendments which are to benefit the administration of the Poland Share Plan or are to take account of applicable legislation or any change therein or to obtain or maintain favourable taxation, exchange control or regulatory treatment for the Company or for participants.

The provisions which may not generally be amended without shareholder approval are to amend: (i) the basis for determining an eligible individual's entitlement (or otherwise) to be granted an award and/or to acquire Shares, (ii) the persons to whom an award may be granted, (iii) the limits on the number of Shares over which awards may be granted, (iv) the price at which Shares may be acquired and the adjustment of awards on a variation of share capital.

Awards may not be granted under the Poland Share Plan more than ten years after the date of the Company's 2025 Annual General Meeting.

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