



**COGNITION
HOLDINGS LTD**
creating intelligent dialogue

COGNITION HOLDINGS LIMITED

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

**DISPOSAL OF MAJORITY
INTEREST IN PRIVATE PROPERTY
SOUTH AFRICA PROPRIETARY
LIMITED: RESULTS OF THE
GENERAL MEETING**

Further to the announcement dated 14 October 2022, Shareholders are advised that the resolutions contained in the notice convening the General Meeting were approved by the requisite majority of shareholders present in person or represented by proxy at the General Meeting held on Friday, 11 November 2022. The issued ordinary share capital of the Company is 229 273 021 shares.

Details of the resolutions and the voting at the General Meeting are contained in the table below.

Resolution proposed	Total number of votes cast: % of issued share capital	Number of votes in favour: % of total votes cast	Number of votes against: % of total votes cast	Number of abstentions: % of issued share capital
Special resolution number 1: To approve the Disposal	179 236 351 78,18%	179 235 719 99,99965%	632 0,00035%	1 100 00,00%
Ordinary resolution number 1: To authorise any one director or the company secretary to sign documentation to give effect to special resolution number 1	179 236 351 78,18%	179 235 719 99,99965%	632 0,00035%	1 100 00,00%

Shareholders are further advised that:

1. as the votes exercised against Special resolution number 1 constitute 99,99965% of the voting rights that were exercised in respect of Special resolution number 1, the provisions of Section 115(3) of the Act did not become applicable;
2. no Shareholder has exercised its appraisal rights in accordance with the provisions of Section 164 of the Act in respect of Special resolution number 1 relating to the approval of the Disposal.

Accordingly, apart from the condition precedent that the TRP furnishes a compliance certificate in terms of Section 121(b) of the Act, the conditions precedent to the Disposal have been fulfilled.

Upon receipt of the aforementioned compliance certificate, which is expected to occur on or before Friday, 18 November 2022, the Disposal will be implemented in accordance with its terms.

The Board of Directors collectively and individually accepts responsibility for the information contained in this announcement and certifies that, to the best of its knowledge and belief, the information contained in this announcement does not omit anything that is likely to affect the import of such information.

By order of the board.

Johannesburg
11 November 2022

Sponsor



**Auditors and Reporting
accountants**



Attorneys



Independent expert

