**Company Registration No. 9579188**

# KAINOS GROUP PLC

## Interim Company financial statements

## For the period to 5 December 2025

**Prepared for the purpose of S838 Companies Act 2006**

**Kainos Group plc**

## Contents

## DIRECTORS' RESPONSIBILITIES STATEMENT

The Directors are responsible for preparing the interim Company financial statements in accordance with applicable law and regulations.

Under that law the directors have elected to prepare the interim Company financial statements in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework. Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these interim Company financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether Financial Reporting Standard 101 Reduced Disclosure Framework has been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the interim Company financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the interim Company financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**Kainos Group plc**

**Company Profit and Loss Account**
**For the period from 1 April 2025 to 5 December 2025**

| | 2025 |
|---|---|
| | £'000 |
| **Turnover** | - |
| Operating expenses | (2,296) |
| **Operating loss** | **(2,296)** |
| Income from shares in group undertakings | 25,000 |
| Interest receivable and similar income | 2,445 |
| **Profit before tax** | **25,149** |
| Taxation on ordinary activities | (6,287) |
| **Profit and total comprehensive income for the period** | **18,862** |

All recognised gains and losses for the current period are included in the profit and loss account and arise from continuing operations. Accordingly, no statement of other comprehensive income is presented.

These interim financial statements are prepared only for the purposes of Sections 836 and 838 of the Companies Act 2006. They are abridged and unaudited.

**Kainos Group plc**

**Company Statement of Financial Position**
**As at 5 December 2025**

| | Note | 2025 £'000 |
|---|---|---|
| **Non-current assets** | | |
| Investment in subsidiary | 4 | 9,025 |
| Receivables | 5 | 8,477 |
| | | 17,502 |
| **Current assets** | | |
| Receivables | 5 | 15,146 |
| Cash and bank balances | | 50,662 |
| | | 65,808 |
| **Total assets** | | **83,310** |
| **Payables: Amounts falling due within one year** | 6 | **(21,281)** |
| **Net assets** | | **62,029** |
| **Capital and reserves** | | |
| Share capital | 7 | 597 |
| Share premium account | | 9,598 |
| Share-based payments reserve | | 40,072 |
| Shares held to be cancelled | | - |
| Capital reserve | | 12,635 |
| Retained earnings | | (873) |
| **Shareholders' funds** | | **62,029** |

The financial statements of Kainos Group plc (registered number 9579188) were approved by the Board of Directors and authorised for issue on 18 December 2025. They were signed on its behalf by:

Richard McCann

DocuSigned by:

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These interim financial statements are prepared only for the purposes of Sections 836 and 838 of the Companies Act 2006. They are abridged and unaudited.

**Kainos Group plc**

**Company Statement of Changes in Equity**
**At 5 December 2025**

| | Share capital | Share premium | Shares held to be cancelled | Share - based payments | Capital reserves | Retained earnings | Total equity |
|---|---|---|---|---|---|---|---|
| | £'000 | £'000 | £'000 | £'000 | £'000 | £'000 | £'000 |
| **Balance at 1 April 2025** | **618** | **9,481** | **(1,431)** | **36,907** | **8,834** | **54,849** | **109,258** |
| Profit and total comprehensive income | - | - | - | - | - | 18,862 | 18,862 |
| Issue of share capital – share options exercised | 2 | 117 | - | - | - | - | 119 |
| Shares cancelled | (25) | - | 39,942 | - | 25 | (39,942) | - |
| Share buyback programme | - | - | (38,511) | - | - | - | (38,511) |
| Issue of shares as purchase consideration | 2 | - | - | - | 3,776 | - | 3,778 |
| Equity-settled share-based payments | - | - | - | 3,165 | - | - | 3,165 |
| Dividends | - | - | - | - | - | (34,642) | (34,642) |
| **Balance at 5 December 2025** | **597** | **9,598** | **-** | **40,072**[1] | **12,635** | **(873)** | **62,029** |

[1] £29.9 million relates to exercised or lapsed options or fully vested free share awards and is considered distributable.

## 1. General information and basis of preparation

***Basis of preparation***

Kainos Group plc ("the Company") is incorporated in the United Kingdom under the Companies Act 2006. The address of the registered office is 21 Farringdon Road, 2nd Floor, London, EC1M 3HA.

These interim Company accounts have been prepared for the purposes of section 836 and 838 of the Companies Act 2006 and contain information about Kainos Group plc as an individual company and do not contain consolidated financial information for the Group. These accounts are abridged and unaudited but are otherwise prepared on a consistent basis and following the same accounting policies as the annual accounts for the period to 31 March 2025.

