COGNITION HOLDINGS LTD

ANNUAL REPORT 2022

CONTENTS

SCOPE OF REPORT

About This Report

The board of directors ("the Board") of Cognition Holdings Limited ("Cognition" or "the Company" or "the Group") present the Group's Integrated Annual Report ("the Annual Report" or "the Integrated Report") for the financial year ended 30 June 2022.

The Annual Report covers information from all operating divisions of the Group. An overview of the Group is available on the Group's website at www.cgn.co.za.

The Annual Report provides an overview of the Group's business, incorporating identified material issues impacting the Group and its subsidiaries, providing an understanding of the Group's strategy and business model. The Annual Report incorporates the Group's approach to sustainability and general corporate governance.

Scope and Boundary

The Annual Report covers the reporting period from 1 July 2021 to 30 June 2022.

In preparing the Annual Report, Management have considered and applied the following frameworks:

The Listings Requirements of the JSE Limited ("the JSE Listing Requirements")	Throughout the Report
The South African Companies Act, 2008 (Act 71 of 2008), as amended ("the Companies Act")	Throughout the Report
The King Report on Corporate Governance for South Africa ("King IV")	Throughout the report as well as the King IV register on the Cognition website: www.cgn.co.za
Global Reporting Initiative ("GRI") Framework	Throughout the Report
Guidelines for Sustainability Reporting	Throughout the Report
International Financial Reporting Standards ("IFRS") and Financial Pronouncements as issued by the Financial Reporting Standards Council	Consolidated Annual Financial Statements on pages 50 to 98

Directors' Responsibility

The Audit and Risk Committee and the Board acknowledge their responsibility to ensure the integrity of this Integrated Report. It has been reviewed by the Audit and Risk Committee, the Board, Company Secretary and Sponsor. The Annual Financial Statements included in this Integrated Report have been audited by the external auditor, BDO South Africa Incorporated.

External Assurance

No independent assurance was sought on this Annual Report. The Annual Financial Statements were independently audited by the Group's Auditor.

Forward-Looking Statements

This Integrated Report contains forward-looking statements that, unless otherwise indicated, reflect the Group's expectations as at 30 June 2022. Actual results may differ materially from the Group's expectations if known or unknown risks or uncertainties affect its business, or if estimates or assumptions prove inaccurate.

The Group cannot guarantee that any forward-looking statement will materialise and, accordingly, readers are cautioned not to place undue reliance on these forward-looking statements. The Group disclaims any intention and assumes no obligation to update or revise any forward-looking statement even if new information or conditions manifest as a result of future events, or for any other reason, as is required by legislation or regulation.

This Integrated Report is available in hard copy on request from the registered office of the Company and is also posted on the Group's website at www.cgn.co.za. For further information, please contact the Company Secretary.

Any forecast financial information that may be contained in this Integrated Report has not been reviewed or reported on by the Company's auditor.

DIRECTORS AND MANAGEMENT

DIRECTORS' PROFILES

EXECUTIVE DIRECTORS:

Rob Fedder – CEO
Age: 40

Rob Fedder is a passionate business turnaround strategist and performance enhancement executive with over 16 years of unique and balanced experience in large and small businesses, including managing director of business units within a large JSE - listed business and holding a senior role within a start-up environment. Rob has an entrepreneurial spirit focusing on operational excellence well rounded with a realistic, solutions-based approach to challenges. Core focus areas for Rob include change management strategies and implementation, business and process optimisation and business continuity and development to ensure commercial optimisation.

Rob joined the broader Caxton Group in September 2021 as a Business Management Consultant with project-based, operational responsibility for assigned divisions to develop the business' growth strategy - and is now excited to lead Cognition Holdings to its next level of success in the capacity of the company's CEO.

Pieter Scholtz – Financial Director CA(SA)
B.Com (Acc), B.Com Honours, CTA, CIMA
Age: 46

Pieter qualified as a Chartered Accountant (SA) in 2001 and passed the Chartered Institute of Management Accountants (CIMA) final examination in 2002. He served his articles at the Johannesburg office of the Auditor-General where he stayed on until May 2005. During this period, he was the appointed Training Officer for all the SAICA trainees within the Johannesburg Office, specialising in Performance Auditing and was the Senior Manager in charge of numerous high profile government audits within the Gauteng Province.

In June 2005, Pieter joined the Commission for Gender Equality as the Chief Financial Officer (CFO). In December 2006, Pieter was offered the position of Group Finance Manager for Blue IQ Holdings Proprietary Limited, a government held entity focusing on infrastructure development throughout the Gauteng province. In February 2008 he was appointed as the Financial Director of Cognition.

Graham Groenewaldt – Sales Director
Age: 64

Graham began his career in the technical department at Telkom and became a department supervisor at the age of 21 after which he was promoted to Zone Manager. Following his time at Telkom, Graham co-founded Qualicom, specialising in servicing and maintenance of PABX and telecommunications equipment. Teleboss later bought Qualicom and Graham stayed on as Operations Director. In 1992 he left Teleboss to become an independent consultant. In 1995 Graham returned to Teleboss as Managing Director of the Johannesburg region. After managing Teleboss for four years, he took up the position as CEO of TeleMessage in October of 1999 and in December was appointed to the board of directors as Managing Director. Telemessage was merged with a subsidiary of Cognition Holdings, formerly FoneWorx Holdings Ltd, in 2003.

DIRECTORS AND MANAGEMENT (CONTINUED)

NON-EXECUTIVE DIRECTORS

Paul Jenkins (Chairman)

(Independent Non-Executive Director)
B.Com, LLB
Age: 63

Paul qualified at Rand Afrikaans University in 1981 with a BCom and LLB and was admitted as an attorney and notary in February 1986. He became a partner of Webber Wentzel in 1988 and left his position as senior commercial legal partner in 1999 to join the Johnnic group full time. In this capacity he served as a director of numerous listed companies and was CEO of Johnnic Entertainment. He is currently self-employed and provides business and legal advisory services to a select group of clients. He is the non-executive Chairman of Caxton and CTP Publishers and Printers Limited and of Private Property South Africa Proprietary Limited.

Miles Crisp, CA(SA)

(Independent Non-Executive Director)
B.Com CTA
Age: 64

Miles obtained a B.Com and CTA at Rhodes University in 1981 and qualified as a CA(SA) at Coopers & Lybrand in Johannesburg. He co-founded Anderson Rochussen Crisp in 1985 and moved to Deloitte & Touche as a partner in 1994. Miles held several leadership positions at Deloitte, serving on the firm's Exco from 2002 until 2007 and he led his division for the EMEA region from 2000 until 2006 whilst commuting monthly between South Africa and Europe. Miles has been CEO of O'Keeffe & Swartz (Pty) Ltd (short-term insurance sales), Securedata Ltd (IT security distribution) and Tarsus Technologies (Pty) Ltd (IT distribution). In the last two he was tasked to lead the companies' reorganisation, restructuring and sale. Miles is now an independent contractor helping enterprises with strategy and business development. Miles performs various pro-bono leadership roles at Vuleka Schools, Children in the Wilderness and ROCKBlue.org.

Servaas de Kock

(Non-Executive Director)
B.Com (HR and Marketing)
Age: 48

Servaas completed a B.Com at the University of the Free State. He is a media- and digital professional with over 20 years of experience and is currently employed as the Group Executive - Digital at Caxton. He is responsible for Caxton's digital portfolio (excluding Citizen) which includes digital investment partnerships. He started his career in radio, after which he started a web development and digital marketing business. Servaas has overseen multiple SAAS, software, and web development projects. He understands the digital landscape and compiled multiple top-line strategies for various platform businesses. Servaas has a strong commercial background and an understanding of how to interlink different strategies

DIRECTORS AND MANAGEMENT (CONTINUED)

Dennis Lupambo
(Independent Non-Executive Director)
BSc (Electrical Engineering)
Age: 59

Dennis received a Bachelor of Science with Honours in Electrical Engineering in 1987 from the University of Southampton, England. He has since worked in various industries including Mining (Zambia Consolidated Copper Mines), Auditing (KPMG Lusaka, Zambia), Petrochemicals (Sasol), Electricity Utility (Eskom), Management Consultancy (Gemini Consulting), Banking - Cards, Electronic Banking and Home Loans (Standard Bank and Ecobank Transnational Incorporated), Telecommunications (MTN South Africa) and MasterCard Lab for Financial Inclusion (Nairobi, Kenya). He has worked for several leading Pan African companies including Standard Bank, MTN and Ecobank Transnational Incorporated. Dennis is the Managing Executive of Mint Africa responsible for the expansion of Mint Management Technologies Proprietary Limited, a Gold Microsoft Implementation Partner, into the rest of Africa.

Amasi Mwela
(INon-Executive Director)
B.Com, MBA
Age: 41

Amasi began his tenure at Private Property Proprietary Limited ("Private Property") at the beginning of 2019, where his vast experience in developing effective strategic focus, brand repositioning and customer centricity have already begun to bear fruit. Amasi has a proven track record of successfully making strategic acquisitions, showing rapid growth and building operational integrity at prominent companies such as Fundi, Old Mutual iWYZE, American Express Corporate Travel, and both Standard Bank and FNB. His focus on leadership in business and people development are essential contributing factors to success in his role as CEO and is the drive upon which Private Property will continue to grow into significance.

Stephen Naudé
(Independent Non-Executive Director)
Age: 71

Steve is a Chartered Accountant and obtained his MBA from the University of Chicago Graduate School of Business. Steve has more than 40 years' experience in corporate finance and investment banking locally and internationally.

SUBSIDIARY COMPANIES

FONEWORX (PTY) LTD

Rob Fedder
CEO

Rob Fedder is a passionate business turnaround strategist and performance enhancement executive with over 16 years of unique and balanced experience in large and small businesses, including managing director of business units within a large JSE - listed business and holding a senior role within a start-up environment. Rob has an entrepreneurial spirit focusing on operational excellence well rounded with a realistic, solutions-based approach to challenges. Core focus areas for Rob include change management strategies and implementation, business and process optimisation and business continuity and development to ensure commercial optimisation.

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Jessica Padgett
Group Financial Manager

Jessica started her career in March 2000 as an audit clerk at B E Rees & Company (audit firm) while she completed 5 years of articles. Once she had completed her articles she was appointed as audit manager.
In 2006 Jessica joined FoneWorx in the position of Group Financial Manager, a position she currently holds.

Matthew Walstra
IT Manager

Matthew joined FoneWorx in 2003 as a junior developer and has steadily worked his way through the ranks to his current position as IT Manager, he has led our IT department since 2012.

SUBSIDIARY COMPANIES (CONTINUED)

BMI RESEARCH MANAGEMENT

Jenni-Ruth Coggin
CEO

Jenni has worked in the marketing research industry for 17 years. She is a top producing management professional and expert in client management and business strategy. She conducts research that is aligned with brand needs and feeds directly into business strategies. Jenni has worked in Johannesburg and Cape Town with local and international clients across the FMCG, Financial, ICT, and Retail sectors.

Dana Braithwaite
Director

Dana Braithwaite started working at BMi as the researcher within the foodservices division. She then moved to Senior Research Analyst of the Food Division before becoming Research Director in 2008. She is currently a Senior Consultant to the Research division, offering BMi half her time. Dana's industry experience includes organic chemistry (she graduated from UJ (then RAU) with a Ph D in Organic Chemistry), knowledge management, the local food and packaging industry bringing together her persistent interest in the connection of science and technology to our daily lives. Her years in the research sector started in the commercial foodservices sector and this has remained an ongoing interest. Her current duties at BMi include mentorship, training, project oversight and project design.

Cindi Collett
Commercial Director

Cindi engages with clients across all sectors and is passionate about building and maintaining client relationships and achieving results. She has a unique ability to customise her approach to meet account objectives and client expectations while leading and motivating the sales team in delivering solutions and building relationships that are underpinned by strong commercial orientation.

Greg Avramit
IT Director

Greg has over 20 years' experience in information technology including infrastructure and database design, network implementation, data integration, application development and specialises in SQL databases and IT networks. His extensive mobile solution experience efficiently moves data to and from our mobile field force.

Michelle Daines
Research Manager

Michelle has over 20 years of experience in the research trade, across a wide variety of methodologies, study designs and analysis techniques. She has exposure to a diverse range of client and industries, including the Retail, FMCG, Foodservice, Finance and Education sectors. Her experience translates into added value at every level of the research process, and ensures that the final client deliverables are relevant, valuable and actionable.

SUBSIDIARY COMPANIES (CONTINUED)

PRIVATE PROPERTY MANAGEMENT

Amasi Mwela
Chief Executive Officer
B.Com, MBA

Amasi began his tenure at Private Property at the beginning of 2019, where his vast experience in developing effective strategic focus, brand repositioning and customer centricity have already begun to bear fruit. Amasi has a proven track record of successfully making strategic acquisitions, showing rapid growth and building operational integrity at prominent companies such as Fundi, Old Mutual iWYZE, American Express Corporate Travel, and both Standard Bank and FNB. His focus on leadership in business and people development are essential contributing factors to success in his role as CEO and is the drive upon which Private Property will continue to grow into significance.

Eugène Duvenage
Technology Executive
BSc. Engineering, MSc. Bioinformatics

Eugène started his career in 1997 building artificial intelligence-based solutions for large industrial clients in South Africa. This was followed by a period of international consulting in the telecommunications industry during the tech boom of the early 2000s. In 2005 he co-founded a software development consulting company focused on the financial industry which, in 2013, led to a permanent position with a home loans provider as Chief Architect. The property industry exposure gained during this period providing a solid background to his current position as Technology Executive at Private Property.

Solomon Kuwaza CA(SA)
Chief Financial Officer
B.Com (Accounting) UKZN, Hons B.Compt (UNISA)

Solomon qualified as a Chartered Accountant with Ernst & Young Johannesburg in 1999 and then moved into investment banking with Société Générale Investment Bank and then FirstRand Bank for several years after. He has consulted on financial, audit and risk management to various public and private entities such as ACSA, Tiger Brands and Sasol. He was engaged by Private Property on a permanent CFO role in January 2022.

Carl van den Berg
Business Development Executive
MBA UKZN

Carl holds an MBA from UKZN and has a wealth of experience in the financial services sector, specialising in home loans. Over the last six years he led highly successful teams and built a formidable track record in digital sales, service products and strategy. He is passionate about property and believes it has the power to unlock wealth and prosperity for the country.

Sandile Hogana
Customer Insights and Innovation Executive
Executive Leadership Education, MBA, BSc (Computer Science and Applied Mathematics)

Sandile has vast experience in multiple industries such as banking, telecoms, entrepreneurial, education and now property. He has an extensive background in product development, pricing, customer segmentation, and data analytics. Sandile is passionate about creating solutions that will delight customers and exceed their expectations.

SUBSIDIARY COMPANIES (CONTINUED)

LIVINGFACTS PROPRIETARY LIMITED ("LIVINGFACTS")

Marylou Kneale

Livingfacts founder and Managing Director, Marylou Kneale, has three decades of research experience and extensive knowledge of the corporate, SME and Wealth sectors. She is a member of SAMRA, ESOMAR, AMA (USA), Women in Finance Network and the Institute of Directors

Heidi Clowes

Heidi has 28 years of experience which has given her extensive knowledge of research from research design, methodologies, project management, analysis, reporting and client management. She is an expert in Business to Business and High Net Worth Market Research.

CEO'S REPORT FOR 2022

Although the Cognition business is still not yet in the position that we would like, we have managed to perform several of the tasks set out at the end of the first half, which have all contributed to improved overall performance. As a result, as a business, we are firmly positioned to focus on core activities and to continue enhancing the future of the Company.

Revenue and profits remain under pressure and are well below pre-Covid levels, caused by the reduced Fax2Email revenue which has basically reduced to zero and a reduction in Channel Incentives that is operating in a very competitive market. However, management has identified critical facets within the Group, and the focus has been to grow these parts of the business, with an intense focus on customer engagement and collaboration with group companies.

PERFORMANCE

Property Portal

Established over 20 years ago, Private Property is a multi-site property marketplace that presents property listings, news and advice to property shoppers. It charges real estate professionals and related advertising clients to market to that audience. It achieves this by delivering relevant property content to consumers through custom-designed and developed applications and web platforms. The business strikes a balance between being a part technology company, part media channel and part content publisher.

- Recognising its customers' ever-changing digital landscape and needs, the Private Property Management Team continues interrogating its priorities and business imperatives. In addition to the approved investment budget at the beginning of this financial year, the Board has resolved to commit more significant investment in future growth prospects and its long-term product initiatives, serviced by its web-based platform. This will require an allocation of considerable additional resources in upgrading its technology and solidifying its brand in the market while sacrificing short-term profits in favour of mid to long-term customer and revenue growth over the next three years.

Research and Insights

Customised research and insights partner, focusing on product pricing, B2B and consumer research, market sizing and advertising monitoring.

- As presented in the interim results, Management agreed to terms which resulted in the sale of the Company's entire shareholding in the BMi Sport Group to the BMi Sport Group management.

The remainder of the Group's research assets (BMi Research, Livingfacts and Adcheck) have performed well and have exceeded revenue and profit forecasts, turning the business into a profitable position. If we remove the impairment of the intangible asset, the Company has performed ahead of pre-Covid numbers. The diverse strategic and bespoke research and analytics solutions remain an essential part of the business and necessary for future growth. Looking into the new financial year, management has structured the business for growth by ensuring the team is focused on delivering exceptional insights to our customers and collaborating with group companies. In addition, a dedicated team has been selected to look for further research opportunities and to continue to automate processes to improve efficiencies.

CEO'S REPORT FOR 2022 (CONTINUED)

Campaign and Data Management Service

Collaborates with brands and agencies that want to connect, engage with and understand their customers using the relevant market technology.

As mentioned in our Half Year Report, FoneWorx urgently required a rejuvenation. We are pleased to report that the team members have pulled together and made significant strides in the correct direction. The realignment of costs and the introduction of new products has made this process possible, and from February to June, the company has remained profitable. Based on our positive pipeline, this trend is likely to continue for the new financial year. The first set of products to be released ranges from a series of gamification products, with enhancement on our WhatsApp offering, plus enhanced Instagram services and the like. In addition, we have acquired new technical skills and believe we will be well set in this area for the latest financial year. Albeit small wins, they have been welcomed by our clients. We now look forward to ongoing development in this space.

In addition to the above, the IT and Development departments have standardised across a sustainable development stack, allowing for ready recruitment and department growth in the future. We believe these improvements and new products will allow for increased revenue opportunities with minimal effect on additional development capacity. Over the next financial year, our focus areas will continue adding more products and enhancing existing ones, making them more efficient and relative. As a result, we are now better positioned to adapt as technologies, markets and trends change rapidly.

Channel Incentives and Loyalty

Channel Incentives enable brands to reward resellers and sales agents that market and sell its products to end consumers. In addition, the Channel Incentives platform simplifies the claiming of incentives and assists with the product training process, leading to increased sales and product knowledge.

Unfortunately, this sector continues to feel the strain of the move by networks to consolidate the incentive programmes with a single service provider. That said, the onboarding of several smaller brands has subsequently subsidised some of the lost revenues. The non-network-related incentive business continues to do well, with small gains achieved during the period. We remain optimistic that our turnkey solution to incentivise staff or agents via our platform will continue to grow.

