

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

RESULTS OF GENERAL MEETING

Shareholders are referred to the announcements released on SENS on 8 October 2018 and 9 November 2019, and to the Circular distributed to Shareholders on 9 November 2018. Terms defined in the Circular shall, unless otherwise stated, bear the same meaning in this announcement.

Shareholders are advised that, at the General Meeting, convened in terms of the notice of General Meeting to Shareholders dated 9 November 2018, which was held on Friday, 7 December 2018, all the resolutions were passed by the requisite majority of Shareholders.

The number of Shares present in person or represented by proxy was 118 043 742 representing 86% of the total issued share capital of the same class of Shares.

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

Resolution	% of votes carried for the resolution	% of votes against the resolution	% of Shares abstained
Special Resolution Number 1 – Conversion of the ordinary Shares in the Company’s authorised share capital from par value Shares to Shares of no par value	88.58%	11.42%	0.00%
Special Resolution Number 2 – Increase in the authorised no par value share capital of the Company	88.58%	11.42%	0.00%
Special Resolution Number 3 – Amendment to percentage of voting rights required to approve an ordinary resolution	88.58%	11.42%	0.00%
Special Resolution Number 4 – Amendments to the Memorandum of Incorporation of the Company	88.58%	11.42%	0.00%
Ordinary Resolution Number 1 – Approval of the Acquisition	80.87%	19.13%	0.00%
Special Resolution Number 5 – Approval to issue the Consideration Shares in terms of section 41(3) of the Companies Act	80.87%	19.13%	0.00%
Ordinary Resolution Number 2 – Waiver of the Mandatory Offer provisions of the Companies Act	80.47%	19.53%	1.06%
Ordinary Resolution Number 3 – Control of authorised but unissued Shares	88.58%	11.42%	0.00%
Ordinary Resolution Number 4 – Authority granted to Directors	88.58%	11.42%	0.00%

Shareholders are referred to paragraph 3.4 of the Circular and are hereby advised that the following Suspensive Conditions have not yet been fulfilled and / or waived:

- 3.4.1 on or before the Long Stop Date, the approvals, if any, required by the Competition Commission, for the implementation of the Acquisition shall have been granted, either unconditionally or subject to such conditions as have been approved in writing by Cognition;
- 3.4.3 on or before the Long Stop Date, CTP shall have obtained a board resolution of Private Property approving the transfer of the Sale Shares to Cognition;
- 3.4.4 on or before the Long Stop Date, the Panel shall have exempted Cognition and Private Property from compliance with their obligations (including any obligation of Cognition to make any offer) in terms of Part B and Part C of Chapter 5 of the Companies Act and the Takeover Regulations in respect of the sale of the Sale Shares; and
- 3.4.5 on or before the Long Stop Date, the Panel shall have exempted the Caxton Group from compliance with their obligations (including any obligation of the Caxton Group to make any offer) in terms of Part B and Part C of Chapter 5 of the Companies Act and the Takeover Regulations in respect of the acquisition of the Consideration Shares.

Johannesburg
7 December 2018

Sponsor and Corporate Advisor
Merchantec Capital