

Kainos Group plc

(the "Company")

The following information is provided in accordance with Section 430(2B) of the Companies Act 2006.

As announced on 11 December 2024, Russell Sloan ("**RS**") has stepped down from his role as Chief Executive Officer of the Company. He will cease employment with the Company on 10 December 2025 (or such earlier date as may be agreed between RS and the Company) (the "Termination Date").

The remuneration payments and payments for loss of office are in accordance with the Directors' Remuneration Policy approved by shareholders at the Annual General Meeting on 28 September 2022 and as set out in the Company's Annual Report and Accounts for the year ending 31 March 2022.

1. RS will receive salary and contractual benefits up to the Termination Date.
2. RS will be eligible to receive a bonus for the 2024/25 financial year pro-rated to the portion of the financial year worked. One third of the bonus will be deferred in cash or shares for three years. The upfront element of the bonus will be paid on the normal payment date (which will be no later than 30 June 2025).
3. The deferred element of the bonus payment for the 2023/24 financial year will be paid on the normal payment date (which will be no later than 30 June 2027).
4. Any bonus payments will be subject to the bonus scheme rules, including malus and clawback.
5. RS will be treated as a good leaver for the purposes of the Company's Performance Share Plan ("PSP"). As such:
 - a. RS will be required to exercise any vested awards within six months of the Termination Date;
 - b. RS will retain any outstanding unvested awards under the PSP and they will remain capable of vesting on the normal vesting dates, subject to satisfaction of the relevant performance conditions at the normal vesting dates and a pro rata reduction to reflect the proportion of the vesting period elapsed on the Termination Date. The unvested awards granted while RS was a director of the Company (in November 2023 and June 2024) will vest on the third anniversary of their grant date, but may only be exercised at the end of an additional two year period commencing on the relevant vesting date.
6. RS will remain subject to the Company's Executive Director Shareholding Policy, which requires RS to retain all of the shares in the Company he is treated as holding at the Termination Date for an additional two-year period from the Termination Date.
7. The Company will pay up to GBP 10,000 plus VAT in respect of legal services provided to RS in connection with his stepping down.
8. Full details of all payments and benefits made to and receivable by RS will be disclosed in the Directors' Remuneration Report within the Company's Annual Report and Accounts for the year ending 31 March 2025, and subsequent years, as appropriate.