PROSPECTS

Albeit early days in the turnaround plan at Cognition, the general confidence continues to improve within the business with a clear sense of direction. Management is still focused on the key initiatives previously identified, which will continue to strengthen the core of the Company and drive revenue and profit growth. As presented in the interim report, these include, but are not limited to, the following:

- A clear focus on increasing technological capacity, which will enable us to react quickly to customer needs
- Improved solutions for customers to drive revenue growth
- Right-sizing of the business and simplification of internal systems and processes
- Ongoing monitoring and control of costs within the business

This direct and strategic focus leaves us in a solid position to make concise and accurate decisions regarding future acquisitions better aligned with our fundamental strategy, enabling immediate integration and faster growth.

APPRECIATION

I would like to thank the Board and my executive team for the support they have provided me since I took on the position in December 2021. To each staff member in the Group I extend my sincere appreciation for your continuing hard work and dedication.

Rob Fedder
Chief Executive Officer

FINANCIAL DIRECTOR'S REPORT

Introduction

The Group benefited from improved market conditions within the second half of the year under review with revenue increasing by 4.5% from R231 million to R241 million for the year, as compared to the reported interim results that reflected a decline in revenue as compared to the previous interim result period.

Financial Performance

Revenue from Active Data Exchange Services increased by 3% from R37.1 million to R38.2 million although Gross Profit remained stable at R27.2 million. The segment was still impacted by pandemic-related market conditions within the first half of the year. The Knowledge Creation and Management revenue segment revenue increased by 4.79% from R193,4 million to R202,6 million with a Gross Profit increase of 5.17% from R171,4 million to R180.2 million. Channel Incentive Services is part of this division and was severely hampered by restrictions imposed on it by some retail channels, however the decline in Channel Incentives Services was offset by improved sales within the Research Assets that is also part of this segment.

Private Property operates in an ever-changing digital landscape. The Private Property board approved an investment budget to support the Company's mid to long term strategy at the beginning of this financial year. This investment budget required the Company to upgrade its technology and solidify its brand within the market. As disclosed in note 5 of the Annual Financial Statements, the Group evaluated the goodwill associated with the asset which resulted in an impairment charge of R41.6 million.

The Group engaged in a re-evaluation process of its strategic growth prospects. It decided to no longer pursue some interests which has resulted in it having to impair some intangible assets that were not yet available for use and do not form part of the Group's strategic focus areas. This has resulted in the Group impairing R8.2 million of intangible assets in the period. Further to this, the Group disposed of its interest in the BMi Sport Group and UNiID resulting in a loss on disposal of R3.4 million.

The Group's operating expenses increased by 34.79% from R72.4 million to R97.6 million. This increase is due to the substantial reinvestment that Private Property made into its platform in the year and its increased marketing spend. Staff costs increased from R92.2 million to R97.4 million due to an increased staff count.

The net result of the above is that the Group is reporting a significant loss before taxation of R49.9 million and a comprehensive loss of R45.5 million although the bulk of this loss relates to impairment charges. The Group's Earnings Before Interest Tax and Amortisation as well as impairment charges were R9.2 million compared to R33.3 million in the previous year.

FINANCIAL DIRECTOR'S REPORT (CONTINUED)

Statement of Financial Position

The Group continues to maintain a prudent approach regarding the use and allocation of its resources and maintains a healthy financial position with very limited long-term debt and a healthy cash balance.

The Group's cash resources increased from R109.8 million in the previous financial year to R113.9 million, an increase of 3.72%. The Group generated R14 million net cash from operating activities in the past year, down from R37.7 million in the prior year, which is due to the increased spend by Private Property on its technology platform.

The Group's Trade and Other Receivables increased to R40.9 million from R36.7 million with an increase in Trade and Other Payables from R34.3 million to R37.9 million thereby maintaining the Group's working capital ratios.

Equity Movements

During the year, the Group did not declare a dividend.

As at 30 June 2022, the Company did not hold any treasury shares.

Going Concern

The Board has formally considered the going concern assertion for the year going forward by evaluating the Group's forecasts and cash requirements and is of the opinion that it is appropriate

Conclusion

The Group's conservative stance on maintaining healthy cash resources has come to serve the Group well, specifically, during the Covid 19 pandemic where it secured its sustainability.

The Group's financial focus in the year was to focus on its core revenue producing activities, reduce expenditure and evaluate its investments. The Group entered into a transaction shortly after year end whereby it will be disposing of its shareholding in Private Property. Upon successful conclusion of this transaction the Board will be in a position to evaluate how best to unlock and return value to its shareholders within the short to medium term.

FINANCIAL DIRECTOR'S REPORT (CONTINUED)

5-year analysis

	Movement 2021/2022	30 June 2022	30 June 2021	30 June 2020	30 June 2019	30 June 2018
Financial position		**R'000**	**R'000**	**R'000**	**R'000**	**R'000**
Total equity	-20.2%	194 053	243 029	234 122	296 238	150 052
Total assets	-15.9%	250 746	298 173	294 147	360 334	221 800
Total cash	3.7%	113 896	109 812	85 705	123 439	104 391
Total current assets	6.1%	157 254	148 224	128 359	175 012	156 479
Total liabilities	2.8%	56 693	55 144	60 024	64 096	71 747
Total current liabilities	12.0%	55 369	49 454	44 837	54 407	68 669
Operating results		**R'000**	**R'000**	**R'000**	**R'000**	**R'000**
Gross Revenue	-0.6%	384 277	386 412	429 763	451 599	351 077
Revenue generated through Agency services	-8.0%	143 333	155 849	166 598	239 192	193 193
Revenue	4.5%	240 944	230 563	263 166	212 407	157 884
Earnings before interest, tax, depreciation, amortisation and impairments	-68.3%	9 211	29 034	27 386	27 698	30 114
Operating (loss) / profit	-402.9%	(49 941)	16 489	(11 275)	16 070	22 463
(Loss) / profit for the year	-497.2%	(45 493)	11 454	(12 298)	15 366	20 596
(Loss) / profit for the year attributed to owners of the parent	-2560.7%	(50 788)	2 064	(18 371)	12 920 277	20 509
Impairment of goodwill and investments	1049.6%	49 822	4 334	23 761	2 009	-
Net cash generated from operations	-66.9%	15 457	46 647	23 390	11 562	52 771
Depreciation & Amortisation	-25.6%	9 328	12 545	14 901	9 620	7 675
Staff Cost	5.5%	97 339	92 221	106 348	78 290	52 587
Operating Expenditure	34.8%	97 656	72 452	80 420	52 091	18 357
Financial ratios						
EBITDA margin	-69.6%	3.82%	12.59%	10.41%	13.04%	19.07%
Operating (loss) / profit margin	-389.8%	-20.73%	7.15%	-4.28%	7.57%	14.23%
Return on equity	-533.6%	-20.82%	4.80%	-4.64%	6.89%	13.87%
Return on assets	-528.6%	-16.58%	3.87%	-3.76%	5.28%	9.71%
Debt Equity Ratio	28.8%	29.22%	22.69%	25.64%	21.64%	47.81%
Solvency Ratio	-53.1%	24.09%	51.38%	43.92%	42.12%	39.40%
Average debtors' days - Gross Revenue	11.9%	53 days	47 days	38 days	44 days	71 days
Liquidity ratio	-18.2%	4.4 times	5.4 times	4.9 times	5.6 times	3.1 times
Share performance						
Number of shares in issue at year-end	0.0%	229,273,021	229,273,021	229 273 021	243 398 421	137 615 798
Weighted average number of shares at year end	0.0%	229,273,021	229,273,021	232 501 927	179 059 401	137 615 798
Basic (loss) / earnings per share	-2561.1%	-22.15 cents	0.90 cents	-7.78 cents	8.17 cents	14.95 cents
Headline earnings per share	-84.8%	0.46 cents	3.03 cents	2.33 cents	9.31 cents	14.95 cents
Net asset value per share	-23.3%	73.06 cents	95.21 cents	93.61 cents	116.08 cents	108.49 cents
Tangible net asset value per share	5.2%	41.25 cents	39.22 cents	34.15 cents	51.81 cents	76.37 cents
Closing share price at year-end	8.7%	75 cents	69 cents	90 cents	90 cents	100 cents

CORPORATE GOVERNANCE REPORT

This Corporate Governance Report sets out the governance principles and practices of Cognition.

The Board endorses the philosophies and principles of King IV Report ("King IV") and recognises its responsibility to conduct the affairs of the Company with integrity and accountability in accordance with generally accepted corporate practices. All Board members are aware of their responsibility to ensure that the financial statements fairly represent the state of affairs of the Group. The Board regularly reviews its performance and core governance principles.

Compliance

The Company complied with the provisions of the Companies Act, King IV and the provisions of the Listings Requirements of the Johannesburg Stock Exchange ("JSE Listings Requirements").

The Company operated in accordance with it's Memorandum of Incorporation and other relevant constitutional documents.

Ethics and Values

Although the Board has not adopted a written code of ethics the Board has, in applying the principles set out in King IV, the Board committed itself to:

- Acting with integrity and adopting best practice in its dealings with stakeholders and society at large;
- Doing business with customers and suppliers using best ethical practices;
- Employment practices which are non-discriminatory, and which include training and skills development; and
- Doing business in a manner that is sustainable for all stakeholders.

The Board has assessed its governance practices and procedures against the King IV principles and recommendations. The Board will continue to assess its governance practices and procedures and, where necessary, make the necessary adjustments. An analysis of the Group's King IV compliance can be viewed on the Group's website under the Investor Relations > Governance tab at www.cgn.co.za.

Board Changes During the Year

Trever Ahier resigned as director on 5 August 2021. On 2 September 2021 Marc du Plessis resigned as director and the vacancies on the Board were filled with the appointments of Miles Crisp and Servaas de Kock.

At the Annual General meeting held on 26 November 2022 the following changes took place:

The term appointment of Roger Pitt, Gaurang Mooney and Ashvin Mancha came to an end. Ashvin Mancha did not make himself available for re-election. Roger Pitt and Gaurang Mooney did stand for re-election but were not re-elected. Steve Naudé was elected as a Board Member at the meeting.

On 10 December 2021, Mark Smith stepped down as Chief Executive Officer of the Group and resigned as a Board member on 20 January 2022. Rob Fedder was appointed as acting Chief Executive Officer on 10 December 2021 and was appointed as a Board member with effect from 4 March 2022.

Board of Directors

The Board acts as the custodian of corporate governance and ensures that the Group is a responsible corporate citizen, cognisant of the impact its operations may have on the environment and society in which it operates, while acting in accordance with the board charter.

The Board is responsible and accountable for the performance of the Group and with full control over its subsidiaries. The responsibilities of the Chairman and CEO, and those of other non-executive and executive directors, are clearly separated to ensure a balance of power and prevent any one director from exercising unfettered powers of decision-making.

As at the date of the Annual Report, the Board consisted of three executive directors, three independent non-executive directors (of which one is the Chairman) and two non-executive directors (one of which is an executive director at Private Property). This is, in the opinion of the Board, an effective structure.

CORPORATE GOVERNANCE REPORT (CONTINUED)

In accordance with the principles in King IV, the roles of the Chairman and CEO, are separate.

The Board has not formed a Nominations Committee to co-ordinate and evaluate appointments to the Board. Where vacancies do arise, the Board sets the criteria that a candidate would be required to meet for the position, which includes criteria relating to gender and race diversity.

Where vacancies arise, proposals for the appointment of a candidate to the Board are submitted to the Board together with a detailed CV of the candidate, including the candidate's relevant expertise, experience and qualifications.

Succession Planning

All executive contracts of employment, which includes the CEO, have a notice period of at least three months. The Board does not have a formal succession plan in place for executives. Should a vacancy arise at executive level the Board will appoint a third party to assist with the recruitment process.

Disclosure of Interests

Board members are required to disclose any interests in material contracts that involve the Group. This is done in accordance with the disclosure requirements of section 75 of the Companies Act. During the year under review no director or officer of the Group had an interest in any material contracts involving the Group.

Share Dealings and Conflicts of interest

Directors are obliged to disclose any shareholdings, additional directorships and appointments, potential conflicts of interest as well as any share dealings in the company's securities to the Chairman and CEO. Prior to dealing, directors are required to obtain written clearance from the Chairman of the Board. The Chairman in turn requires written permission from the Chairman of the Audit Committee. The Company Secretary must be notified of any dealings in the Company's shares within three business days. This information must be published on SENS within 24 hours of the notification of such dealing. A register of share dealings by directors is maintained by the Company Secretary and reviewed by the Board.

All directors, senior executives and prescribed officers with access to financial and any other price sensitive information are prohibited from dealing in Cognition shares during "closed or prohibited periods", as defined by the JSE, or while the company is trading under a cautionary. The Company Secretary informs all directors and all other relevant employees by email when the Company enters a "closed period".

There were no directors' dealings during the year under review.

The basis of the Board's responsibilities and functions are derived from King IV which provides broad areas of evaluating and identifying key financial and non-financial risk areas of the Group.

The Board identifies principal performance and risk indicators which reflect resource planning, products, service and human resource. The Board is of the view that its members have the expertise and experience to fulfil their obligations to the Group.

The Board meets a minimum of four times a year. Additional meetings are constituted when required.

The executive directors of Cognition are responsible for the day-to-day management of the Group. The Group currently has three executive directors: Rob Fedder, Pieter Scholtz and Graham Groenewaldt.

The remuneration of the executive directors is determined by the Remuneration Committee.

The executive directors are mandated and held accountable for:

- the implementation of strategies and key policies determined by the Board;
- managing and monitoring the business and affairs of the Company in accordance with approved business plans and budgets;
- prioritising the allocation of capital and other resources; and
- establishing the best managerial and operational practices.

CORPORATE GOVERNANCE REPORT (CONTINUED)

Directors' attendance at Board and committee meetings for the year under review

	Board		Audit and Risk Committee		Remuneration Committee		Social and Ethics Committee	
	Number of meetings	Attended	Number of meetings	Attended	Number of meetings	Attended	Number of meetings	Attended
P Jenkins	5	5					1	1
M Crisp	4	4	4	4				
S De Kock	4	4					1	1
S Naudé	4	4	4	4				
A Mwela	5	5						
D Lupambo	5	5	5	5				
R Fedder	2	2	4*	4*				
P Scholtz	5	5	5*	5*				
G Groenewaldt	5	5					1	1
R Pitt	1	1	1	1	1	1		
M du Plessis	1	1						
A Mancha	1	1			1	1		
G Mooney	1	1	1	1	1	1		
M Smith	3	2	1*	1*				

(* By invitation)

Risk Identification and Management

The Audit and Risk Committee reviews the risks facing the Group on a regular basis.

Risk identification and the management of risk, which includes the action taken to mitigate risk, is undertaken by each subsidiary's executive team. The material risks of each subsidiary are consolidated and are then reviewed by the Audit and Risk Committee. The risks considered by the Audit and Risk Committee as being the most material risks are set out below in the table below in order of priority together with the mitigating actions for each of the respective material risks.

Risk Category	Key Risk	Risk Mitigation
Technology	**Cyber Security**	• Consulting with industry experts to understand best practice and measure current environment against best practice • Setting goals in line with operational requirements and best practice • Provision of sufficient budget to procure necessary infrastructure • Review policies and standards and ensure that increased manual monitoring in place
Operational - staff	**Developing and maintaining high calibre staff**	• Offer competitive and market related remuneration and benefits to attract and retain skilled and key staff • Ensure appointment of appropriately qualified and skilled staff that match Group strategy • Ensure appropriate succession planning • Create an environment where innovation is rewarded and encouraged and staff are remunerated for outcomes

Risk Category	Key Risk	Risk Mitigation
Market	**Concentration of Revenue**	• Pursue new opportunities and products on an ongoing basis • Review existing products to ensure relevance • Develop alternative relevant service offerings • Broaden client base by diversifying products, services and base of pyramid • Diversify into new markets • Develop products and services capable of generating long term annuity income
Compliance	**Data Privacy**	• Raise awareness of POPIA and its requirements among staff • Conduct POPIA audit to assess personal information collected and flow of information • Update contracts to comply where necessary with POPIA
Operational – Technology	**Technology surpassed by more efficient, effective and economical technology**	• Create an environment where innovation is rewarded and encouraged • Regular review of current systems against what is available on the market • Develop systems that meet current needs of the business and its clients

Performance Evaluation

The Board carries out a self-evaluation every two years. The purpose of the evaluation is to ensure that the Board and its committees function as they should and that they have discharged their duties in accordance with the mandates contained in the respective charters.

This evaluation will only be performed in the next financial year as the majority of members on the Board only started in this financial year.

Independence of Directors

The Company assesses its directors' interests in the Group, their external shareholdings and any other directorships that they hold, on an annual basis to determine the existence of any actual or potential conflicts of interest. In addition, the agenda at each scheduled board meeting allows the Board to consider any conflicts arising from changes to the directors' declarations of interests.

For the period under review, the Board has satisfied itself that no relationships currently exist which could adversely affect the classification of its independent non-executive directors, and accordingly that the classifications of each such directors are appropriate.

Company Secretary

All directors have access to the advice and services of the Company Secretary. The Company Secretary was Advocate Stefan Kleynhans until 4 April 2022 whereafter the Board appointed Ms Felicia van der Merwe CA(SA).

The Company Secretary assists the Board in meeting its fiduciary obligations to the shareholders and is responsible for the functions specified in the Companies Act.

All meetings of shareholders, directors and Board sub-committees are properly recorded, as per the requirements of the Companies Act.

A formal evaluation of the Company Secretary was conducted by the Chief Executive Officer on behalf of the Board. The evaluation was in line with key legislative and governance principles and practices (Companies Act and King IV). The evaluation included a consideration on the competence, knowledge, experience and qualifications of the Company Secretary, Ms Felicia van der Merwe.

In line with the provisions of paragraph 3.84(h) of the JSE Listings Requirements, it is confirmed that the Company Secretary has the necessary qualifications and the requisite combined competence, knowledge, qualifications and experience to carry out the duties of a secretary of a public company. Considering the statutory duties imposed by the Companies Act, it is confirmed that the Company Secretary fulfilled the statutory duties in line with the statutes.

Rotation and Retirement from the Board

In terms of the Company's Memorandum of Incorporation, at each Annual General Meeting of the Company, one third of the non-executive directors are required to retire from office. The names of the directors eligible for re-election are submitted at the Annual General Meeting, accompanied by appropriate biographical details, as set out in the Integrated Report. The Company has not adopted a retirement age for directors.

Remuneration

The details relating to directors' fees and remuneration are disclosed in the Remuneration Report on page 33 and note 26 of the financial statements. The fees that are proposed to be paid to the non-executive directors, subject to approval by the shareholders by way of a special resolution, are set out in the Remuneration Report and the Notice of Annual General Meeting which are attached hereto and which form part of this Annual Report. The basis on which the remuneration of the executives is determined is set out in the Remuneration Report. The remuneration of the executives, as approved by the Remuneration Committee, is disclosed fully in note 26 of the Annual Financial Statements.

BOARD COMMITTEES

The directors have delegated specific functions to committees, to assist the Board in meeting its governance responsibilities. The Board committees are constituted with sufficient non-executive representation. The Board committees are subject to evaluation by the Board to ascertain their level of performance and effectiveness.

The committees act in accordance with approved terms of reference, which are reviewed regularly.

Executive Committee

The Executive Committee ("Exco") meets weekly and is responsible for the day-to-day management of the Group.

