



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

NOTICE OF EXTRAORDINARY GENERAL MEETING

If you are in any doubt as to what action you should take in respect of the following resolutions, please consult your Central Securities Depository Participant ("CSDP"), broker, banker, attorney, accountant or other professional adviser immediately.

Notice is hereby given that an Extraordinary General Meeting ("Extraordinary General Meeting") of shareholders of Cognition will be held **at 10:00 on Friday, 18 May 2018** at Cognition House, Corner Bram Fischer Drive and Will Scarlet Road, Ferndale Randburg (entrance on Will Scarlet Road) for the purpose of considering, and, if deemed fit, passing, with or without modification, the resolutions set out hereafter.

The board of directors of the Company ("the Board") has determined that, in terms of section 62(3)(a), as read with section 59 of the Companies Act, 2008 (Act 71 of 2008), as amended, the record date for the purposes of determining which shareholders of the Company are entitled to participate in and vote at the Extraordinary General Meeting is **Friday, 11 May 2018**. Accordingly, the last day to trade Cognition shares in order to be recorded in the Register to be entitled to vote will be **Tuesday, 8 May 2018**.

RESOLUTIONS FOR CONSIDERATION AND ADOPTION

1. Ordinary Resolution 1: Election of Mark Harris as a non-executive director of the Company

RESOLVED that Mark Harris be and is hereby elected as a non-executive director of the Company.

Reason for Ordinary Resolution Number 1:

Mark Harris is motivated for appointment as a non-executive director by the following shareholders: The Tandem Trust, the William Kirsh Family Trust, the Isaac Kirsh Family Trust No. 2, Selwyn Bentel and Aubrey Bentel.

Mark worked for IBM for 30 years in various capacities both locally and internationally before being appointed as Managing Director SA and then Vice-President for Business Development in Central and Eastern Europe, the Middle East and Africa.

Since 2013 Mark has held the position of Group CEO of Kagiso Media.

Age: 58

Educational Qualifications: B.Sc

2. Ordinary Resolution 2: Election of Trevor Ahier as a non-executive director of the Company

RESOLVED that Trevor Ahier be and is hereby elected as a non-executive director of the Company.

Reason for Ordinary Resolution Number 2:

Trevor Ahier is motivated for appointment as a non-executive director by the following shareholders: The Tandem Trust, the William Kirsh Family Trust, the Isaac Kirsh Family Trust No. 2, Selwyn Bentel and Aubrey Bentel.

Trevor has an extensive entrepreneurial track record in the media, technology and construction industries where he has founded, operated and acquired numerous successful businesses.

Age: 49

Educational Qualifications: B.Sc (Civil Engineering) LLB

3. Ordinary Resolution 3: Election of Dennis Lupambo as a non-executive director of the Company

RESOLVED that Dennis Lupambo be and is hereby elected as a non-executive director of the Company.

Reason for Ordinary Resolution Number 3:

Dennis Lupambo is motivated for appointment as a non-executive director by the following shareholders: The Tandem Trust, the William Kirsh Family Trust, the Isaac Kirsh Family Trust No. 2, Selwyn Bentel and Aubrey Bentel.

Dennis has gained considerable experience in a wide range of business fields both in an owner and management consulting role. From 2004 to 2015 Dennis served in senior roles in the banking and cellular telephone industries.

Dennis is currently the Managing Executive of the Mint Management Technologies Africa, a Microsoft Gold Implementation partner driving digitally led business strategies for clients.

Age: 54

Educational Qualifications: B.Sc (Hons) (Electrical Engineering)

The minimum percentage of voting rights required for each of the resolutions set out in item numbers 1 to 3 above to be adopted is more than 60% (sixty percent) of the voting rights exercised on each of the resolutions by shareholders present or represented by proxy at the Extraordinary General Meeting.

By order of the Board

Stefan Anton Kleynhans
Company Secretary

12 April 2018
Johannesburg



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Share code: CGN ISIN: ZAE000197042
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FORM OF PROXY

For use only by ordinary shareholders who:

- hold ordinary shares in certificated form ("certificated ordinary shareholders"); or
- have dematerialised their ordinary shares ("dematerialised ordinary shareholders") and are registered with "own-name" registration,

at the Extraordinary General Meeting of shareholders of the Company to be held at the offices of the Company, Cognition House, Corner Bram Fischer Drive and Will Scarlet Road, Ferndale, Randburg, at **10:00 on Friday, 18 May 2018** and any adjournment thereof.

