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

**RECEIPT OF PROPOSAL FROM SHAREHOLDERS IN TERMS OF SECTION 65(3) OF THE
COMPANIES ACT**

The board of directors of Cognition ("**the Board**") hereby notifies its shareholders that the Company has received a written request from two shareholders, namely Caxton and CTP Publishers and Printers Limited and CTP Limited, who, in terms of section 65(3) of the Companies Act, 2008 (Act 71 of 2008), as amended have proposed that the following ordinary resolutions are submitted to shareholders for consideration at the Company's Annual General Meeting which is scheduled to take place on 26 November 2021:

1. The appointment of Mr Steven P Naude as an independent non-executive director;
2. The appointment of Mr Steven P Naude as a member of the Audit and Risk Committee; and
3. The appointment of Mr Miles Crisp as a member of the Audit and Risk Committee.

The aforementioned resolutions will be included in the Notice of Annual General Meeting incorporated in the integrated annual report for the year ended 30 June 2021 ("**IAR**") which IAR will be distributed on or about 29 October 2021. If the proposed ordinary resolutions are passed by the requisite majority of shareholders:

1. Mr Steven P Naude will be appointed as an independent non-executive director; and
2. Messrs Steven P Naude and Miles Crisp will be appointed as members of the Audit and Risk Committee.

Johannesburg
29 September 2021

Sponsor
Merchantec Capital