Executive management and the Board work closely in determining the strategic objectives of the Group. Authority has been delegated to the Chief Executive Officer and the Exco by the Board for the implementation of strategy and the ongoing management of the business. The Board is appraised of progress through reporting at Board meetings and regular communication with management.

The responsibilities of the Executive Committee include:

- monitoring and managing risk;
- developing and implementing the Group's strategic plan;
- determining human resources policies and practices;
- preparing budgets and monitoring expenditure;
- monitoring operational performance against agreed targets; and
- adhering to financial and capital management policies.

Audit and Risk Committee

Members

- Mr S Naudé (Chairman)
- Mr M Crisp
- Mr D Lupambo

All three members of the Audit and Risk Committee are independent non-executive directors. The Audit Committee members changed during the year with Mr G Mooney and Mr R Pitt retiring from the Board. Mr S Naudé and Mr M Crisp were elected to the Audit Committee with Mr S Naudé taking on the responsibility of chairman of the Committee.

The independent external auditor attends the meetings as a standing invitee. The Chief Executive Officer and Financial Director attend the meetings by invitation.

The Audit and Risk Committee report can be found on pages 38 to 40.

The Audit and Risk Committee acts in accordance with approved terms of reference.

The Audit and Risk Committee met five times in the financial year. A record of attendance of committee meetings is available on page 17.

Internal Controls and Audit

The Group does not have a dedicated internal audit function, but the Audit and Risk Committee is mandated from time to time to require management to review and report on key operational controls. These reviews can be performed by internal staff that will report their findings independently to the Committee, or by external consultants.

The internal controls and systems that are maintained by the Group are designed to provide a reasonable degree of assurance regarding the integrity and reliability of the financial statements and are aimed at adequately safeguarding, verifying and maintaining accountability for the assets of the Group and its stakeholders.

Based on the tests carried out on the internal controls, nothing material has come to the attention of the Board or the external auditor to indicate that there has been any material breakdown in the functioning of the abovementioned internal controls and systems during the year under review.

The Audit and Risk Committee has recommended the Annual Report to the Board for approval.

The Audit and Risk Committee has considered and has satisfied itself as to the appropriateness of the expertise and experience of the Financial Director, Mr Pieter Scholtz.

IT Governance

The role of IT Operations is to ensure that IT is aligned with business operations and translates the requirements of the business into efficient and effective IT solutions. It is regarded as critical to the sustainability of the Group.

The Group has an IT Security Policy that covers access to information, information integrity and business support. In addition, the IT Security Policy also addresses information integrity by implementing hierarchical password access control, testing and change control of systems, anti-virus management and firewalls.

The responsibility for reporting on IT Security falls on the IT Manager and IT Systems and Architect Manager who report on a weekly basis to Exco and by invitation to the Board. It is the duty of the IT Managers to ensure that IT Security controls are in place and all risks associated with the IT Department and the Group's products and services are identified and, where appropriate, mitigated.

To provide for the risk associated with any possible disasters that may affect the Group's IT capacity, multiple distinct and diverse hosting environments are in operation. These sites operate as live sites for most of the Group's revenue. In addition, one of these sites provides a full back-up and stores all facets of services managed by the Group, remotely.

The Group also pays an external consultant to assist and advise on firewall protection and gateway and database management. In addition, the Group also consults with external software security companies to provide input on security, hacking, phishing and the like.

The Company has, in addition to the Group's external auditor, contracted with B E Rees & Company to audit the control systems to ensure that these comply with the requirements of the Consumer Protection Act, 2008 (Act 68 of 2008) and WASPA Code of Conduct.

Social and Ethics Committee

Members

- Mr P Jenkins (Chairman)
- Mr S de Kock
- Mr G Groenewaldt
- The CEO and Financial Director attend the meetings by invitation. The Social and Ethics Committee members changed during the year with Mr G Mancha and Mr R Mooney retirement from the Board.

The Social and Ethics Committee met once during the year under review.

The Social and Ethics Committee acts in accordance with approved terms of reference. The Chairman of the Social and Ethics Committee reports to the Board after every meeting held. The Chairman of the Committee attends Annual General Meetings to answer shareholder questions.

The Social and Ethics Committee's roles and responsibilities include, but are not limited to:

- monitoring the Group's activities, having regard to any relevant legislation, other legal requirements or prevailing codes of best practice;
- good Corporate Citizenship;
- the environment, health and public safety, including the impact of the Company's activities and of its products or services;
- consumer relationships, including the Group's advertising, public relations and compliance with consumer protection laws; and
- labour and employment.

The Committee reports to the Board and to shareholders on the matters that fall within its mandate.

During the year under review the Committee identified and considered the following issues:

- the Group and subsidiary Broad-Based Black Economic Empowerment ("B-BBEE") scorecards including in particular enterprise and supplier development and skills development;
- employee health and safety and compliance with the Occupational Health and Safety Act;
- a Group anti-corruption policy comprising three inter-related policies, being an Anti-Bribery Policy, Code of Ethics and Conduct and Whistleblowing Policy; and
- the Board Gender and Race Diversity Policy.

CORPORATE GOVERNANCE REPORT (CONTINUED)

Remuneration Committee

Members

- Mr. P Jenkins
- Mr S de Kock
- Mr M Crisp

All the members of the Remuneration Committee are independent non-executive directors.

The Remuneration Committee met once in the financial year. The Remuneration Committee members changed during the year with Mr G Mancha, Mr Pitt and Mr R Mooney retiring from the Board No executive directors participate in discussions regarding their own remuneration and benefits; neither do they have a vote at meetings.

Details on the attendance of the Remuneration Committee meetings are available on page 17. The Remuneration Committee acts in accordance with the approved terms of reference.

The salaries of the executive directors (CEO, Financial Director and Sales Director) are determined by the Remuneration Committee. The three executive directors are not included in the deliberations regarding their own remuneration.

The CEO and Financial Director recommend the salaries of senior management and staff and these recommendations are then tabled before the Remuneration Committee for discussion and approval.

The fees paid to the non-executive directors for attendance at the Board and Audit and Risk Meetings are set out in the Remuneration Report on page 33.

In considering appropriate remuneration packages for the executive directors, the Committee is guided by the Group's strategy, performance for the period under review, achievement of internal targets and an evaluation of external salary and bonus trends. In addition, the Committee also considers industry standards, trends in the marketplace and the personal input of each individual based on annual appraisal systems.

The Remuneration Committee's roles and responsibilities, as set out in the terms of reference, include but are not limited to:

- overseeing the setting and administering of remuneration at all levels in the Group. This is done on the recommendation of the CEO and Financial Director;
- overseeing the establishment of a remuneration policy that will promote the achievement of strategic objectives and encourage individual performance;
- reviewing the outcomes of the implementation of the remuneration policy for whether the set objectives are being achieved;
- ensuring that the mix of fixed and variable pay, in cash and other elements, meet the Group's needs and strategic objectives and is market related;
- evaluating the performance of the Chief Executive Officer and other executive directors, both as directors and as executives in determining remuneration;
- selecting an appropriate comparative group when comparing remuneration levels; and
- overseeing the preparation and recommendation of the remuneration report to the Board for inclusion in the Integrated Report as to whether it:
  - is accurate, complete and transparent; and
  - provides a clear explanation of how the remuneration policy has been implemented

Remuneration structure

The remuneration structure is delegated as follows:

- the Remuneration Committee approves executive director remuneration;
- the Remuneration Committee approves senior management and staff remuneration, as proposed by the CEO and Financial Director; and
- Management approves employees' remuneration.

The Group's remuneration philosophy complements its business strategy. The Group employs high-calibre individuals with integrity, intellect and a sense of innovation. It is fundamental to our business culture that all employees subscribe to the values, ethics and philosophy of Cognition.

The remuneration of the Board, executive members and employees is fair and market related. The Board, with the assistance of the Remuneration Committee, will maintain this approach, so as to attract and retain suitable employees and Board members to the benefit of the stakeholders. The Board acknowledges the importance of motivating individual and team performance and therefore applies its remuneration philosophy equitably, fairly and consistently in relation to job responsibilities, the markets in which the Group operates and personal performance.

The Group's remuneration policy is subject to non-binding advisory vote by shareholders at the Annual General Meeting each year. This enables shareholders to express their views on the remuneration policy and its implementation and for the Board to take these views into account.

Going Concern

All the operating companies in the Group have sufficient working capital and the Group is in a healthy financial position with very limited debt. The Board has formally considered the going concern assertion for the year going forward and is of the opinion that it is appropriate.

Board Diversity

The Board recognises that diversity of skills, experience, background, knowledge, thought, culture, race and gender are necessary to strengthen its ability to effectively carry out its duties and add value to all stakeholders and as such the Board has a policy that addresses gender and race diversity when vacancies arise on the Board.

Although the Board considers it a priority to meet the diversity targets in line with its policy, the Company's controlling shareholder has a decisive say in the nomination and appointment of directors.

CORPORATE GOVERNANCE REPORT (CONTINUED)

Behavioural and Ethical Compliance

The Group adheres to the highest standards of ethical conduct. The Board-approved ethics framework, incorporates the Anti-Bribery and Corruption Policy, the Code of Conduct and Ethics and the Whistleblowing Policy. These Policies outline the standards of honesty, integrity and mutual respect which employees are required to observe. These policies are available on the Group's website at http://www.cgn.co.za/pages/display/governance.

There were no reported breaches of these policies during the year under review.

Investor Relations and Communication with Stakeholders

The Group believes that communication with its stakeholders is vital. Interim and final results are available on the Cognition website: www.cgn.co.za

The Group will continue to have an interactive relationship with shareholders, investors, analysts and regulators.

Sponsor

The Group's JSE Sponsor is Acacia Advisors.

Transfer Secretaries

The Group's appointed transfer secretaries are Computershare Investor Services Proprietary Limited. They assist with enquiries relating to shareholdings.

Shareholders can address shareholding related queries to Private Bag X9000, Saxonwold, 2132.

SUSTAINABILITY REPORT

Introduction

The Group embraces the philosophy of the King IV Report in pursuing its sustainability objectives. The Social and Ethics Committee has been mandated by the Board to take responsibility for the sustainability issues contained in this Report.

The sustainability strategy acknowledges that the Group is responsible to all stakeholders to ensure its long-term viability. The Group identifies and considers the impact of its business on its stakeholders in pursuing this strategy on an ongoing basis.

The Report aims to provide a balanced assessment of the strategic position and performance of the Group to enable all stakeholders to properly assess the Group's ability to continue creating value added sustainability into the future. As part of this, the Board has embraced integrated reporting, seeking to provide financial and relevant non-financial information applicable to a range of stakeholders. The Company's management has been mandated by the Board to ensure that sustainability principles are implemented and to report on progress and, where applicable, reasons for non-compliance.

Sustainability reporting is not independently assured in terms of a formal process. The Committee reviews the Group's sustainability objectives on an ongoing basis and provides management with the necessary guidance. The Board regards the assurance of sustainability reporting by the Committee as being appropriate and sufficient.

Scope of Sustainability Report

This Report covers the economic, social and environmental performance of the Group for the year from 1 July 2021 to 30 June 2022. It is intended to provide this information to a wide range of stakeholders with an interest in its performance. These include existing and prospective shareholders and investment analysts, government (local, provincial and national), industry organisations, trade unions, employees and their families, communities in the vicinity of our operations, contractors, suppliers, customers, business partners and the media.

People

Employees are the cornerstone of the Group and employee wellness and development are recognised as key factors that contribute to maintaining and building a sustainable business.

Staff are provided with the appropriate working conditions. Should the need arise, staff have open access to a Legal and Human Resource Manager to assist them.

Each of the main operating subsidiaries determines the benefits that it makes available to staff. Depending on which operating subsidiary they are employed by, staff may qualify for:

- Group cover (funeral, life, disability);
- Leave (annual, ill health, maternity, compassionate and study);
- Employee training / bursaries; and
- A performance-based bonus, provided certain agreed targets or conditions have been achieved or met.

The employee/employer relationship is governed by the customary human resource policies which are reviewed on a regular basis, i.e. safety, health, training and development.

Management aims to create an environment where people are encouraged to act in a responsible way, work hard, build friendships and be part of a working family. The Group employs individuals with passion, who are skilled in their fields, can contribute in meaningful ways to the Group and can identify with the Group's values.

The Group encourages all its employees to undergo appropriate training and development in order to enable them to give of their best and also to realise their full potential in the work situation.

To ensure that the Group has a ready pool of talent, management focuses on the key areas of skills development and training.

Transformation

	B-BBEE Compliance Level 2022	B-BBEE Compliance Level 2021
Cognition Holdings Limited	Level 4	Level 4

Ownership

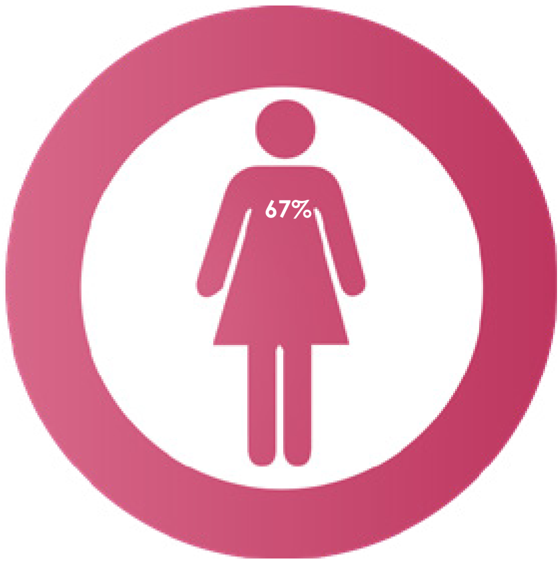
Cognition has a majority shareholder and is dependent on flow through ownership from this shareholder for its ownership score. The Board and management continue to look for suitable partners that would be of benefit to all stakeholders.

Employment Equity

As at 30 June 2022, the Group employed a total of 221 staff. All staff are encouraged to reach their maximum potential irrespective of gender, age or race.

Workforce by Gender

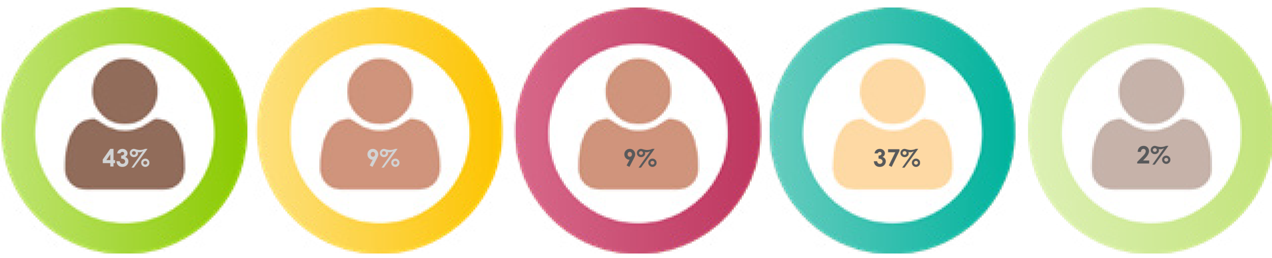
Male



Female

The staff profile for the year under review was as follows:

	Male				Female				Foreign nationals		
Occupation Levels	A	C	I	W	A	C	I	W	Male	Female	Total
Executive Management	1	-	-	2	-	-	-	-	-	-	3
Senior Management	1	-	1	6	1	3	2	5	1	-	20
Professionally qualified and experienced specialists mid-management	2	2	2	15	6	-	-	14	-	-	41
Skilled technical and academically qualified workers, junior management, supervisors, foremen, and superintendents	8	1	4	6	7	4	5	4	2	1	42
Semi-skilled and discretionary decision making	9	2	-	4	52	8	4	27	-	1	107
Unskilled and defined decision making	4	-	-	-	3	-	1	-	-	-	8
TOTAL	25	5	7	33	69	15	12	50	3	2	221



African **Coloured** **Indian** **White** **Foreign**

The Group is committed to increasing the participation of historically disadvantaged staff in its structures and to this end the Group's recruitment policy is aligned with current legislative and regulatory requirements. Approximately 60% of the Group's employees are from historically disadvantaged backgrounds. The Group continues to implement strategies aimed at achieving employment equity targets. These strategies include the implementation of an ongoing learning and development plan, in-service training, financial assistance toward further studies, internships and performance assessments.

The skills shortage, especially in the IT sector, continues to have an impact on the Group's ability to achieve the targeted growth rates within certain ethnic groups. The Group has very specific skills requirements that are developed in-house over time.

The Group's recruitment policy is based on:

- Recruitment being based on competency;
- Using targeted selection interviewing principles;
- Following a transparent process; and
- Fair and non-discriminatory recruitment and selection practices.

The employment equity and skills retention function falls within the mandate of nominated individuals who are responsible for monitoring the progress made in these areas and reporting to the Board thereon.

Skills Development

Male spend **R558 250**

Female spend **R1 169 264**

Each of the operating subsidiaries namely FoneWorx, BMi Research and Private Property have different skills requirements relating to the market in which each operates. Each of the subsidiaries has accordingly adopted formal skills programmes to meet their specific needs. The skills programmes of each subsidiary are overseen by the management of the respective operating subsidiary to ensure that the training interventions that are implemented meet the specific skills needs of the operating subsidiary.

The following learning interventions took place during the year under review:

Course	NQF Level	Type	No of learners
Vuca Best Foot Forward Programme		Work readiness	2
National Certificate	3	Bookkeeping	1
Higher Certificate	5	Information Systems	2
Bachelors Degree	7	HR / Accounting / Business Administration / Marketing / Education	5

Some of the training interventions implemented during the period under review include an internship program for existing staff wanting to enhance their existing skills and a work readiness programme that equips staff to reach their maximum potential in the work place.

In addition to assisting existing employees, the Group also assists non-employees with funding for their studies.

The Group complies with all legislation outlined in the Skills Development Act, Skills Levies Act and strives to achieve significant points in the Skills Development element.

Enterprise and Supplier Development

The Group's operating subsidiaries have implemented measures to identify and assist enterprise and supplier development beneficiaries. In this regard the following supplier development assistance has been provided:

- Assistance to a former employee to establish a transport business that provides transport services to the Group.
- Assistance to entities involved in field research services.

The operating subsidiaries have also identified beneficiaries for enterprise development. It is expected that over time these enterprise development beneficiaries will become suppliers to the Group.

Management Control

In line with the Group's Gender Diversity policy, the boards of directors of BMi Research includes three female directors and BMi Sport Info includes one female director. The board of directors of Livingfacts comprises of two female directors.

As vacancies arise, suitable individuals will be identified for appointment to the Board to meet the Group's commitment to gender and race representation at Board level.

Appointments will be made where candidates can add value to the Board and increase the representation of designated groups.

Preferential Procurement

The nature of the services provided by the Group is such that most of the services are procured from the mobile and fixed line networks. These companies are mainly black empowered or black owned. Where possible, the remainder of the Group's spend is placed with qualifying SMMEs.

Environment

The Group acknowledges the importance of the communities who may be affected by its operations and the safe-guarding of the environment is considered in the business decision-making processes.

Legislators, regulators and other stakeholders demand an increasing attention to environmental issues. As a responsible corporate citizen, the Group has committed itself to maintaining and growing the business in an environmentally and socially responsible manner.