Dematerialised ordinary shareholders holding ordinary shares other than with "own-name" registration who wish to attend the Extraordinary General Meeting must inform their Central Securities Depository Participant ("CSDP") or broker of their intention to attend the Extraordinary General Meeting and request their CSDP or broker to issue them with the relevant Letter of Representation to attend the Extraordinary General Meeting in person or by proxy and vote. If they do not wish to attend the Extraordinary General Meeting in person or by proxy, they must provide their CSDP or broker with their voting instructions in terms of the relevant custody agreement entered into between them and the CSDP or broker. **These ordinary shareholders must not use this form of proxy.**

Name of beneficial shareholder

Name of registered shareholder

Address

Telephone work ()

Telephone home ()

Cell:

being the holder/custodian of _____ ordinary shares in the Company, hereby appoint (see note):

1. _____ or failing him / her,

2. _____ or failing him / her,

3. the Chairperson of the meeting,

as my/our proxy to attend and act for me/us on my/our behalf at the Extraordinary General Meeting of the Company convened for purpose of considering and, if deemed fit, passing, with or without modification, the special and ordinary resolutions to be proposed thereat ("resolutions") and at each postponement or adjournment thereof and to vote for and/or against such resolutions, and/or abstain from voting, in respect of the ordinary shares in the issued share capital of the Company registered in my/our name/s in accordance with the following instructions:

		Number of ordinary shares		
		For	Against	Abstain
1.	To appoint Mark Harris as a non-executive director of the Company.			
2.	To appoint Trevor Ahier as a non-executive director of the Company			
3.	To appoint Dennis Lupambo as a non-executive director of the Company			

Please indicate instructions to proxy in the space provided above by the insertion therein of the relevant number of votes exercisable.

A member entitled to attend and vote at the Extraordinary General Meeting may appoint one or more proxies to attend and act in his stead. A proxy so appointed need not be a member of the Company.

Signed at _____ on _____ 2018

Signature _____

Assisted by (if applicable) _____

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Notes to proxy

1. Summary of Rights contained in section 58 of the Companies Act, 2008 (Act 71 of 2008), as amended (“Companies Act”)

In terms of section 58 of the Companies Act:-

- a shareholder may, at any time and in accordance with the provisions of section 58 of the Companies Act, appoint any individual (including an individual who is not a shareholder) as a proxy to participate in, and speak and vote at, a shareholders’ meeting on behalf of such shareholder;
 - a proxy may delegate his or her authority to act on behalf of a shareholder to another person, subject to any restriction set out in the instrument appointing such proxy;
 - irrespective of the form of instrument used to appoint a proxy, the appointment of a proxy is suspended at any time and to the extent that the relevant shareholder chooses to act directly and in person in the exercise of any of such shareholder’s rights as a shareholder;
 - irrespective of the form of instrument used to appoint a proxy, any appointment by a shareholder of a proxy is revocable, unless the form of instrument used to appoint such proxy states otherwise;
 - if an appointment of a proxy is revocable, a shareholder may revoke the proxy appointment by: (i) cancelling it in writing, or making a later inconsistent appointment of a proxy and (ii) delivering a copy of the revocation instrument to the proxy and to the Company; and
 - a proxy appointed by a shareholder is entitled to exercise, or abstain from exercising, any voting right of such shareholder without direction, except to the extent that the relevant Company’s memorandum of incorporation, or the instrument appointing the proxy, provides otherwise (see note 7).
2. The form of proxy must only be completed by shareholders who hold shares in certificated form or who are recorded on the sub-register in electronic form in “own name”.
3. Shareholders who have dematerialised their shares through a CSDP or broker without “own name” registration and wish to attend the Extraordinary General Meeting must instruct their CSDP or broker to provide them with the relevant Letter of Representation to attend the Extraordinary General Meeting in person or by proxy. If they do not wish to attend in person or by proxy, they must provide the CSDP or broker with their voting instructions in terms of the relevant custody agreement entered into between them and the CSDP or broker. Should the CSDP or broker not have provided the Company with the details of the beneficial shareholding at the specific request by the Company, such shares may be disallowed to vote at the Extraordinary General Meeting.
4. A shareholder entitled to attend and vote at the Extraordinary General Meeting may insert the name of a proxy or the names of two alternate proxies (none of whom need be a shareholder of the Company) of the shareholder’s choice in the space provided, with or without deleting “the Chairperson of the meeting”. The person whose name stands first on this form of proxy and who is present at the Extraordinary General Meeting will be entitled to act as proxy to the exclusion of those proxy(ies) whose names follow. Should this space be left blank, the proxy will be exercised by the Chairperson of the meeting.
5. A shareholder is entitled to one vote on a show of hands and, on a poll, one vote in respect of each ordinary share held. A shareholder’s instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by that shareholder in the appropriate space provided. If an “X” has been inserted in one of the blocks to a particular resolution, it will indicate the voting of all the shares held by the shareholder concerned. Failure to comply with this will be deemed to authorise the proxy to vote or to abstain from voting at the Extraordinary General Meeting as he/she deems fit in respect of all the shareholder’s votes exercisable thereat. A shareholder or the proxy is not obliged to use all the votes exercisable by the shareholders or by the proxy, but the total of the votes cast and in respect of which abstention is recorded may not exceed the total of the votes exercisable by the shareholder or the proxy.
6. A vote given in terms of an instrument of proxy shall be valid in relation to the Extraordinary General Meeting notwithstanding the death, insanity or other legal disability of the person granting it, or the revocation of the proxy, or the transfer of the ordinary shares in respect of which the proxy is given, unless notice as to any of the aforementioned matters shall have been received by the transfer secretaries not less than 48 (forty-eight) hours before the commencement of the Extraordinary General Meeting.

