

Cognition Holdings Limited
 Incorporated in the Republic of South Africa
 (Registration number 1997/010640/06)
 Share code: CGN ISIN: ZAE000197042
 (“Cognition” or “the Company” or “the Group”)

RESULTS OF ANNUAL GENERAL MEETING AND CHANGES TO THE BOARD

Shareholders are advised that, at the Annual General Meeting of Cognition held today, 26 November 2021, all the resolutions as set out in the notice of the Annual General Meeting were passed by the requisite majority of shareholders, save for the following:

1. To re-elect Roger Pitt as a director;
2. To re-elect Gaurang Mooney as a director;
3. To re-appoint Roger Pitt as a member and chairman of the Company’s Audit and Risk Committee; and
4. To re-appoint Gaurang Mooney as a member of the Company’s Audit and Risk Committee.

The number of shares voted in person or by proxy was 195 380 706 representing 85.22% of the total issued share capital of the same class of Cognition shares.

The resolutions proposed at the meeting, together with the percentage of votes carried for and against each resolution, as well as the percentage of shares abstained, are set out below:

Resolution	% of votes carried for the resolution	% of votes against the resolution	% of shares abstained
To receive, consider and adopt the Annual Financial Statements of the Company and the Group for the financial year ended 30 June 2021	99.99%	0.01%	0.00% ¹
To re-elect Roger Pitt as a director	14.75%	85.25%	0.90%
To re-elect Gaurang Mooney as a director	15.02%	84.98%	0.63%
To appoint Steven Naude as a director	85.53%	14.47%	1.01%
To confirm the appointment of Miles Crisp as a director	99.99%	0.01%	12.21%
To confirm the appointment of Servaas de Kock as a director	99.99%	0.01%	7.32%
To re-appoint Roger Pitt as a member and chairman of the Company’s Audit and Risk Committee	14.75%	85.25%	0.90%
To re-appoint Gaurang Mooney as a member of the Company’s Audit and Risk Committee	15.02%	84.98%	0.63%
To re-appoint Dennis Lupambo as a member of the Company’s Audit and Risk Committee	99.99%	0.01%	0.63%
To appoint Miles Crisp as a member of the Company’s Audit and Risk Committee	91.65%	8.35%	5.64%
To appoint Steven Naude as a member of the Company’s Audit and Risk Committee	85.53%	14.47%	1.01%

To confirm the re-appointment of BDO South Africa Incorporated as independent auditor of the Company with Mrs Kathryn Luck being the individual registered auditor for the ensuing financial year	99.99%	0.01%	0.00% ¹
Ordinary resolution number 1: Non-binding advisory endorsement of the Company's remuneration policy and implementation report	-	-	-
Ordinary resolution number 1.1: Endorsement of the Company's remuneration policy	99.99%	0.01%	0.00% ¹
Ordinary resolution number 1.2: Endorsement of the Company's implementation report	99.99%	0.01%	0.00% ¹
Ordinary resolution number 2: Approval to issue ordinary shares, and to sell treasury shares, for cash	99.25%	0.75%	0.00% ¹
Special resolution number 1: General authority to acquire shares	99.25%	0.75%	0.00% ¹
Special resolution number 2: Financial assistance for subscription of securities	99.99%	0.01%	0.63%
Special resolution number 3: Loans or other financial assistance to directors	99.99%	0.01%	0.21%
Special resolution number 4: Approval of non-executive directors' remuneration	99.99%	0.01%	0.63%
Ordinary resolution number 3: Signature of documents	99.99%	0.01%	0.00% ¹

¹ 5301 shares, reflected as 0.00%.

CHANGES TO THE BOARD

Following the approval of the resolution to appoint Steven Naude as an independent non-executive director of Cognition above, shareholders are advised that his appointment takes effect from 26 November 2021.

Messrs. Roger Pitt and Gaurang Mooney will no longer serve on the directors of the Board of Cognition ("**Board**") given that the respective resolutions to re-elect them were not approved by shareholders.

The Board thanks Messrs. Roger Pitt and Gaurang Mooney for their valuable services as directors over the years and wishes them well in their future endeavours.

Shareholders are advised that the Company will make a further announcement regarding the re-composition of the Board subcommittees in due course.

Johannesburg
29 November 2021

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