The business of the Group is conducted on ethical business practices and incorporates positive governance and social and environmental objectives. Greenhouse gases ("GHGs") are emitted primarily as a result of the consumption of electricity and diesel used for the back-up generators.

The process of managing the Group's environmental impact is overseen by the Executive Committee, under the leadership of the Chief Executive Officer.

The Group's Social and Ethics Committee is entrusted with ensuring greater integration between economic risk and opportunity assessment and the social and environmental impact of the business within the guidelines of King IV.

Carbon Footprint

The Group completed its first Carbon Footprint assessment for its baseline year in 2011.

The Carbon Footprint assessment was done internally and was not independently verified due to the small footprint of the Group (primarily electricity) and the materiality value.

The 2022 Carbon Footprint is approximately 600 tonnes of CO_2 with 98% of carbon emissions.

Social Investment

During the year under review the Group provided support to a number of programs and organisations whose purpose is socio-economic upliftment of their communities. These included:

THE LIGHTHOUSE **Baby Shelter** **God's light in their darkness!**	A shelter for abandoned, abused and neglected children as well as HIV orphans.
TDSAG [The Down Syndrome Association Gauteng]	A non-profit organisation that focuses on the best practices within the field of intellectual disability and aims to find ways, to raise awareness and understanding about the genetic condition Down syndrome and promotes the inherent rights of persons with Down syndrome to enjoy full and dignified lives and be active participants in their communities and society.
ubuhle christian school	A grassroots organisation established in July 2008 to make a difference in the lives of orphans and vulnerable children of farm-worker households, living in severe poverty on farmland.

Occupational Health and Safety

Employees of the Group work predominantly in an office environment with very limited exposure to machinery. Each operating subsidiary is entrusted with appointing a Health and Safety Officer that is responsible for ensuring safe working conditions and advising management on appropriate measures to avoid injuries.

First aiders and fire marshals that are responsible for ensuring the safety of staff have been appointed at Group Head Office as well as at the offices of Private Property. General health and safety risks are also communicated to employees.

The Group has a substance abuse policy to address and manage the potential impact that substance abuse may have on the individuals and Group's activities. Employees who may have a substance abuse problem are encouraged to undergo appropriate therapy.

Privacy

A Protection of Personal Information Policy has been developed and a number of measures have been implemented and continue to be implemented to ensure compliance with Protection of Personal Information Act, no 4 of 2013

Management is not aware of any substantiated complaints regarding breaches of customer privacy and losses of customer data during the reporting period.

REMUNERATION REPORT

In accordance with sections 66(8) and 66(9) of the Companies Act and the principles of King IV, the Remuneration Committee (the Committee) presents its report for the 2022 financial year. This includes the remuneration policy on which the shareholders will be requested to cast a non-binding advisory vote at the Company's Annual General Meeting.

This Remuneration Report comprises of three sections:

- background statement;
- overview of the remuneration policy for the year under review and the amendments that are proposed for the 2023 financial year; and
- remuneration implementation report showing actual remuneration paid based on the remuneration policy.

At the Annual General Meeting to be held on Friday, 4 November 2022, shareholders will be asked to vote on the remuneration policy and the remuneration implementation report. These votes enable shareholders to express their satisfaction or otherwise on the remuneration policy and the remuneration policy implementation report. If 25% or more votes are cast against a resolution, the Board undertakes to engage actively with such dissenting shareholders to address all legitimate and reasonable objections and concerns.

Notwithstanding the voting process, any shareholder who wishes to discuss the subject of remuneration is welcome to engage executive management at any time, in the interests of continuous improvement of the remuneration policy.

At the Annual General Meeting held on Friday, 26 November 2021, the non-binding advisory vote on the company's remuneration policy received a 99.99% vote in support of the policy and the non-binding advisory vote on the company's remuneration implementation report received a 99.99% vote in support of the policy.

BACKGROUND STATEMENT

The Committee operates under Terms of Reference that are reviewed and approved by the Board and encompass the provisions of the Companies Act and the requirements of King IV.

It is the responsibility of the Committee to ensure the alignment of remuneration with the interests of shareholders. To this end, the Committee is responsible for determining the remuneration; and incentive arrangements of executive directors and the executive management.

In addition, the Remuneration Committee is responsible for ensuring that remuneration levels are competitive enough to attract, retain and motivate executives and other key personnel.

The Committee also assists in the assessment of executive directors' performance in discharging their functions and responsibilities.

The Committee oversees the implementation of a remuneration policy at all levels in the Company.

It is the responsibility of the Remuneration Committee to ensure that the Remuneration Policy is put to a non-binding advisory vote at the Annual General Meeting of shareholders once every year.

The attendance of meetings and composition of the Committee is set out in the Corporate Governance Report on page 17 and 22 respectively. A member of the Committee attends the Annual General Meeting and is available to address any queries, if necessary, from shareholders.

REMUNERATION POLICY

Introduction

The remuneration policy aims to support the Group's strategy of creating value for stakeholders both in the short-term and in the long-term through the implementation of a high-performance culture. Remuneration is aimed at attracting, retaining and motivating the correct calibre of individuals with consistently high levels of performance. To this end the Group:

- aims to maintain competitive salary levels with reference to the comparable market mean and facilitates exceptions dependent on particular qualifications, experience required and economic as well as operational circumstances that may arise from time to time;
- enables remuneration decisions that support its growth strategy;
- sanctions the continual development of internal talent that reinforces roles and general accountability in line with its growth strategy;
- rewards individuals that make the Group more competitive and generally important to our customers; and
- does not indulge in remuneration practices that facilitate the avoidance of applicable laws and regulations of the country.

In the opinion of the Committee the remuneration of the Board, Executive Directors and employees is fair and market related. The Committee acknowledges the importance of motivating individual and team performance and therefore applies its remuneration philosophy equitably, fairly and consistently in relation to job responsibilities, the markets in which the Group operates and individual performance.

During the year under review remuneration comprised a fixed and variable component. The fixed component includes a salary, typically targeted at what comparable companies pay, while the variable component comprises a bonus based on the Group's performance. In addition, further benefits incorporated into the Group's total reward programme may include death and disability cover, assistance with studies to deserving staff who wish to undertake studies relevant to the Group's business, training and development initiatives, long service awards where applicable, cell phone and computer usage.

Non-Executive Directors

The remuneration of the non-executive Directors is set by the Remuneration Committee and approved at the Annual General Meeting.

All Independent Non-Executive directors earn a meeting fee and are also entitled to charge an hourly fee on an ad hoc bases for attending additional meeting and subcommittees.

In addition to the above the chairman of the Audit and Risk Committee earns a monthly retainer.

The shareholders authorised the remuneration of independent non-executive directors by means of a special resolution at the Annual General Meeting held on 26 November 2021.

During the year under review the fees paid were as follows:

Position	Monthly retainer	Fee per meeting
Chairman of the Audit Committee	R5 750	R15 200
Members of the Audit and Risk Committee		R10 000

Proposed retainer fee per month in ZAR from 1 December 2022	Proposed meeting fee from 1 December 2022	Expected total fee for the year ending 2023
R6 000+	R16 000*	R136 000+ / R64 000*

+ - payable to the Chairman of the Audit and Risk Committee

* - fee for attendance of both the Board and Audit Committee Meetings

Executive Directors

The remuneration packages for Executive Directors are market related. Executive Director remuneration comprises a fixed salary and a performance bonus which is not guaranteed.

Remuneration and other benefits of Executive Directors are based on the following criteria:

Salary

- The division's performance for which the Director is responsible; and
- The Director's overall contribution to the Group.

Performance bonus

- The overall performance of the Group;
- The Board sets annual targets that have to be achieved by the Group before any bonus provision is made for Directors;
- Bonuses are therefore included as an expense accrual in the year to which they relate or as an expense in the following year based on accruals in that year;
- The division's performance for which the Director is responsible; and
- The Director's overall contribution to the Group.

REMUNERATION REPORT (CONTINUED)

Employees

Except for sales staff, employee remuneration comprises a fixed salary and a performance bonus which is not guaranteed. The remuneration of sales staff is mainly commission-based with only a small percentage of salary being fixed.

Increases are considered annually.

When increases are considered the Executive Committee of the Group submits the information relating to performance evaluations for each employee to the Remuneration Committee for review and consideration in terms of the remuneration policy.

The following factors are considered when determining salary increases:

Salary

- The division's performance within the Group;
- The individual's performance within his/her division; and
- The individual's overall contribution to the Group.

Performance bonus

- The overall performance of the Group;
- The division's performance within the Group;
- The individual's performance within his/her division; and
- The individual's overall contribution to the Group.

IMPLEMENTATION REPORT

The remuneration implementation report with executive directors' and prescribed officers' remuneration as well as non-executive directors' fees for the year under consideration is disclosed in note 26 of the Annual Financial Statements.

APPROVAL

The Committee and the Board approved this report on 30 September 2022. The Committee and the Board are satisfied that there were no material deviations from the remuneration policy during the 2022 financial year.

On behalf of the Remuneration Committee

M Crisp
Member of the
Remuneration Committee

30 September 2022

CEO AND FD RESPONSIBILITY STATEMENT

IN COMPLIANCE WITH PARAGRAPH 3.84(K) OF THE JSE LISTINGS REQUIREMENTS

Each director, whose names are stated below, hereby confirm that–

- The Annual Financial Statements set out on pages 50 to 98, fairly present in all material respects the financial position, financial performance and cash flows of the issuer in terms of IFRS;
- To the best of our knowledge and believe, no facts have been omitted or untrue statements made that would make the Annual Financial Statements false or misleading;
- Internal financial controls have been put in place to ensure that material information relating to the issuer and its consolidated subsidiaries have been provided to effectively prepare the financial statements of the issuer;
- The internal financial controls are adequate and effective and can be relied upon in compiling the Annual Financial Statements, having fulfilled our role and function as executive directors with primary responsibility for implementation and execution of controls;
- Where we are not satisfied, we have disclosed to the audit committee and the auditors any deficiencies in design and operational effectiveness of the internal controls and have taken steps to remedy the deficiencies; and
- We are not aware of any fraud involving directors.

Rob Fedder
Chief Executive Officer

Pieter Scholtz
Financial Director

STATEMENT OF RESPONSIBILITY AND APPROVAL BY THE BOARD OF DIRECTORS

The directors are required in terms of the Companies Act 71 of 2008 to maintain adequate accounting records and are responsible for the content and integrity of the annual financial statements and related financial information included in this report. It is their responsibility to ensure that the annual financial statements fairly present the state of affairs of the company as at the end of the financial year and the results of its operations and cash flows for the period then ended, in conformity with International Financial Reporting Standards. The external auditor is engaged to express an independent opinion on the financial statements.

The annual financial statements are prepared in accordance with International Financial Reporting Standards and are based upon appropriate accounting policies consistently applied and supported by reasonable and prudent judgements and estimates.

The directors acknowledge that they are ultimately responsible for the system of internal financial control established by the company and place considerable importance on maintaining a strong control environment. To enable the directors to meet these responsibilities, the board of directors sets standards for internal control aimed at reducing the risk of error or loss in a cost effective manner. The standards include the proper delegation of responsibilities within a clearly defined framework, effective accounting procedures and adequate segregation of duties to ensure an acceptable level of risk. These controls are monitored throughout the company and all employees are required to maintain the highest ethical standards in ensuring the company's business is conducted in a manner that in all reasonable circumstances is above reproach. The focus of risk management in the company is on identifying, assessing, managing and monitoring all known forms of risk across the company. While operating risk cannot be fully eliminated, the company endeavours to minimise it by ensuring that appropriate infrastructure, controls, systems and ethical behaviour are applied and managed within predetermined procedures and constraints.

The directors are of the opinion, based on the information and explanations given by management, that the system of internal control provides reasonable assurance that the financial records may be relied on for the preparation of the annual financial statements. However, any system of internal financial control can provide only reasonable, and not absolute, assurance against material misstatement or loss.

The directors have reviewed the company's cash flow forecast for the year to 30 June 2023 and, in light of this review and the current financial position, they are satisfied that the company has or had access to adequate resources to continue in operational existence for the foreseeable future.

The external auditor is responsible for independently auditing and reporting on the company's financial statements. The financial statements have been examined by the company's external auditor and their report is presented on pages 45 to 49.

The annual financial statements set out on pages 50 to 98, which have been prepared on the going concern basis, were approved by the board of directors on 30 September 2022 and were signed on their behalf by:

Paul Jenkins	**Rob Fedder**	**Pieter Scholtz**
Chairperson	Chief Executive Officer	Chief Financial Officer

30 September 2022

DECLARATION BY COMPANY SECRETARY

In terms of the Companies Act, 2008 (Act 71 of 2008) as amended ("Companies Act"), I declare that, to the best of my knowledge, the Company has lodged with the Companies and Intellectual Property Commission all such returns as are required of a public Company in terms of the Companies Act and that all such returns are true, correct and up to date in respect of the financial year reported upon.

Felicia van der Merwe
Company Secretary

30 September 2022

AUDIT AND RISK COMMITTEE REPORT

Members of the Audit and Risk Committee

For the year under review the members of the Audit and Risk Committee were:

Mr. Steve Naudé (from 2 December 2021)

Mr. Miles Crisp (from 2 December 2021)

Mr. Dennis Lupambo

Mr. Roger Pitt (until 26 November 2021)

Mr. Gaurang Mooney (until 26 November 2021)

All members of the Committee are independent non-executive directors.

The Board is satisfied that the members have the required knowledge and experience as set out in section 94(5) of the Companies Act and Regulation 42 of the Companies Regulations.

Meetings

The Audit and Risk Committee had its tenth full year of operations and met five times during the year under review.

The CEO and Financial Director were invited to attend meetings of the Audit Committee during the year under review. In addition to the Chief Executive Officer and Financial Director, the Group Auditor was also invited from time to time.

Roles and Responsibilities

In the conduct of its duties, the Committee has performed the following statutory duties:

- reviewed and recommended for approval the Annual Financial Statements;
- considered and satisfied itself of the appropriateness of the expertise and experience of the Financial Director;
- confirmed the going concern basis of preparation of the Annual Financial Statements;
- assessed the effectiveness of internal financial controls and systems and formed the opinion that there were no material breakdowns in internal control;
- confirmed that the Company has, with consideration to all entities included in the consolidated Group IFRS Financial Statements, established appropriate financial reporting procedures and that those procedures are operating to ensure that it has access to all the information of the issuer to effectively prepare and report on the financial statements;
- nominated, for reappointment as external auditor of the Company, BDO South Africa Incorporated ("BDO"), a registered auditor which, in the opinion of the Committee, is independent of the Company;
- determined the fees to be paid to the external auditor and its terms of engagement;
- ensured that the appointment of the external auditor complies with the Companies Act, and any other legislation and regulations relating to the appointment of auditors;
- determined the nature and extent of those non-audit services that the external auditor may, from time to time, provide to the Company;
- pre-approved any proposed agreement with the external Auditor for the provision of non-audit services to the Company;
- considered whether there were any concerns or complaints, whether from within or outside the Company, relating to the accounting practices of the Company, the content or auditing of the Company's financial statements, the internal financial controls of the Company or any related matter; and
- made submissions to the Board on matters concerning the Company's accounting policies, financial controls, records and reporting.

External Auditor

BDO served as the Company's external auditor for the period under review.

The auditor's terms of engagement were approved prior to the audit. The Committee satisfied themselves that the external auditor's appointment complies with the Companies Act and the Auditing Professions Act.

The Committee has reviewed sections 3, 8, 13, 15 and 22 and schedule 8 of the JSE Listings Requirements and confirms that based on the amended requirements for the JSE-accreditation of Auditors, effective 15 October 2017, the Committee was satisfied that:

(i) the audit firm has met all the criteria stipulated in the requirements, including that the audit regulator has completed a firm-wide independent quality control (ISQC 1) inspection on the audit firm during its previous inspection cycle;

(ii) the auditor has provided to the Committee the required IRBA inspection decision letters, findings report and the proposed remedial action to address the findings, both at the audit firm and the individual auditor levels; and

(iii) both the audit firm and the individual auditor understand their roles and have the competence, expertise, experience and skills required to discharge their specific audit and financial reporting responsibilities.

The Committee, in consultation with executive management, agreed to the terms of the engagement. The audit fee for the external audit has been considered and approved taking into consideration such factors as the timing of the audit, the extent and scope of the work required.

Internal Audit

The Group does not have an internal audit function. The Committee nevertheless undertakes an annual review on the feasibility of establishing an internal audit function. In undertaking the review, the Committee considers:

- the operational necessity of having an internal audit function that can operate and report independently to the Committee;
- the possible risk that the Company may incur by not having an internal audit function, considering all compensating controls that management has put in place;
- the findings contained in the management report prepared by the external auditor during their annual financial audit; and
- the cost of having an internal audit function that can report independently to the Committee.

In the absence of an internal audit function, the Committee may, from time to time, require management to review and report on key operational controls. These reviews can be performed either by internal staff that will report their findings independently to the Committee or by external consultants.

AUDIT AND RISK COMMITTEE REPORT (CONTINUED)

Key Audit Matters

The impairment assessment of goodwill and recoverability of investment in subsidiaries has been identified as key audit matters. The committee reviewed the assessment performed by management. The assumptions were considered together with the external auditor's opinion on these calculations. The committee is satisfied with the impairment of goodwill and impairment of investment in subsidiaries processed for the year and is comfortable that no further impairments are necessary.

Going Concern

The Committee was satisfied that all the operating companies in the Group have sufficient working capital and the Group is in a healthy financial position with limited debt. Accordingly, the Committee recommended to the Board that the Company will be a going concern in the foreseeable future.

Annual Financial Statements

The Committee reviewed the financial statements of the Group and is satisfied that they comply, in all material respects, with the International Financial Reporting Standards and the requirements of the Companies Act of South Africa.

Following the review of the Annual Financial Statements, the Audit Committee recommends the Board's approval thereof.

On behalf of the Audit Committee.

Mr. S Naudé
Audit Committee Chairman

30 September 2022

DIRECTORS' REPORT

The Directors have pleasure in submitting their report for the year ended 30 June 2022.

Nature of Business

Cognition Holdings Limited is a multi-disciplinary data collection, communication, research and marketing company that provides a broad range of services to Fast Moving Consumer Goods companies, media and digital agencies.

Authorised Share Capital

The authorised share capital of the Company is made up of 1 250 000 000 ordinary shares of no par value.

Stated Share Capital

At 30 June 2022, the stated capital was R159 420 500 divided into 229 273 021 ordinary shares of no par value.