7. If a shareholder does not indicate on this form that his/her proxy is to vote in favour of or against any resolution or to abstain from voting, or gives contradictory instructions, or should any further resolution(s) or any amendment(s) which may properly be put before the Extraordinary General Meeting be proposed, such proxy shall be entitled to vote as he/she thinks fit.
8. The Chairperson of the Extraordinary General Meeting may reject or accept any form of proxy which is completed and/or received other than in compliance with these notes.
9. A shareholder's authorisation to the proxy including the Chairperson of the Extraordinary General Meeting, to vote on such shareholder's behalf, shall be deemed to include the authority to vote on procedural matters at the Extraordinary General Meeting.
10. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the Extraordinary General Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof.
11. Documentary evidence establishing the authority of a person signing the form of proxy in a representative capacity must be attached to this form of proxy, unless previously recorded by the Company's transfer secretaries or waived by the Chairperson of the Extraordinary General Meeting.
12. A minor or any other person under legal incapacity must be assisted by his/her parent or guardian, as applicable, unless the relevant documents establishing his/her capacity are produced or have been registered by the transfer secretaries of the Company.
13. Where there are joint holders of ordinary shares:
 - any one holder may sign the form of proxy;
 - the vote(s) of the senior ordinary shareholders (for that purpose seniority will be determined by the order in which the names of ordinary shareholders appear in the Company's register of ordinary shareholders) who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the vote(s) of the other joint shareholder(s).
14. Forms of proxy should be lodged with or mailed to Computershare Investor Services Proprietary Limited:

Hand deliveries to:	Postal deliveries to:
Computershare Investor Services Proprietary Limited	Computershare Investor Services Proprietary Limited
Rosebank Towers	PO Box 61051
15 Biermann Avenue	Marshalltown
Rosebank, 2196	2107

to be received by no later than **10:00 on Wednesday, 16 May 2018** (or 48 (forty-eight) hours before any adjournment of the Extraordinary General Meeting which date, if necessary, will be notified on SENS).
15. A deletion of any printed matter and the completion of any blank space need not be signed or initialled. Any alteration or correction must be signed and not merely initialled.

Summary of the rights of a shareholder to be represented by proxy, as set out in section 58 of the Companies Act:

A proxy appointment must be in writing, dated and signed by the shareholder appointing a proxy, and, subject to the rights of a shareholder to revoke such appointment (as set out below), remains valid only until the end of the relevant shareholders' meeting.

A proxy may delegate the proxy's authority to act on behalf of a shareholder to another person, subject to any restrictions set out in the instrument appointing the proxy.

The appointment of a proxy is suspended at any time and to the extent that the shareholder who appointed such proxy chooses to act directly and in person in the exercise of any rights as a shareholder.

The appointment of a proxy is revocable by the shareholder in question cancelling it in writing, or making a later inconsistent appointment of a proxy, and delivering a copy of the revocation instrument to the proxy and to the Company. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the shareholder as of the later of (a) the date stated in the revocation instrument, if any; and (b) the date on which the revocation instrument is delivered to the Company as required in the first sentence of this paragraph.

If the instrument appointing the proxy or proxies has been delivered to the Company, as long as that appointment remains in effect, any notice that is required by the Companies Act or the Company's Memorandum of Incorporation to be delivered by the Company to the shareholder, must be delivered by the Company to (a) the shareholder, or (b) the proxy or proxies, if the shareholder has (i) directed the Company to do so in writing; and (ii) paid any reasonable fee charged by the Company for doing so.

Attention is also drawn to the "Notes to proxy".

The completion of a form of proxy does not preclude any shareholder from attending the Extraordinary General Meeting.