These interim accounts do not constitute statutory accounts within the meaning of sections 434(3) of the Companies Act 2006. The statutory accounts for the year ended 31 March 2025 have been filed with the registrar of companies and can be found on the Group's website. The auditor's report on those accounts was unqualified, did not contain an emphasis of matter paragraph and did not contain any statement under Section 498(2) or (3) of the Companies Act 2006.

The financial statements are presented in pounds sterling because that is the currency of the primary economic environment in which the company operates.

## 2. Significant accounting policies

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ('FRS101'). In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of UK-adopted international accounting standards ('Adopted IFRSs') but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS101 disclosure exemptions has been taken.

In these financial statements, the Company has applied the exemptions available under FRS101 in respect of the following disclosures:

- Cash flow statement and related notes;
- Certain disclosures regarding revenue;
- Certain disclosures regarding leases;
- Comparative period reconciliations for share capital;
- Disclosures in respect of transactions with wholly owned subsidiaries;
- Disclosures in respect of capital management;
- The effects of new but not yet effective IFRSs;
- Disclosures in respect of the compensation of key management personnel.

As the consolidated financial statements include the equivalent disclosures, the Company has also taken the exemptions under FRS101 available in respect of the following disclosures:

- IFRS2 Share-based payments in respect of Group settled share-based payments
- Certain disclosures required by IFRS13 Fair Value Measurement, and the disclosures required by IFRS7 Financial Instrument Disclosures.

The financial statements have been prepared on the historical cost basis. The principal accounting policies adopted are the same as those applied in the Group consolidated financial statements for the year ended 31 March 2025, including the following policies applicable to the Company.

The principal accounting policies adopted are set out below.

**Investment in subsidiaries**

Investments in subsidiaries are stated at cost and, where appropriate, less allowances for impairment.

**Share-based payments**

Where the Company has granted rights to its equity instruments to employees of other Group companies, such arrangements are accounted for as equity-settled share-based payment arrangements. The share-based payment expense relating to employees of other Group companies is recharged to these companies.

**Dividend Income**

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established.

**Accounting judgements and key sources of estimation uncertainty**

The Directors have identified no key sources of estimation uncertainty that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next 12 months. Furthermore, no individual judgements have been made that have a significant impact on the Company financial statements.

## 3. Operating profit

Operating profit has been arrived at after charging:

| | **2025**<br>**£'000** |
|---|---|
| Staff costs | 423 |

The average number of employees during the period was two.

**Kainos Group plc**

**Notes to the Financial Statements**
**For the period ended 5 December 2025**

## 4. Investment in subsidiary

| | £'000 |
|---|---|
| **At 5 December 2025** | |
| Cost and carrying amount | **9,025** |

Apart from as set out below, details of the Company's subsidiaries at 5 December 2025 are the same as disclosed in note 15 of the Group's consolidated financial statements for the year ended 31 March 2025, published on the Group website.

| Subsidiary undertakings | Incorporated | Principal activity | Proportion of ordinary share capital held |
|---|---|---|---|
| Davis Pierrynnowski Limited | Canada | Consulting Services | 100% |
| Kainos Products Limited | Northern Ireland | Software development | 100% |
| Kainos Products Canada Inc | Canada | Software development | 100% |

## 5. Receivables

| | 2025<br>£'000 |
|---|---|
| **Amounts falling due after more than one year:** | |
| Amounts owed from Group undertakings | 8,415 |
| Deferred tax asset | 62 |
| | **8,477** |
| **Amounts falling due within one year:** | |
| Amounts owed from Group undertakings | 14,032 |
| Prepayments | 804 |
| Other debtors | 14 |
| VAT receivable | 296 |
| | **15,146** |

Amounts owed from other Group companies are repayable on demand, unsecured and carry interest of between 3%-5% per annum charged on the average outstanding loan balances. Management has assessed that the estimated credit loss on such balances is insignificant and, on this basis, have not provided for an expected credit loss on this balance.

## 6. Payables: Amounts falling due within one year

| | **2025** |
|---|---|
| | **£'000** |
| Amounts owed to Group undertakings | 2,061 |
| Dividend payable | 11,717 |
| Trade creditors and accruals | 1,061 |
| Corporation tax | 6,402 |
| Other tax and social security | 40 |
| | **21,281** |

Amounts owed to other Group companies are repayable on demand, unsecured and carry interest of between 3%-5% per cent per annum charged on the average outstanding loan balances.

## 7. Share capital

| | **2025** |
|---|---|
| | **£'000** |
| Allotted, called up and fully paid ordinary shares of £0.005 | 597 |

The Company has one class of ordinary shares which carry no right to fixed income. The company's articles of association do not specify any limit on the total authorised share capital of the company.

## 8. Distributable reserves

The Company's distributable reserves as at 5 December 2025 total £29.1 million.