Directors

The Directors of the Company for the year ended 30 June 2022 and up to the date of this report were:

Director	Role	Age	Other significant board memberships	Status	Length of service
Paul Jenkins	Non-Executive Director Chairman	63	Caxton and CTP Publishers and Printers		8 years
Miles Crisp[3]	Independent Non-Executive Director	63	None	Appointed	1 year
Dennis Lupambo	Independent Non-Executive Director	57	Managing Director of MMT Africa (Pty) Ltd, a subsidiary of the Mint Management Technologies Group		4 years
Steve Naudé	Independent Non-Executive Director		Brikor Limited	Appointed	8 months
Amasi Mwela	Non-Executive Director	40	None		2 years
Servaas de Kock [3]	Non-Executive Director	47	None	Appointed	1 year
Rob Fedder	Chief Executive Officer	40	None	Appointed	8 months
Pieter Scholtz	Financial Director	46	None		13 years
Graham Groenewaldt	Executive Director	64	None		24 years
Mark Smith[4]	Chief Executive Officer	64	None	Resigned	24 Years
Ashvin Mancha*	Non-Executive Director Lead Independent Director	65	Company Secretary of Newlyn Group	Resigned	17 Years
Gaurang Mooney (Botswana)*	Non-Executive Director	52	Trans Africa Proprietary Limited, Jumbo Botswana Proprietary Limited, Overseas Development Enterprises (Botswana) Proprietary Limited, Trans Shopping Mall Proprietary Limited	Resigned	21 Years
Roger Pitt	Independent Non-Executive Director	40	FedGroup, Ecsponent Limited Merchantec Proprietary Limited	Resigned	8 Years
Marc du Plessis[1]	Non-Executive Director	41	None	Resigned	8 Years
Trevor Ahier[2]	Independent Non-Executive Director	53	True North Developments Proprietary Limited, Mint Management Technologies Proprietary Limited, Motheo Infrastructure Contractors Proprietary Limited,	Resigned	3 years

[1] Mr Marc du Plessis resigned as director of the Board with effect from 31 August 2021

[2] *Mr Trevor Ahier resigned as a member of the Board with effect from 5 August 2021*

[3] *Messrs Crisp and de Kock were appointed to the Board to fill the vacancies left by the resignations of Messrs du Plessis and Ahier.*

[4] *Mr Smith resigned CEO on 10 December 2021 and as a director on 20 January 2022*

*Mr Mancha's retires by rotation and has advised the Board that he will not offer himself for re-election.

DIRECTORS' REPORT (CONTINUED)

Dividend

The Company did not declare a dividend during the period under review

Shareholding

Directors Shareholding

30 June 2022	Direct Beneficial '000	Indirect beneficial '000	Total '000
G Groenewaldt	1 484		1 484
P Scholtz	485		485
	1 969	-	1 969

30 June 2021	Direct Beneficial '000	Indirect beneficial '000	Total '000
M A Smith	11 373	-	11 373
T Ahier	-	3 910	3 910
G Groenewaldt	1 484	-	1 484
D I Sidenberg	1 450	-	1 450
P Scholtz	485	**-**	**485**
	14 792	3 910	**18 702**

There have been no changes to the directors' shareholding between the end of the financial year and the date of approval of the annual report.

Shareholder spread at 30 June 2022

	Number of Shareholders	%	Total Shares Held '000	%
1 - 100 000	1 429	94.9%	5 850	2.6%
100 001 – 500 000	58	3.9%	13 176	5.7%
500 001 – 10 000 000	14	0.9%	18 917	8.3%
10 000 001 +	5	0.3%	191 330	83.5%
	1 506	**100%**	**229 273**	**100%**

Shareholding of ordinary shares at 30 June 2022

	Number of Shareholders	%	Total Shares Held '000	%
Public	1 500	99.6%	46 282	20.2%
Non-Public				
- Directors	2	0.1%	1 969	0.9%
- Non-Directors	4	0.3%	181 022	78.9%
	1 506	**100%**	**229 273**	**100%**

Major Shareholders

* Shareholders other than Directors who, insofar as is known, were directly or indirectly interested in 5% or more of the Company's issued share capital as at 30 June 2022 were as follows:

	Total Shares Held '000	%
CTP Limited	105 833	46.2%
Caxton & CTP Publishers and Printers Limited	48 596	21.2%
Lazio Holdings SA	15 218	6.7%
Mark Allan Smith	11 373	5.0%

Special Resolutions

Four Special Resolutions were passed at the Annual General Meeting held on 24 November 2021.

SPECIAL RESOLUTION NUMBER 1 – General approval to acquire shares

"Resolved, by way of a general approval that Cognition Holdings Limited ("the Company") and/or any of its subsidiaries from time to time be and are hereby authorised to acquire ordinary shares in the Company in terms of sections 46 and 48 of the Companies Act, 2008 (Act 71 of 2008), as amended, the Memorandum of Incorporation of the Company and its subsidiaries and the Listings Requirements of JSE Limited ("the JSE"), as amended from time to time.

SPECIAL RESOLUTION NUMBER 2 – Financial assistance for subscription of securities

"Resolved that, as a special resolution, in terms of section 44 of the Companies Act, 2008 (Act 71 of 2008) ("Companies Act"), the shareholders of Cognition Holdings Limited ("the Company") hereby approve of the Company providing, at any time and from time to time during the period of two years commencing on the date of this special resolution number 2, financial assistance by way of a loan, guarantee, the provision of security or otherwise, as contemplated in section 44 of the Companies Act, to any person for the purpose of, or in connection with, the subscription for any option, or any securities, issued or to be issued by the Company or a related or inter-related company, or for the purchase of any securities of the Company or a related or inter-related company, provided that –

(a) the board of directors of the Company ("the Board"), from time to time, determines (i) the specific recipient, or general category of potential recipients of such financial assistance; (ii) the form, nature and extent of such financial assistance; (iii) the terms and conditions under which such financial assistance is provided; and

(b) the Board may not authorise the Company to provide any financial assistance pursuant to this special resolution number 2 unless the Board meets all those requirements of section 44 of the Companies Act which it is required to meet in order to authorise the Company to provide such financial assistance."

SPECIAL RESOLUTION NUMBER 3 – Loans or other financial assistance to directors

"Resolved that, as a special resolution, in terms of section 45 of the Companies Act, 2008 (Act 71 of 2008) ("Companies Act"), the shareholders of Cognition Holdings Limited ("the Company") hereby approve of the Company providing, at any time and from time to time during the period of two years commencing on the date of this special resolution number 3, any direct or indirect financial assistance (which includes lending money, guaranteeing a loan or other obligation, and securing any debt or obligation) as contemplated in section 45 of the Companies Act to a director or prescribed officer of the Company, or to a related or interrelated company or corporation or to a member of any such related or inter-related corporation or to a person related to any such company, corporation, director, prescribed officer or member provided that –

(a) the board of directors of the Company ("the Board"), from time to time, determines (i) the specific recipient or general category of potential recipients of such financial assistance; (ii) the form, nature and extent of such financial assistance; (iii) the terms and conditions under which such financial assistance is provided, and

(b) the Board may not authorise the Company to provide any financial assistance pursuant to this special resolution number 3 unless the Board meets all those requirements of section 45 of the Companies Act which it is required to meet in order to authorise the Company to provide such financial assistance."

DIRECTORS' REPORT (CONTINUED)

SPECIAL RESOLUTION NUMBER 4 – Approval of non-executive directors' remuneration

"Resolved that, in terms of the provisions of sections 66(9) of the Companies Act the annual remuneration payable to the independent non-executive directors of Cognition for their services as directors of the Company for the calendar year ending 2022, be and is hereby approved as follows:

Proposed retainer fee per month in ZAR for the year ending 2022	Proposed meeting fee in ZAR for the year ending 2022	Expected total fee in ZAR for the year ending 2022
R5 750^{+}	R15 200*	R129 800^{+} / R60 800*

- payable to the Lead Independent Director and the Chairman of the Audit and Risk Committee
* - fee for attendance of both the Board and Audit Committee Meeting

Events Subsequent to the Financial Year End

On 12 August 2022, the company has entered into separate agreements constituting one indivisible transaction, with BetterHome Group Limited ("BetterHome'), ooba Proprietary Limited ("ooba") and Fledge Capital Proprietary Limited ("Fledge") (collectively, "the Purchasers") in terms of which it will, subject inter alia to certain conditions precedent dispose of its 50,01% interest in Private Property for an amount of R150 million. The effective date of the disposal is expected to be on or around 16 November 2022.

The directors are not aware of any other material events which occurred after the reporting date and the date of this report.

Litigation Statement

The Directors, whose names are on pages 3 to 5, are not aware of any legal or arbitration proceedings that are pending or threatened, that may have or have had in the recent past, being at least 12 months, a material effect on the Group's financial position.

INDEPENDENT AUDITOR'S REPORT

TO THE SHAREHOLDERS OF COGNITION HOLDINGS LIMITED AND ITS SUBSIDIARIES

Report on the Audit of the Consolidated and Separate Financial Statements

Opinion

We have audited the consolidated and separate financial statements of Cognition Holdings Limited (the group and company) set out on pages 50 to 98, which comprise the consolidated and separate statements of financial position as at 30 June 2022, and the consolidated and separate statements of profit or loss and other comprehensive income, consolidated and separate statements of changes in equity and consolidated and separate statements of cash flows for the year then ended, and notes to the consolidated and separate financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated and separate financial statements present fairly, in all material respects, the consolidated and separate financial position of Cognition Holdings Limited as at 30 June 2022, and its consolidated and separate financial performance and consolidated and separate cash flows for the year then ended in accordance with International Financial Reporting Standards ('IFRS') and the requirements of the Companies Act of South Africa.

Basis of Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements* section of our report. We are independent of the group and company in accordance with the Independent Regulatory Board for Auditors' *Code of Professional Conduct for Registered Auditors* (IRBA Code) and other independence requirements applicable to performing audits of financial statements in South Africa. We have fulfilled our other ethical responsibilities in accordance with the IRBA Code and in accordance with other ethical requirements applicable to performing audits in South Africa. The IRBA Code is consistent with the corresponding sections of the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)*. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated and separate financial statements of the current period. These matters were addressed in the context of our audit of the consolidated and separate financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the key audit matter
Impairment assessment of Goodwill – Note 5 *Consolidated Financial Statements* The group carried goodwill of R 55.6 million at 30 June 2022. During the current financial year, the group recognised a R41.6 million goodwill impairment relating to Private Property South Africa Proprietary Limited (the Company). This impairment was as a result of the Company having elected to reinvest most of the cash that it generates through operations, back into its core systems and processes. Due to this, the cash flows used in the calculation of the company's goodwill has significantly reduced when compared to previous periods. Following the above impairment, the goodwill carried at 30 June 2022 comprises: • R 1.9 million relating to BMi Research Proprietary Limited; and • R 53.7 million relating to Private Property South Africa Proprietary Limited. The impairment assessment of goodwill was considered to be a matter of most significance to the current year's audit of the consolidated financial statements due to the following reasons: • The significant estimation uncertainty and judgements applied by management in the discounted cash flow models to calculate the value in use values, including the sensitivity analyses in respect of future cash flows and changes in the discount rates; and • The significance of the value of the carrying amount of goodwill at year-end.	Our procedures included the following: • We assessed the design and implementation of relevant controls in the impairment assessment process; • We identified the key assumptions applied in the discounted cash flow models prepared by management and performed sensitivity analyses on the key assumptions to consider the impact of reasonable changes in key judgements, assumptions and estimates on the recoverable amount and the impact on the impairment assessment of the goodwill; • We tested the mathematical accuracy of the model; • We considered the reasonableness of the revenue and costs forecast against current year actual results along with our knowledge of the business and the industry; • We made use of our internal valuations expertise to independently evaluate the discount and growth rates used in the impairment model, through comparison to market-related benchmarks, and the reasonableness of the assumptions applied by management by assessing against actual performance and the knowledge of the respective cash-generating units; and • We considered the adequacy of the group's disclosure relating to the impairment assessment of goodwill against the requirements of IFRS.

Key audit matter	How our audit addressed the key audit matter
Recoverability of the investment in subsidiaries – Note 7 *Separate Financial Statements* The company carried investments in subsidiaries of R105 million at 30 June 2022. Impairment indicators in respect of investments in subsidiaries were noted during the current financial year relating to Private Property South Africa Proprietary Limited as the company had elected to reinvest most of the cash that it generates through operations, back into its core systems and processes. Due to this, the cash flows used in the calculation of the company's recoverable amount has significantly reduced when compared to previous periods. During the current financial year, the company recognised a R40.7 million impairment in investments in subsidiaries relating to Private Property South Africa Proprietary Limited. The recoverability of the investments in subsidiaries was considered a matter of most significance to the current year's audit of the separate financial statements, due to the significant value of the investments at year-end, as well as the significant management estimates and judgements applied to the value-in-use models prepared.	Our procedures included the following: • We assessed the design and implementation of relevant controls in the impairment assessment process; • We assessed whether any impairment indicators existed on the investments held at year end by assessing the subsidiaries' performance in the current year and conducting discussions with management; • We obtained management's value in use calculations for investments where impairment indicators existed, identified the key assumptions in the models and performed sensitivity analyses on the key assumptions to assess their reasonability; • We tested the mathematical accuracy of the models; • We considered the reasonableness of the revenue and costs forecast against current year actual results along with our knowledge of the company's business and industry; • We made use of our internal valuations expertise to independently evaluate the discount and growth rates used in the impairment model, through comparison to market-related benchmarks, and the reasonableness of the assumptions applied by management by assessing against actual performance and the knowledge of the respective cash-generating units; and • We considered the adequacy of the company's disclosure relating to the recoverability of investments in subsidiaries against the requirements of IFRS.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the document titled "Cognition Holdings Limited Annual Report for the year ended 30 June 2022", which includes the Declaration by Company Secretary, Audit and Risk Committee Report and Directors' Report as required by the Companies Act of South Africa. The other information does not include the consolidated and separate financial statements and our auditor's report thereon.

Our opinion on the consolidated and separate financial statements does not cover the other information and we do not express an audit opinion or any form of assurance conclusion thereon.

In connection with our audit of the consolidated and separate financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated and separate financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Consolidated and Separate Financial Statements

The directors are responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with International Financial Reporting Standards and the requirements of the Companies Act of South Africa, and for such internal control as the directors determine is necessary to enable the preparation of the consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, the directors are responsible for assessing the group's and the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group and / or the company or to cease operations, or have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated and separate financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

INDEPENDENT AUDITOR'S REPORT

TO THE SHAREHOLDERS OF COGNITION HOLDINGS LIMITED AND ITS SUBSIDIARIES (CONTINUED)

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the group's and the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the group and / or the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the consolidated and separate financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other Legal and Regulatory Requirements

In terms of the IRBA Rule published in Government Gazette Number 39475 dated 4 December 2015, we report that BDO South Africa Incorporated has been the auditor of Cognition Holdings Limited for twelve years.

BDO South Africa Incorporated

BDO South Africa Incorporated
Registered Auditors

K A Luck
Director

Registered Auditor

30 September 2022

Wanderers Office Park
52 Corlett Drive
Illovo, 2196

Statement of Financial Position

as at 30 June 2022

Figures in Rand	Notes	Group 2022	Group 2021	Company 2022	Company 2021
Assets					
Non-Current Assets					
Property, plant and equipment	3	2 099 990	13 784 011	-	-
Goodwill	5	55 645 257	97 245 626	-	-
Intangible assets	6	17 287 467	31 128 379	-	-
Investments in subsidiaries	7	-	-	105 051 794	151 996 589
Investment in associate	8	3 121 648	2 797 569	2 156 816	2 156 816
Lease receivable	10	-	376 514	-	-
Deferred tax asset	9	3 456 899	4 617 192	1 284 393	265 854
Loans to group companies	11	-	-	-	949 152
		81 611 261	**149 949 291**	**108 493 003**	**155 368 411**
Current Assets					
Inventories	12	60 493	889 463	-	-
Trade and other receivables	13	40 921 145	36 668 816	13 424 016	15 465 438
Lease receivable	10	117 588	-	-	-
Current tax receivable	32	2 258 467	854 207	230 406	-
Cash and cash equivalents	14	113 896 119	109 811 682	1 603 792	1 053 548
		157 253 812	**148 224 168**	**15 258 214**	**16 518 986**
Non-current assets held for sale	15	11 880 638	-	-	-
Total Assets		**250 745 711**	**298 173 459**	**123 751 217**	**171 887 397**
Equity and Liabilities					
Equity					
Equity Attributable to Equity Holders of Parent					
Share capital/stated capital	16	159 420 500	159 420 500	159 420 500	159 420 500
Equity due to change in ownership	17	(6 135 484)	(12 892 945)	-	-
Retained income (accumulated loss)		14 221 402	71 767 336	(74 617 378)	(31 136 096)
		167 506 418	218 294 891	84 803 122	128 284 404
Non-controlling interest	18	26 546 243	24 734 559	-	-
		194 052 661	**243 029 450**	**84 803 122**	**128 284 404**
Liabilities					
Non-Current Liabilities					
Deferred tax liability	9	1 323 431	4 014 757	-	-
Cash-settled share-based payment liability	19	-	1 675 612	-	-
		1 323 431	**5 690 369**	**-**	**-**
Current Liabilities					
Loans from group companies	20	-	-	34 619 585	38 563 196
Trade and other payables	21	37 923 050	34 240 549	4 095 804	4 664 124
Current tax payable	32	157 258	1 075 155	-	142 967
Dividend payable		232 706	232 706	232 706	232 706
Third party prize money	14	17 056 605	13 905 230	-	-
		55 369 619	**49 453 640**	**38 948 095**	**43 602 993**
Total Liabilities		**56 693 050**	**55 144 009**	**38 948 095**	**43 602 993**
Total Equity and Liabilities		**250 745 711**	**298 173 459**	**123 751 217**	**171 887 397**

Statement of Profit or Loss and Other Comprehensive Income

Figures in Rand	Notes	Group 2022	Group 2021	Company 2022	Company 2021
Revenue	23	240 944 048	230 562 531	7 042 715	12 431 920
Cost of sales		(33 513 992)	(31 883 372)	(6 125 367)	(8 889 178)
Gross profit		**207 430 056**	**198 679 159**	**917 348**	**3 542 742**
Other operating income		208 931	579 384	-	-
Other operating (losses) gains	24	(28 183)	709 945	(7 300 952)	-
Modification loss of right-of-use assets		-	(1 712 659)	-	-
Allowance for expected credit losses		(38 409)	(213 896)	-	-
Other operating expenses		(97 657 540)	(72 452 171)	(39 200 762)	(9 320 032)
Depreciation and amortisation expense		(9 328 350)	(12 545 036)	-	-
Staff costs		(97 338 393)	(92 221 390)	(778 963)	(353 100)
Impairment of goodwill	5	(41 600 369)	(4 334 312)	-	-
Impairment of intangible assets	6	(8 222 394)	-	-	-
Loss on disposal of subsidiaries	24	(3 365 838)	-	(7 300 952)	-
Operating (loss) profit	25	**(49 940 489)**	**16 489 024**	**(53 664 281)**	**(6 130 390)**
Investment income	27	3 758 624	2 862 038	9 047 245	3 278 831
Finance costs	28	(113 457)	(663 926)	-	-
Income from equity accounted investments	8	800 920	269 568	-	-
(Loss) profit before taxation		**(45 494 402)**	**18 956 704**	**(44 617 036)**	**(2 851 559)**
Taxation	29	995	(7 502 359)	1 135 754	(609 771)
(Loss) profit for the year		**(45 493 407)**	**11 454 345**	**(43 481 282)**	**(3 461 330)**
Other comprehensive income		-	-	-	-
Total comprehensive (loss) income for the year		**(45 493 407)**	**11 454 345**	**(43 481 282)**	**(3 461 330)**
Total comprehensive (loss) income attributable to:					
Owners of the parent		(50 788 473)	2 063 910	(43 481 282)	(3 461 330)
Non-controlling interest		5 295 066	9 390 435	-	-
		(45 493 407)	**11 454 345**	**(43 481 282)**	**(3 461 330)**
Per share information					
Basic and diluted (loss)/earnings per share (cents)	37	(22.15)	0.90	-	-

Statement of Changes in Equity

for the year ended 30 June 2022 (Continued)

Figures in Rand	Share capital/ Stated capital	Equity due to change in ownership	Retained income	Total attributable to equity holders of the group / company	Non-controlling interest	Total equity
Group						
Balance at 01 July 2020	**159 420 500**	**(12 892 945)**	**69 703 426**	**216 230 981**	**17 891 269**	**234 122 250**
Profit for the year	-	-	2 063 910	2 063 910	9 390 435	11 454 345
Other comprehensive income	-	-	-	-	-	-
Total comprehensive loss for the year	**-**	**-**	**2 063 910**	**2 063 910**	**9 390 435**	**11 454 345**
Dividends	-	-	-	-	(2 547 145)	(2 547 145)
Balance at 01 July 2021	**159 420 500**	**(12 892 945)**	**71 767 336**	**218 294 891**	**24 734 559**	**243 029 450**
Loss for the year	-	-	(50 788 473)	(50 788 473)	5 295 066	(45 493 407)
Other comprehensive income	-	-	-	-	-	-
Total comprehensive loss for the year	**-**	**-**	**(50 788 473)**	**(50 788 473)**	**5 295 066**	**(45 493 407)**
Disposal of subsidiaries	-	6 757 461	(6 757 461)	-	-	-
Dividends	-	-	-	-	(3 483 382)	(3 483 382)
Balance at 30 June 2022	**159 420 500**	**(6 135 484)**	**14 221 402**	**167 506 418**	**26 546 243**	**194 052 661**
Notes	16	17			18	

Figures in Rand	Share capital/ Stated capital	Accumulated loss	Total attributable to equity holders of the group / company	Total equity
Company				
Balance at 01 July 2020	**159 420 500**	**(27 674 766)**	**131 745 734**	**131 745 734**
Loss for the year	-	(3 461 330)	(3 461 330)	(3 461 330)
Other comprehensive income	-	-	-	-
Total comprehensive loss for the year	**-**	**(3 461 330)**	**(3 461 330)**	**(3 461 330)**
Balance at 01 July 2021	**159 420 500**	**(31 136 096)**	**128 284 404**	**128 284 404**
Loss for the year	-	(43 481 282)	(43 481 282)	(43 481 282)
Other comprehensive income	-	-	-	-
Total comprehensive loss for the year	**-**	**(43 481 282)**	**(43 481 282)**	**(43 481 282)**
Balance at 30 June 2022	**159 420 500**	**(74 617 378)**	**84 803 122**	**84 803 122**
Note	16			

Statement of Cash Flows

Figures in Rand	Notes	Group 2022	Group 2021	Company 2022	Company 2021
Cash flows generated from operating activities					
Cash generated from (used in) operations	30	15 457 125	46 647 360	72 902 623	160 414 082
Interest income		3 758 624	2 862 038	3 425	204 387
Dividend from associate		476 841	-	-	-
Dividend income		-	-	9 043 820	3 074 444
Finance costs		(113 457)	(663 926)	-	-
Tax paid	32	(5 177 062)	(11 102 536)	(256 158)	(292 849)
Net cash generated from operating activities		**14 402 071**	**37 742 936**	**81 693 710**	**163 400 064**
Cash flows used in investing activities					
Purchase of property, plant and equipment	3	(1 554 339)	(967 091)	-	-
Sale of property, plant and equipment	3	29 002	2 075 615	-	-
Disposal of subsidiaries	31	(2 816 262)	-	-	-
Purchase of intangible assets	6	(2 751 579)	(7 521 663)	-	-
Sale of intangible assets	6	-	208 784	-	-
Loans to advanced to group companies		-	-	(151 032)	(863 560)
Lease payable / (receivable)	10	258 926	(376 514)	-	-
Net cash used in investing activities		**(6 834 252)**	**(6 580 869)**	**(151 032)**	**(863 560)**
Cash flows used in financing activities					
Proceeds of loans from group companies	35	-	-	21 653 109	15 324 711
Repayment of loans from group companies	35	-	-	(102 645 543)	(177 420 643)
Dividends paid	33	(3 483 382)	(2 547 145)	-	-
Lease liability - Capital portion paid	35	-	(4 507 819)	-	-
Net cash used in financing activities		**(3 483 382)**	**(7 054 964)**	**(80 992 434)**	**(162 095 932)**
Total cash movement for the year		**4 084 437**	**24 107 103**	**550 244**	**440 572**
Cash at the beginning of the year		109 811 682	85 704 579	1 053 548	612 976
Total cash at end of the year	14	**113 896 119**	**109 811 682**	**1 603 792**	**1 053 548**

Group Accounting policies

1. Significant accounting policies

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB), Financial Pronouncements as issued by Financial Reporting Standards Council and the requirements of the South African Companies Act and the JSE Listings Requirements. The financial statements have been prepared on the historical cost basis and incorporate the principal accounting policies set out below. These financial statements are presented in South African Rand, since that is the currency in which the majority of Group's transactions are denominated.

These accounting policies are consistent with the previous period.

1.1. Significant judgements and sources of estimation uncertainty

In the process of applying the Group's accounting policies, management has made the following judgements, which in certain cases involve estimations, which have the most significant effect on the amounts recognised in the financial statements:

Significant judgements are as follows:

Revenue of Research Services - Management applies judgement to estimate benchmarks as follows, work completed over estimate work required to complete the service, the cost incurred at a period end over the total estimated cost to complete the service. This is applied on an individual project basis. (note 23)

Revenue on Campaign service development - Management applies judgement to determine if the service is setup and provisioned. No judgement involved with regards to the timing and amount of management fees. (note 23)

Intangible assets where management applied significant judgment in the past year includes the evaluation of goodwill relating to Private Property where management has identified that significant re-investment would be required in the short to medium term and therefore it is estimated that the future cash flows would be significantly diminished. (note 5)

Further to the above management evaluated future cash flows from internally generated intangible assets and resolved that in line with the refocusing of the business future cash flows from certain assets is unlikely and therefore those assets were impaired in their totality. (note 6)

Below are sources of estimated uncertainty.

Impairment

The recoverable amount of goodwill and intangible assets that are not yet available for use is estimated annually. The recoverable amount of an asset is calculated as the higher of its fair value less costs to sell and its value in use.

In assessing the value in use, the expected future cashflows from the asset are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the assets.

The discount rate applied is based on managements' estimate and is subject to change. An impairment loss is recognised in profit or loss whenever the carrying amount of the assets exceed its recoverable amount.

1.1. Significant judgements and sources of estimation uncertainty (continued)

Residual value and useful life

Property, plant and equipment and intangible assets are depreciated or amortised over their estimated useful lives taking into account residual values following the requirements of International Accounting Standards (IAS 16) Property, plant and equipment as well as (IAS 38) Intangible Assets. Estimated useful lives and the residual values are re-assessed at each financial year end. The actual lives and residual values of those assets can vary depending on a variety of factors.

Technological innovation, product life cycles and maintenance programmes all impact the useful lives and residual values of the assets. Residual value assessments consider issues such as future market conditions, the remaining life of the asset and projected disposal values.

Deferred tax assets

The Group recognises the net future tax benefit related to deferred income tax assets to the extent that it is probable that the deductible temporary differences will reverse in the foreseeable future.

Assessing the recoverability of deferred tax requires the Group to make significant estimates related to expectations of future taxable income.

Recoverability of deferred tax assets requires estimates of future taxable income based on forecast cash flows from operations and the application of existing tax laws in each jurisdiction. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Group to realise the net deferred tax assets recorded at the reporting date could be impacted.

1.2. Basis of consolidation

The Group financial statements consolidate those of the parent and all of its subsidiaries as of 30 June 2022. The parent controls a subsidiary if it is exposed, or has rights, to variable returns from its involvement with the subsidiary and has the ability to affect those returns through its power over the subsidiary. All subsidiaries have a reporting date of 30 June.

Business combinations

The Group applies the acquisition method in accounting for business combinations. The consideration transferred by the Group to obtain control of a subsidiary is calculated as the sum of the acquisition-date fair values of assets transferred, liabilities incurred and the equity interests issued by the Group, which includes the fair value of any asset or liability arising from a contingent consideration arrangement. Acquisition costs are expensed as incurred.

The Group recognises identifiable assets acquired and liabilities assumed in a business combination regardless of whether they have been previously recognised in the acquiree's financial statements prior to the acquisition. Assets acquired and liabilities assumed are generally measured at their acquisition-date fair values.

Goodwill is stated after separate recognition of identifiable intangible assets.

1.3. Goodwill

Goodwill is carried at cost less impairment losses.

At each reporting date or whenever there is an indicator of impairment the Group reviews the carrying amount of goodwill and determine whether there is an indication of impairment.

Group Accounting Policies (Continued)

1.4. Property, plant and equipment

Property, plant and equipment is carried at cost less accumulated depreciation and any impairment losses.

Depreciation is provided on all property, plant and equipment other than freehold land, to write down the cost, less residual value, on a straight line basis over their useful lives as follows:

Item	Average useful life
Land	Is not depreciated
Buildings	20 years
Leasehold improvements	5 years
Plant and machinery	5 years
Furniture and fixtures	6 years
Motor vehicles	5 years
Office equipment	3 - 5 years
IT equipment	3 - 5 years on average
Call centre equipment	5 years

The residual value, useful life and depreciation method of each asset are reviewed at the end of each financial year.

1.5. Intangible assets

Intangible assets with finite loves are carried at cost less any accumulated amortisation and any impairment losses.

An intangible asset is regarded as having an indefinite useful life when, based on all relevant factors, there is no foreseeable limit to the period over which the asset is expected to generate net cash inflows. Amortisation is not provided for these intangible assets. For all other intangible assets amortisation is provided on a straight line basis over their useful life.

The indefinite intangible assets are tested for impairment annually, all other intangible assets are tested for impairment when there is an indicator of possible impairment.

The amortisation period and the amortisation method for intangible assets are reviewed every year-end.

Amortisation is provided to write down the intangible assets, on a straight line basis, to their residual values as follows:

Item	Useful life
Bespoke Services	5 years
Incentive Programme	5 years
Computer software	5 years
MediaWorx Platform	5 - 6.67 years on average
Property Buyers Show	Indefinite
Property platform and domain name	5 – 10 years on average
Private Property Brand Value	5 years
Private Property Platform	5 years
Private Property Client Relationship	5 years
Rights of use of Property Buyers Show	Indefinite

1.6. Internally generated intangible assets

Expenditure on internally developed products is capitalised if it can be demonstrated that:

- it is technically feasible to develop the product for it to be sold;
- adequate resources are available to complete the development;
- there is an intention to complete and sell the product;
- the Group is able to sell the product;
- sale of the product will generate future economic benefits; and
- expenditure on the project can be measured reliably.

Capitalised development costs are amortised over the periods the Group expects to benefit from selling the products developed.

1.7. Impairment of assets

The Group reviews the carrying amount of its tangible and intangible assets whenever there is an indicator of impairment except for intangible assets that are not yet available for use, intangible assets with indefinite useful life and goodwill that is evaluated at each reporting date to determine whether there is an indication that those assets may be impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount for an individual assets, the recoverable amount is determined for the cash-generating unit to which it belongs.

For the purposes of impairment testing, goodwill acquired in a business combination is allocated to the cash generating units or groups of cash generating units that are expected to benefit from the synergies of the combination. Impairments to goodwill are never subsequently reversed.

Recoverable amount is the higher of fair values less cost to sell and value in use. In assessing value in use, the estimated future cashflows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or cash-generating unit for which the estimates of future cashflows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset or (cash-generating unit) is reduced to its recoverable amount. Impairment losses are recognised as an expense immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset or (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset or (cash-generating unit) in prior years.

1.8. Investments in subsidiaries

Company financial statements

In the Company's separate financial statements, investments in subsidiaries are carried at cost less any accumulated impairment.

An adjustment to the cost of a business combination contingent on future events is included in the cost of the combination.

1.9. Investments in associates

Associates are those entities over which the Group is able to exert significant influence but which are not subsidiaries. Investments in associates are accounted for using the equity method.

Any goodwill on acquisition of an associate is included in the carrying amount of the investment, however a gain on acquisition is recognised immediately in profit or loss.

In the company's separate financial statements, investments in associates are carried at cost less any accumulated impairment.

1.10. Financial instruments

Financial instruments held by the Group are classified in accordance with the provisions of IFRS 9 Financial Instruments.

Note 39 Financial instruments and risk management presents the financial instruments held by the Group based on their specific classifications.

The specific accounting policies for the classification, recognition and measurement of each type of financial instrument held by the Group are presented below:

Loans to group companies

Classification

Loans to group companies (note 11), are classified as financial assets measured at amortised cost.

They have been classified in this manner because the contractual terms of these loans give rise, on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding, and the Group's business model is to collect the contractual cash flows on these loans.

Recognition and measurement

Loans to group companies and loans receivable are recognised when the Group becomes a party to the contractual provisions of the loan. The loans are measured, at initial recognition, at fair value plus transaction costs, if any.

They are subsequently measured at amortised cost.

The amortised cost is the amount recognised on the loan initially, minus principal repayments, plus cumulative amortisation (interest) using the effective interest method of any difference between the initial amount and the maturity amount, adjusted for any loss allowance.

Application of the effective interest method

Interest income is calculated using the effective interest method, and is included in profit or loss in investment income (note 27).

1.10. Financial instruments (continued)

Impairment

The Group recognises a loss allowance for expected credit losses on all loans receivable measured at amortised cost. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective loans.

The Group measures the loss allowance at an amount equal to lifetime expected credit losses (lifetime ECL) when there has been a significant increase in credit risk since initial recognition. If the credit risk on a loan has not increased significantly since initial recognition, then the loss allowance for that loan is measured at 12 month expected credit losses (12 month ECL).

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a loan. In contrast, 12 month ECL represents the portion of lifetime ECL that is expected to result from default events on a loan that are possible within 12 months after the reporting date.

In order to assess whether to apply lifetime ECL or 12 month ECL, in other words, whether or not there has been a significant increase in credit risk since initial recognition, the Group considers whether there has been a significant increase in the risk of a default occurring since initial recognition rather than at evidence of a loan being credit impaired at the reporting date or of an actual default occurring.

Definition of default

- A loan is considered to be in default when there is evidence that the borrower is in significant financial difficulty such that it will have insufficient funds to repay the loan on demand. This is assessed based on the number of factors including various liquidity and solvency ratios.

Significant increase in credit risk (SICR) assessment

- This assessment is performed qualitatively by reference to the borrower's cash flow and liquid asset position. The risk that the borrower will default on a demand loan depends on whether the subsidiary has sufficient cash or other liquid assets to repay the loan immediately (meaning that the risk of default is very low, possibly close to 0%) or it will not (meaning that the risk of default is very high, possibly close to 100%).

Credit impaired indicators

- A loan is considered to be credit impaired if it meets the definition of a defaulted loan.

Write off policy

Write-off is considered on a case by case basis taking into consideration the age of the loan and the potential for a reasonable recovery or part recovery.

Trade and other receivables

Classification

Trade and other receivables, excluding, when applicable, VAT and prepayments, are classified as financial assets measured at amortised cost (note 13).

They have been classified in this manner because their contractual terms give rise, on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding, and the Group's business model is to collect the contractual cash flows on trade and other receivables.

1.10. Financial instruments (continued)

Recognition and measurement

Trade and other receivables are recognised when the Group becomes a party to the contractual provisions of the receivables. They are measured, at initial recognition, at fair value plus transaction costs, if any.

They are subsequently measured at amortised cost.

The amortised cost is the amount recognised on the receivable initially, minus principal repayments, plus cumulative amortisation (interest) using the effective interest method of any difference between the initial amount and the maturity amount, adjusted for any loss allowance.

Impairment

The Group recognises a loss allowance for expected credit losses on trade and other receivables, excluding VAT and prepayments. The amount of expected credit losses is updated at each reporting date.

The Group measures the loss allowance for trade receivables on a simplified approach at an amount equal to lifetime expected credit losses (lifetime ECL). The Group made use of the practical expedient available under IFRS 9 and calculated the allowance using a provision matrix. This is then maintained on a per customer basis and adjusted when there is an indication of significant increase in credit risk.

The Group measures the loss allowance for other receivables on a general approach when the receivable amount is raised.

Significant increase in credit risk (SICR) assessment

This assessment is performed qualitatively by reference to the counter-party's:

- Overall credit rating that is determined via publicly available information;
- Agreed payment terms with increased risk associated with longer payment terms measured in 30 day increments;
- Payment history and adherence to current payment terms that increases the relative risk and resulting expected credit loss

Trade Receivables are specifically impaired when management has exhausted all practical measures to recover the amounts outstanding.

Write off policy

Write-off is considered on a case by case basis taking into consideration the age of the outstanding amount and the potential for a reasonable recovery.

Loans from group companies

Classification

Loans from group companies (note 20) are classified as financial liabilities subsequently measured at amortised cost.

1.10. Financial instruments (continued)

Recognition and measurement

Loans from group companies are recognised when the Group becomes a party to the contractual provisions of the loan. The loans are measured, at initial recognition, at fair value plus transaction costs, if any.

They are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

Interest expense, calculated on the effective interest method, is included in profit or loss in finance costs (note 28).

Loans from group companies expose the Group to liquidity risk and interest rate risk. Refer to note 39 for details of risk exposure and management thereof.

Trade and other payables

Classification

Trade and other payables (note 21), excluding VAT and amounts received in advance, are classified as financial liabilities subsequently measured at amortised cost.

Recognition and measurement

They are recognised when the Group becomes a party to the contractual provisions, and are measured, at initial recognition, at fair value plus transaction costs, if any.

They are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

Trade and other payables expose the Group to liquidity risk and possibly to interest rate risk. Refer to note 39 for details of risk exposure and management thereof.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, and other short-term highly liquid investments arrangements entered into. Cash and cash equivalents are initially recognised at fair value including transaction costs and subsequently measured at amortised cost using the effective interest rate method.

Derecognition Financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

1.10. Financial instruments (continued)

Financial liabilities

The Group derecognises financial liabilities when, and only when, the Group obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

Reclassification Financial assets

The Group only reclassifies affected financial assets if there is a change in the business model for managing financial assets. If a reclassification is necessary, it is applied prospectively from the reclassification date. Any previously stated gains, losses or interest are not restated.

The reclassification date is the beginning of the first reporting period following the change in business model which necessitates a reclassification.

Financial liabilities

Financial liabilities are not reclassified.

1.11. Tax

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the statement of comprehensive income where it includes items of income and expenses that are accounted for in other periods and it further excludes items that are not taxable or deductible. The Group liability for current tax is calculated using rates currently enacted and substantially enacted at financial year end.

Deferred tax

Deferred tax is recognised on the difference between the carrying amounts of assets and liabilities in the financial statements and corresponding tax bases used in the computation of taxable profit or loss, and are accounted for using the comprehensive liability method.

Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary differences arises from goodwill or from the initial recognition (other than a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit or loss nor the accounting profit or loss. Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it's probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

1.11. Tax (continued)

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rates (and tax laws) that have been enacted or substantially enacted by the reporting date. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are off-set when there is a legally enforceable right to set off current tax against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current assets and liabilities on a net basis.

Current and deferred tax for the year

Current and deferred tax are recognised as an expense or income in profit or loss, except when they relate to items credited or debited to profit or loss, in which case the tax is also recognised directly in profit or loss, or where they arise from the initial accounting for a business combination.

In the case of a business combination, the effect is taken into account in calculating goodwill or in determining the gain or bargain purchase.

1.12. Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the lease receivables that are held by the lessor. Lease receivables may not be used as security for borrowing purposes.

Extension and termination options are included in a number of leases across the Group. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operations.

Group as a lessee

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Group as a lessor

Where the Group leases out assets they apply a single recognition and measurement approach. The Group recognises lease receivables to account for the estimated expected lifetime lease payments.

i) **Right-of-use assets**

The Group recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes:

1.12 Leases (continued)

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date less any lease incentives received;
- any initial direct costs; and
- restoration costs.

Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment.

ii) **Lease liabilities**

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payments that are based on an index or a rate, initially measured using the index or rate as at the commencement date;

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. The incremental borrowing rate is the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions. The rate is calculated using a build-up approach that starts with a risk-free interest rate adjusted for credit risk.

After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g. changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset. Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

The Group’s lease liabilities are included on the face of the Statement of Financial Position.

iii) **Short-term leases and leases of low-value assets**

The Group applies the short-term lease recognition exemption to its short-term leases of equipment (i.e. those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of IT and office equipment that are considered to be low value.

Lease payments on short-term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term.

1.13. Share capital and equity

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

If the Group re-acquires its own equity instruments, those instruments are deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments. Consideration paid or received shall be recognised directly in equity.

Transaction costs incurred on such transactions are netted off or deducted from equity.

Ordinary shares are recognised at par value and classified as 'share capital' in equity. Dividends are recognised as a liability in the Group in the period in which they are declared.

1.14. Employee benefits

Short-term employee benefits

The cost of short-term employee benefits, (those payable within 12 months after the service is rendered, such as paid vacation leave and sick leave, bonuses, and non-monetary benefits such as medical care), are recognised in the period in which the service is rendered and are not discounted.

The expected cost of compensated absences is recognised as an expense as the employees render services that increase their entitlement or, in the case of non-accumulating absences, when the absence occurs.

The expected cost of profit sharing and bonus payments is recognised as an expense when there is a legal or constructive obligation to make such payments as a result of past performance.

1.15. Revenue

The Group provides a wide variety of digital communication and platform services that enables the Group's clients to interact with its users (note 23).

Rendering of services

Revenue from the rendering of services is recognised using the 5-step process:

- identifying the contract with a customer;
- identifying the performance obligations
- determining the transaction price;
- allocating the transaction price to the performance obligations; and
- recognising revenue when/as performance obligation(s) are satisfied.

The Group often enters into transactions involving a range of the Group's services. In all cases, the total transaction price for a contract is allocated among the various performance obligations based on their relative stand-alone selling prices. Revenue is recognised as/or when the Group satisfies performance obligations by transferring the promised service to its customers.

Other revenue

Other revenue is incidental revenue transactions that is not related to the core revenue generating activities of the Group. is recognised on the accrual basis in accordance with the substance of the relevant agreements and measured at fair value of the consideration receivable.

Where the Group enters into sales transactions involving a range of the Group's services, the Group applies the revenue recognition criteria set out above to each separately identifiable component of the sales transaction. The consideration received from these multiple-component transactions is allocated to each separately identifiable component in proportion to its relative fair value.

Dividends

Dividends are recognised, in profit or loss, when the Group's right to receive payment has been established.

1.16. Interest income

Interest is accrued on a time apportionment basis, by reference to the principal outstanding and the effective interest rate.

1.17. Segment reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components.

1.18. Borrowing costs

Other borrowing costs are expensed in the period in which they are incurred and reported in finance costs.

1.19. Cost of services

The related cost of providing services recognised as revenue in the current period is included in cost of sales when incurred.

1.20. Translation of foreign currencies

A foreign currency transaction is recorded, on initial recognition in Rands, by applying to the foreign currency amount the spot exchange rate between the functional currency and the foreign currency at the date of the transaction.

At the end of the reporting period:

- foreign currency monetary items are translated using the closing rate;
- non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction; and
- Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the period or in previous financial statements are recognised in profit or loss in the period in which they arise.

When a gain or loss on a non-monetary item is recognised to other comprehensive income and accumulated in equity, any exchange component of that gain or loss is recognised to other comprehensive income and accumulated in equity. When a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.

Cash flows arising from transactions in a foreign currency are recorded in Rands by applying to the foreign currency amount the exchange rate between the Rand and the foreign currency at the date of the cash flow.

1.21. Inventories

Inventories are stated at the lower of cost and net realisable value and comprise of a property unit that the Group had a contractual obligation to develop and re-model.

The property unit will be used for publishing videos for marketing purposes. Once the contractual obligations have been fulfilled, the property will be sold.

1.22. Non-current assets classified as held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset (or disposal group) is available for immediate sale in its present condition. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets held for sale are measured at the lower of their carrying amount and fair value less costs to sell (distribute).

A non-current asset is not depreciated while it is classified as held for sale, or while it is part of a disposal group classified as such.

Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale are recognised in profit or loss.

2. New Standards and Interpretations

2.1. Standards and interpretations not yet effective

The following standards and interpretations have been published and are mandatory for the company's accounting periods beginning on or after 01 July 2022 or later periods but are not relevant to its operations:

- Annual Improvements to IFRS: 2018-2020 Cycle

In May 2020, the IASB issued minor 01 January 2022 amendments to IFRS 1 First-time Adoption of

International Financial Reporting Standards, IFRS 9 Financial Instruments, IAS 41 Agriculture and the Illustrative Examples accompanying IFRS 16 Leases.

- Conceptual Framework for Financial Reporting (Amendments to IFRS 3) In May 2020, the IASB issued amendments 01 January 2022 to IFRS 3, which update a reference to the Conceptual Framework for Financial Reporting without changing the accounting requirements for business combinations. The amendments are effective for annual reporting periods beginning on or after 1 January 2022. Earlier application is permitted.
- IAS 1 Presentation of Financial Statements (Amendment – Classification of Liabilities as Current or Non- Current) In January 2020, the IASB issued 01 January 2023 amendments to IAS 1, which clarify how an entity classifies liabilities as current or noncurrent. The amendments initially had an effective date of 1 January 2022, however, in July 2020 this was deferred until 1 January 2023 as a result of the COVID-19 pandemic.
- IAS 1 Presentation of Financial Statements (Amendment - Disclosure of Accounting Policies) The amendments require companies to 01 January 2023 disclose their material accounting policy information rather than their significant accounting policies, with additional guidance added to the Standard to explain how an entity can identify material accounting policy information with examples of when accounting policy information is likely to be material.
- IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors (Amendment - Definition of Accounting Estimates) The amendments clarify how companies 01 January 2023 should distinguish changes in accounting policies from changes in accounting estimates, by replacing the definition of a change in accounting estimates with a new definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". The requirements for recognising the effect of change in accounting prospectively remain unchanged.

The above impact is expected to not be material to the Group.

Notes to the Financial Statements (CONTINUED)

3. Property, plant and equipment

Group	2022 Cost	2022 Accumulated depreciation	2022 Carrying value	2021 Cost	2021 Accumulated depreciation	2021 Carrying value
Land	-	-	-	2 200 000	-	2 200 000
Buildings	-	-	-	11 183 184	(1 426 219)	9 756 965
Plant and machinery	578 547	(578 547)	-	598 584	(598 584)	-
Furniture and fixtures	1 442 361	(1 402 394)	39 967	1 517 414	(1 449 729)	67 685
Motor vehicles	183 730	(183 730)	-	183 730	(183 730)	-
Office equipment	1 933 732	(1 343 314)	590 418	1 300 279	(1 188 021)	112 258
IT equipment	18 622 617	(17 408 192)	1 214 425	18 703 268	(17 364 205)	1 339 063
Leasehold improvements	1 205 946	(950 766)	255 180	1 205 946	(897 906)	308 040
Call centre equipment	1 197 441	(1 197 441)	-	1 197 441	(1 197 441)	-
Total	**25 164 374**	**(23 064 384)**	**2 099 990**	**38 089 846**	**(24 305 835)**	**13 784 011**

Reconciliation of property, plant and equipment - Group - 2022

	Opening balance	Additions	Disposal of Subsidiaries (note 31)	Disposal	Non-current assets held for sale (note 15)	Depreciation	Total
Land	2 200 000	-	-	-	(2 200 000)	-	-
Buildings	9 756 965	-	-	-	(9 680 639)	(76 326)	-
Furniture and fixtures	67 685	-	-	-	-	(27 718)	39 967
Office equipment	112 258	739 473	(23 122)	-	-	(238 191)	590 418
IT equipment	1 339 063	814 866	(68 343)	(2 348)	-	(868 813)	1 214 425
Leasehold improvements	308 040	-	-	-	-	(52 860)	255 180
	13 784 011	**1 554 339**	**(91 465)**	**(2 348)**	**(11 880 639)**	**(1 263 908)**	**2 099 990**

Reconciliation of property, plant and equipment - Group - 2021

	Opening balance	Additions	Disposals	Depreciation	Total
Land	2 200 000	-	-	-	2 200 000
Buildings	9 833 291	-	-	(76 326)	9 756 965
Furniture and fixtures	1 799 745	-	(1 326 176)	(405 884)	67 685
Office equipment	108 360	59 895	-	(55 997)	112 258
IT equipment	1 504 225	907 196	(68)	(1 072 290)	1 339 063
Leasehold improvements	360 900	-	-	(52 860)	308 040
	15 806 521	**967 091**	**(1 326 244)**	**(1 663 357)**	**13 784 011**

The change in cost and accumulated depreciation of plant and machinery is due to exchange rate differences of assets that is held in a foreign company and nominated in a different currency.

A detailed register of assets is available for inspection at the registered office of the Group.

4. Right-of-use assets

Reconciliation of right-of-use assets - Group - 2021

	Opening balance	Cancelled leases	Modification loss	Depreciation	Total
Right-of-use assets	10 176 361	(6 613 455)	(1 712 659)	(1 850 247)	-

The right-to-use asset related to the Private Property Proprietary Limited Head Office space in Umhlanga which was cancelled on 28 February 2021 and the right-to-use assets was derecognised.

The Group entered into a lease agreement for renting of office space over 5 years starting from July 2019. The lease payments for the property were predetermined and had no variable adjustments and rentals generally escalated at a fixed percentage of 8%. The Group discontinued applying IFRS 16 after terminating the lease on 28 February 2021. The Group paid R 2 000 000 as lease break termination fees. Refer to note 22.

Due to the impact of Covid-19 the company no longer made use of its office space and negotiated the cancellation of the lease agreement.

5. Goodwill

	2022			2021		
Group	Cost	Accumulated impairment	Carrying value	Cost	Accumulated impairment	Carrying value
Goodwill	109 846 963	(54 201 706)	55 645 257	125 688 759	(28 443 133)	97 245 626

Reconciliation of goodwill - Group - 2022	Opening balance	Impairment loss	Total
Goodwill - BMi Research	1 888 394	-	1 888 394
Goodwill - Private Property	95 357 232	(41 600 369)	53 756 863
	97 245 626	**(41 600 369)**	**55 645 257**

Reconciliation of goodwill - Group - 2021	Opening balance	Impairment loss	Total
Goodwill - BMi Sport Group	1 032 975	(1 032 975)	-
Goodwill - BMi Research	5 189 731	(3 301 337)	1 888 394
Goodwill - Private Property	95 357 232	-	95 357 232
	101 579 938	**(4 334 312)**	**97 245 626**

For the purpose of annual impairment testing the goodwill was matched with the cash generating unit that gave rise to the goodwill.

5. Goodwill (continued)

BMi Research

BMi Research's goodwill is tested for impairment by determining the current value of the future projected cashflow for 5 years including the calculation of a terminal value after the period using an average growth and terminal growth rate of 4.5% (2021: 4.5%).

Measures put in place by management in previous years has resulted in BMi Research being able to grow its revenue in the past year while maintaining a reasonable operating cost structure. Management maintains that the sustainable growth rate of the business will remain at 4.5% (2021: 4.5%).

The recoverable amount of the cash generating unit was calculated to be R28 895 691 (2021: R17 782 029) which relates to a goodwill value of R1 888 395 (2021: R 1 888 395). If the future growth rate is increased by 1% then the value of the asset value calculated will be R33 967 352 (2021: R22 817 318). If the future growth rate is decreased by 1% then the value of the asset value calculated will be R24 213 947 (2021: R13 005 108).

The cashflow projections are in line with the normal rates achieved by the asset in the past. BMi Research is reported within the Knowledge Creation and Management Segment.

The pre-tax discount rate of 29.93% (2021: 25.60%) used reflect the appropriate costs of capital and risks associated with the asset. If the discount rate is increased by 1% then the value of the asset value calculated will be R28 599 991 (2021: R17 575 433). If the discount rate is decreased by 1% then the value of the asset value calculated will be R29 202 629 (2021: R18 125 646).

Private Property South Africa

The goodwill relating to the Private Property is tested for impairment by determining the current value of the future projected cashflow for 5 years including the calculation of a terminal value after the period using an average growth rate of 5.5% (2021: 5.5%) and terminal growth rate of 4.5% (2021: 5.5%) and a pre-tax discount rate of 24.19% (2021: 22.38%).

To ensure long term sustainability and ensure that PPSA positions itself as a world class property marketing platform, the company has elected to reinvest most of the cash that it generates through operations, back into its core systems and processes. Due to this, the cash flows used in the calculation of the company's goodwill has significantly reduced when compared to previous periods and as such management evaluated goodwill for impairment not just at year end but also at 31 December 2021 where the recoverable amount of the cash generating unit was calculate to be R86 001 190 for the 50.01% of the shares held in the company. This resulted in the impairment of goodwill of R41 855 152 million. At 30 June 2022 the recoverable amount of the cash generating unit was calculated to be R100 936 618 (2021: R144 269 985) for the 50.01% of the shares held by the Group. At the calculated value, goodwill to the value of R53 756 863 (2021: R95 357 232) does not need to be further impaired at year end.

If the future growth rate is increased by 1% then the value of the asset value calculated will be R120 135 857 (2021: R162 193 589). If the future growth rate is decreased by 1% then the value of the asset value calculated will be R83 634 752 (2021: R126 940 433).

The pre-tax discount rate of 24.19% (2021: 22.38%) used reflect the appropriate costs of capital and risks associated with the asset. If the discount rate is increased by 1% then the value of the asset value calculated will be R85 608 939 (2021: R140 149 686). If the discount rate is decreased by 1% then the value of the asset value calculated will be R116 752 545 (2021: R148 589 755).

6. Intangible assets

Group	2022 Cost	2022 Accumulated amortisation	2022 Carrying value	2021 Cost	2021 Accumulated amortisation	2021 Carrying value
Bespoke services*	-	-	-	6 301 902	(2 117 821)	4 184 081
Computer software	6 433 574	(6 077 846)	355 728	11 153 554	(6 342 438)	4 811 116
Incentive Programme*	4 714 592	(3 792 337)	922 255	4 714 592	(2 849 418)	1 865 174
Knowledge 350*	-	-	-	3 205 136	(3 156 982)	48 154
MediaWorx platform*	2 116 878	(1 654 749)	462 129	2 116 878	(1 333 987)	782 891
Private Property Brand Value	7 856 710	(5 368 752)	2 487 958	7 856 710	(3 797 410)	4 059 300
Private Property Client Relationships	16 801 473	(11 481 007)	5 320 466	16 801 472	(8 120 712)	8 680 760
Private Property Platform	2 311 662	(2 016 282)	295 380	2 311 662	(1 553 950)	757 712
Property Buyers Show	2 655 240	-	2 655 240	2 655 240	-	2 655 240
SportTrack	-	-	-	1 527 967	(1 527 967)	-
Software platform and domain name	4 788 311	-	4 788 311	3 283 951	-	3 283 951
Total	**47 678 440**	**(30 390 973)**	**17 287 467**	**61 929 064**	**(30 800 685)**	**31 128 379**

Reconciliation of intangible assets - Group - 2022

	Opening balance	Additions	Disposal of subsidiaries (Note 31)	Amortisation	Impairment loss	Total
Bespoke services*	4 184 081	880 210	-	(363 055)	(4 701 236)	-
Computer software	4 811 116	367 009	(305 655)	(995 584)	(3 521 158)	355 728
Incentive Programme*	1 865 174	-	-	(942 919)	-	922 255
Knowledge 350*	48 154	-	-	(48 154)	-	-
MediaWorx platform*	782 891	-	-	(320 762)	-	462 129
Private Property Brand Value	4 059 300	-	-	(1 571 342)	-	2 487 958
Private Property Client Relationship	8 680 760	-	-	(3 360 294)	-	5 320 466
Private Property Platform	757 712	-	-	(462 332)	-	295 380
Property Buyers Show	2 655 240	-	-	-	-	2 655 240
Software platform and domain	3 283 951	1 504 360	-	-	-	4 788 311
	31 128 379	**2 751 579**	**(305 655)**	**(8 064 442)**	**(8 222 394)**	**17 287 467**

6. Intangible assets (continued)

Reconciliation of intangible assets - Group - 2021

	Opening balance	Additions	Disposals	Amortisation	Total
Bespoke services*	2 447 623	2 671 352	(208 784)	(726 110)	4 184 081
Computer software	5 328 004	1 063 075	-	(1 579 963)	4 811 116
Incentive Programme*	2 658 001	134 410	-	(927 237)	1 865 174
Knowledge 350*	144 464	-	-	(96 310)	48 154
MediaWorx platform*	513 073	577 661	-	(307 843)	782 891
Private Property Brand Value	5 630 642	-	-	(1 571 342)	4 059 300
Private Property Client Relationship	12 041 055	-	-	(3 360 295)	8 680 760
Private Property Platform	1 220 044	-	-	(462 332)	757 712
Property Buyers Show	2 655 240	-	-	-	2 655 240
Software platform and domain name	208 786	3 075 165	-	-	3 283 951
	32 846 932	**7 521 663**	**(208 784)**	**(9 031 432)**	**31 128 379**

Impairment of intangible assets

In line with the Group's accounting policy, the Group evaluated the recoverable amount of its intangible assets that are not yet available for use. Considering the poor financial results of the Group, the depressed economic and trading conditions and the re-evaluation of the Group's strategic growth prospects that are being undertaken, management are off the view that it is unlikely that these assets will produce any significant future economic benefits to the Group and therefore impaired the assets (ACDP, UniID and bespoke research assets) to Nil.

Property buyers show

The Property Buyer Show has an indefinite useful life since the asset is a series of annual events hosted throughout the country with a long standing history. As such the impairment of the asset must be assessed annually.

The recoverable amount of the asset was calculated to be R 6 159 537 (2021: R 9 336 383) by using an average growth rate of 6.8% (2021: 18.9%) with a terminal rate of 1% (2021: 1%). If the future growth rate is increased by 1% then the value of the asset value calculated will be R 6 375 922 (2021: R 9 676 723). If the future growth rate is decreased by 1% then the value of the asset value calculated will be R 5 964 575 (2021: R 9 029 740).

The pre-tax discount rate of 20.2% (2021: 20.2%) used reflects the appropriate costs of capital and risks associated with the asset. Management's key assumptions include physical events starting from year 2023 onwards and the discount rate remains the same as prior year. If the discount rate is increased by 1% then the value of the asset value calculated will be R 5 768 760 (2021: R8 715 721). If the discount rate is decreased by 1% then the value of the asset value calculated will be R 6 598 249 (2021: R 10 032 905). No impairment was deemed necessary.

* - Internally generated assets are assets developed by the Group for its own use that will enable the Group to generate future economic benefits from the assets.

** - Software platform and domain name is still under development and not yet available for use.

Average remaining useful life

	Average remaining useful life 2022	Average remaining useful life 2021
Incentive Programme*	2.80 years	1.00 years
Computer software	Less than 1 year	0.13 years
MediaWorx Platform*	4.00 years	5.00 years
Property Buyers Show	Indefinite	Indefinite
Software platform and domain name**	5 – 10 years	5 – 10 years
Private Property Brand Value	1.60 years	2.60 years
Private Property Platform	Less than 1 year	0.60 years
Private Property Client Relationship	1.60 years	2.60 years

Notes to the Financial Statements (CONTINUED)

7. Investment in subsidiaries

The following table lists the entities which are controlled by the Group, either directly or indirectly through subsidiaries.

2022 **The holding Company's investment in subsidiaries are as follows:**	**Issued share capital R**	**Group effective interest %**	**Cost of investment R**
FoneWorx Proprietary Limited	100	100%	100
Four Rivers Trading 123 Proprietary Limited	100	100%	2 310 100
MiVoucher Proprietary Limited	100	100%	100
Survey On line Proprietary Limited	100	100%	100
Cognition Analytics Proprietary Limited	100	100%	100
Carbonworx Proprietary Limited	100	70%	70
VM Advertising Proprietary Limited	100	100%	100
FoneWorx Kenya Limited	5 000 000	60%	100
BMi Research Proprietary Limited	100	100%	16 484 751
FoneWorx Global Communications Limited (Nigeria)	10 000 000	70%	100
FoneWorx Zambia Limited	5 000 000	60%	100
FoneWorx Namibia Proprietary Limited	100	100%	100
Private Property South Africa Proprietary Limited	25 000	50.01%	86 255 973
			105 051 794

2021 **The holding Company's investment in subsidiaries are as follows:**	**Issued share capital R**	**Group effective interest %**	**Cost of investment R**
FoneWorx Proprietary Limited	100	100%	100
Four Rivers Trading 123 Proprietary Limited	100	100%	2 310 100
UniID Proprietary Limited	100	100%	850 100
MiVoucher Proprietary Limited	100	100%	100
Survey On Line Proprietary Limited	100	100%	100
Cognition Analytics Proprietary Limited	100	100%	100
Carbonworx Proprietary Limited	100	70%	70
VM Advertising Proprietary Limited	100	100%	100
FoneWorx Kenya Limited	5 000 000	60%	100
BMi Sport Group	300	100%	5 350 668
BMi Research Proprietary Limited	100	100%	16 484 751
FoneWorx Global Communications Limited (Nigeria)	10 000 000	70%	100
FoneWorx Zambia Limited	5 000 000	60%	100
FoneWorx Namibia Proprietary Limited	100	100%	100
Private Property South Africa Proprietary Limited	25 000	50.01%	127 000 000
			151 996 589

7. Investment in subsidiaries (continued)

2022 Reconciliation of Investment in subsidiaries	Opening balance	Disposal	Impairments	Closing balance
FoneWorx Proprietary Limited	100	-	-	100
Four Rivers Trading 123 Proprietary Limited	2 310 100	-	-	2 310 100
UniID Proprietary Limited	850 100	(850 100)	-	-
MiVoucher Proprietary Limited	100	-	-	100
Survey On line Proprietary Limited	100	-	-	100
Cognition Analytics Proprietary Limited	100	-	-	100
Carbonworx Proprietary Limited	70	-	-	70
VM Advertising Proprietary Limited	100	-	-	100
FoneWorx Kenya Limited	100	-	-	100
BMi Sport Group	5 350 668	(5 350 668)	-	-
BMi Research Proprietary Limited	16 484 751	-	-	16 484 751
FoneWorx Global Communications Limited (Nigeria)	100	-	-	100
FoneWorx Zambia Limited	100	-	-	100
FoneWorx Namibia Proprietary Limited	100	-	-	100
Private Property South Africa Proprietary Limited	127 000 000	-	(40 744 027)	86 255 973
	151 996 589	**(6 200 768)**	**(40 744 027)**	**105 051 794**

2021 Reconciliation of Investment in subsidiaries	Opening balance	Additions	Impairments	Closing balance
FoneWorx Proprietary Limited	100	-	-	100
Four Rivers Trading 123 Proprietary Limited	2 310 100	-	-	2 310 100
UniID Proprietary Limited)	850 100	-	-	850 100
MiVoucher Proprietary Limited	100	-	-	100
Survey On line Proprietary Limited	100	-	-	100
Cognition Analytics Proprietary Limited	100	-	-	100
Carbonworx Proprietary Limited	70	-	-	70
VM Advertising Proprietary Limited	100	-	-	100
FoneWorx Kenya Limited	100	-	-	100
BMi Sport Group	8 682 198	-	(3 331 530)	5 350 668
BMi Research Proprietary Limited	19 679 462	-	(3 194 711)	16 484 751
FoneWorx Global Communications Limited (Nigeria)	100	-	-	100
FoneWorx Zambia Limited	100	-	-	100
FoneWorx Namibia Proprietary Limited	100	-	-	100
Private Property South Africa Proprietary Limited	127 000 000	-	-	127 000 000
	158 522 830	**-**	**(6 526 241)**	**151 996 589**

The principle location of the Group is in South Africa. All the above entities are private companies. The Group makes use of a network of commercial business associates in order to deliver services throughout Africa.

BMi Research Group

The Group impaired the investment in BMi Research Group by R nil (2021: R3 194 711) down to a recoverable amount of R16 484 751 (2021: R16 484 751) which was based on estimated a growth and terminal growth rate of 4.5% (2021: 4.5%) for the forthcoming five years and applying a pre-tax discount rate of 29.93% (2021: 25.60%).

Notes to the Financial Statements (CONTINUED)

7. Investment in subsidiaries (continued)

Private Property South Africa

To ensure long term sustainability and ensure that PPSA positions itself as a world class property marketing platform, the company has elected to reinvest most of the cash that it generates through operations, back into its core systems and processes and therefore the Group impaired the investment in Private Property South Africa by R40 744 027 (2021: R Nil) down to a recoverable amount of R86 255 973 (2021: R127 000 000) which was based on a growth rate of 5.5% (2021: 5.5%) and terminal growth rate of 4.5% (2021: 4.5%) for the forthcoming five years and applying a pre-tax discount rate of 24.19% (2021: 22.38%).

Non-controlling interest across the Group is considered to be material (refer to note 18)

8. Investment in associate

Livingfacts Proprietary Limited is an unlisted full-service research and insights company.

Group

Name of company	% ownership interest 2022	% ownership interest 2021	Carrying amount 2022	Carrying amount 2021
LivingFacts Proprietary Limited	47.70 %	47.70 %	3 121 648	2 797 569

Company

Name of company	% ownership interest 2022	% ownership interest 2021	Carrying amount 2022	Carrying amount 2021
LivingFacts Proprietary Limited	47.70 %	47.70 %	2 156 816	2 156 816

The investment in LivingFacts Proprietary Limited is tested for impairment by determining the current value of the future projected cashflow for 5 years, including the calculation of a terminal value after the period using an average growth rate of 5% (2021: 6%), terminal growth rate of 4% (2021: 4%) and a pre-tax discount rate of 29.70% (2021: 29.80%) with the determined recoverable amount being R6 571 350 (2021: R2 797 569).

The summarised financial information in respect of the Group's principle associate is set out below.

Summarised Statement of Profit or Loss and Other Comprehensive Income	LivingFacts Proprietary Limited 2022	2021
Principle place of business	RSA	RSA
Revenue	10 961 226	6 930 466
Profit after taxation from continuing operations	1 679 078	565 131

Summarised Statement of Financial Position	LivingFacts Proprietary Limited 2022	2021
Assets		
Non-current	948	20 448
Current	3 979 069	2 700 657
Total assets	3 980 017	2 721 105
Liabilities		
Current	1 971 245	878 651
Total net assets	2 008 772	1 842 454

8. Investment in associate (continued)

Associates with different reporting dates

The end of the reporting year of Cognition Holdings Limited is 30 June 2022. The year end of LivingFacts Proprietary Limited is 28 February 2022. The information above was obtained from the management accounts of LivingFacts Proprietary Limited for 30 June 2022.

	2022	2021
Group's share of opening net assets	1 046 065	776 497
Goodwill - included in initial investment	1 751 504	1 751 504
Share of profit from equity accounted investment	800 920	269 568
Dividend received	(476 841)	-
	3 121 648	**2 797 569**

9. Deferred tax

	Group		Company	
Figures in Rand	2022	2021	2022	2021
Deferred tax asset				
Deferred tax liability	(1 323 431)	(4 014 757)	-	-
Deferred tax asset	3 456 899	4 617 192	1 284 383	265 854
Total net deferred tax asset	**2 133 468**	**602 435**	**1 284 383**	**265 854**
Reconciliation of deferred tax asset				
At beginning of year	602 435	(2 331 681)	265 854	178 214
Property, plant and equipment	(2 690)	(47)	-	-
Intangible assets	2 934 297	1 139 055	-	-
Accruals	(777 967)	791 495	(30 644)	87 640
Revenue accrual	153 844	(175 673)	-	-
Prepaid expenses	-	2 305	-	-
Tax losses available for set off against future taxable income	(776 451)	1 441 557	1 049 183	-
Lease liability	-	(264 576)	-	-
	2 133 468	**602 435**	**1 284 393**	**265 854**
Categories of temporary differences				
Property, plant and equipment	(2 737)	(47)	-	-
Intangible assets	(2 628 837)	(5 563 134)	-	-
Accruals	2 387 737	3 165 704	235 210	265 854
Revenue accrual	1 044 316	890 472	-	-
Prepaid expenses	(51 804)	(51 804)	-	-
Taxable losses available for set off against future taxable income	1 384 793	2 161 244	1 049 183	-
	2 133 468	**602 435**	**1 284 393**	**265 854**

The change in tax rate from 28% to 27% had no material change to the deferred asset and deferred liability at year end.

Deferred tax assets are only raised by the Group from entities that management believes will be profitable in the foreseeable future.

Although the Company is in a loss position management is of the view that the Company will be profitable in future and therefore a deferred tax asset was raised.

Notes to the Financial Statements (CONTINUED)

10. Lease receivable

Figures in Rand	Group 2022	Group 2021	Company 2022	Company 2021
Lease receipt due				
- within one year	160 000	240 000	-	-
- in second to fifth year inclusive	-	160 000	-	-
Gross investment in the leases	160 000	400 000	-	-
Less: Unearned interest income	(42 412)	(23 486)	-	-
Present value of lease receipts	**117 588**	**376 514**	**-**	**-**
Reconcilliation of lease receivable				
Balance at beginning of the year	376 514	-	-	-
Additions	-	376 514	-	-
Lease receipts (excluding finance component)	(258 926)	-	-	-
Balance at end of year	**117 588**	**376 514**	**-**	**-**

The Group leased out surplus office furniture in the year under review. The Group has classified the lease as a finance lease, because the lease is for whole of the remaining life of the asset.

11. Loans to group companies

	2022			2021		
	Book value	**Allowance for expected credit loss**	**Carrying value**	**Book value**	**Allowance for expected credit loss**	**Carrying value**
MiVoucher Proprietary Limited *	858 316	(858 316)	-	882 540	(882 540)	-
UnilD Proprietary Limited	467 331	(467 331)	-	949 152	-	949 152
Carbonworx Proprietary Limited *	-	-	-	465 901	(465 901)	-
VM Advertising Proprietary Limited *	823 984	(823 984)	-	823 984	(823 984)	-
Cognition Analytics Proprietary Limited *	112 354	(112 354)	-	110 924	(110 924)	-
FoneWorx Namibia Proprietary Limited *	-	-	-	14 931	(14 931)	-
FoneWorx Zambia Proprietary Limited *	-	-	-	59 108	(59 108)	-
FoneWorx Kenya Limited*	-	-	-	1 448 178	(1 448 178)	-
FoneWorx Global Communications Limited (Nigeria) *	-	-	-	1 761 956	(1 761 956)	-
	2 261 985	**(2 261 985)**	-	**6 516 674**	**(5 567 522)**	**949 152**

11. Loans to group companies (continued)

All the above entities are private companies. Foreign entities are dormant. The loans are recorded in South African Rands as this is the currency in which the transactions are concluded.

All of the above loans are unsecured, interest free and have no fixed repayment terms. The directors consider the carrying amounts of the amounts owing from group companies to approximate their fair value, due to short term nature thereof the effect of discounting is considered immaterial.

* The loans to these companies have been subordinated. They have been assessed on a stage 3 basis and as such 100% is expected as a credit loss and an allowance be made accordingly.

The Group applies IFRS 9 general model of recognising lifetime expected credit losses for loans to group companies. The expected credit loss is determined on a company by company basis.

The impairment reversal recognised in the current period relating to the provision against the loan amounts to R 21 364 (2021: R 91 366 impairment loss).

12. Inventories

	Group		Company	
Figures in Rand	**2022**	2021	**2022**	2021
Property unit	-	889 463	-	-
Inventories	60 493	-	-	-
	60 493	**889 463**	**-**	**-**

As at 30 June 2021 the Group had contractual obligations to develop and re-model a property unit which was acquired at a cost of R889 463. The property will be used for publishing videos for marketing purposes. The property was sold in the year under review.

13. Trade and other receivables

	Group		Company	
Figures in Rand	**2022**	2021	**2022**	2021
Financial instruments:				
Trade receivables	36 542 063	30 172 007	13 445 683	12 083 706
Expected credit losses	(765 201)	(614 192)	(21 667)	(18 511)
Trade receivables at amortised cost	35 776 862	29 557 815	13 424 016	12 065 195
Deposits	101 509	480 106	-	-
Accrued income	-	261 150	-	-
Other receivables	818 574	151 227	-	-
Shares loans	818 368	4 331 211	818 368	4 331 211
Expected credit losses for shares loans	(818 368)	(930 968)	(818 368)	(930 968)
Non-financial instruments:				
VAT	78 516	33 366	-	-
Staff loans	112 583	107 750	-	-
Prepayments	4 033 101	2 677 159	-	-
Total trade and other receivables	**40 921 145**	**36 668 816**	**13 424 016**	**15 465 438**

13. Trade and other receivables (continued)

Categorisation of trade and other receivables

Trade and other receivables are categorised as follows in accordance with IFRS 9: Financial Instruments:

	Group		Company	
Figures in Rand	2022	2021	2022	2021
At amortised cost	36 696 945	33 850 541	13 424 016	15 465 438
Non-financial instruments	4 224 200	2 818 275	-	-
	40 921 145	**36 668 816**	**13 424 016**	**15 465 438**

Exposure to credit risk

The Group and Company applies the IFRS 9 simplified model of recognising lifetime expected credit losses for all trade receivables as these items do not have a significant financing component. The expected credit loss is determined on an individual customer basis that is applied using an internal risk matrix.

The Group and Company continuously monitors the credit quality of customers. Where available, external credit checks on customers are obtained and used. The Group and Company's policy is to deal only with credit worthy counterparties. The credit terms are 30 and 90 days. The ongoing credit risk is managed through regular review of ageing analysis.

2022 Group Trade receivables amount due	Current	More than 30 days	More than 60 days	More than 90 days	More than 120 days	Specifically impaired *	Total
Expected credit loss rate	0.27%	6.60%	9.08%	0.51%	18.63%		2.09%
Gross carrying amount	26 564 629	4 929 747	683 226	2 805 474	1 558 987	-	36 542 063
Lifetime expected credit loss	73 005	325 530	62 013	14 178	290 475	-	765 201

2021 Group Trade receivables amount due	Current	More than 30 days	More than 60 days	More than 90 days	More than 120 days	Specifically impaired *	Total
Expected credit loss rate	0.30%	4.54%	3.46%	3.84%	9.02%		2.04%
Gross carrying amount	21 827 233	2 192 050	2 624 054	3 168 690	135 635	224 345	30 172 007
Lifetime expected credit loss	65 374	99 584	90 922	121 733	12 234	224 345	614 192

13. Trade and other receivables (continued)

2022 Company **Trade receivables amount due**	**Current**	**More than 30 days**	**More than 60 days**	**More than 90 days**	**More than 120 days**	**Total**
Expected credit loss rate	0.08%	0.50%	0.60%	0.70%	0.88%	0.16%
Gross carrying amount	11 813 653	102 196	48 784	627 010	854 039	13 445 683
Lifetime expected credit loss	8 945	511	293	4 389	7 529	21 667

2021 Company **Trade receivables amount due**	**Current**	**More than 30 days**	**More than 60 days**	**More than 90 days**	**More than 120 days**	**Total**
Expected credit loss rate	0.1%	0.5%	0.6%	0.7%	0.7%	0.15%
Gross carrying amount	10 930 972	33 284	462 350	619 375	37 725	12 083 706
Lifetime expected credit losses	10 931	166	2 774	4 336	304	18 511

The directors consider the carrying amount of trade and other receivables to approximates their fair values, due to the short term nature thereof.

*The Group will specifically impair trade debtors where they have exceeded their payment terms significantly or where there exists significant doubt on the recoverability of the debtor.

Other receivables - Management evaluated the expected credit losses from other receivables by evaluating them on a case by case basis and have found that there are no material expected credit losses except for the share loans of R818 368 (2021: R 4 331 211) that has an expected credit loss of R818 368 (2021: R930 968).

	Group		Company	
Figures in Rand	**2022**	2021	**2022**	2021
Expected credit loss reconciliation				
Opening balance	614 192	717 207	18 511	22 420
Provision raised on new trade receivables	174 564	13 778	3 156	18 511
Provision reversed on settled trade receivables	(23 555)	(116 793)	-	(22 420)
Closing balance	**765 201**	**614 192**	**21 667**	**18 511**

14. Cash and cash equivalents

	Group		Company	
Figures in Rand	**2022**	2021	**2022**	2021
Cash and cash equivalents consist of:				
Cash on hand	26 866	27 328	-	-
Bank balances	96 812 648	95 853 907	1 603 792	1 053 548
Third party prize money	17 056 605	13 930 447	-	-
	113 896 119	**109 811 682**	**1 603 792**	**1 053 548**

Third party prize money relates to cash held on behalf of customers as prizes for specific campaigns. These amounts are restricted for use for only these campaigns and not for use by the Group. This amount corresponds third party prize money liability in the Statement of Financial Position.

The Group only deposits cash with major banks with high quality credit standing and limits exposure to any one counterparty. The banks credit rating ranges from Baa2 to Baa3 which is considered adequate and does not require the recognition of expected credit losses.

15. Non-current assets held for sale

The Group has decided to sell its Office Building as it no longer requires the office accommodation and hosting infrastructure within the premises. The property is actively being marketed and it is expected to be sold within the next year of operations. The value of the asset is accounted for at a carrying value of R11 880 638 which is lower than the fair value off the asset less cost incurred to sell the asset.

	Group		Company	
Figures in Rand	**2022**	2021	**2022**	2021
Non-current assets held for sale				
Property, plant and equipment				
Buildings	9 680 638	-	-	-
Land	2 200 000	-	-	-
	11 880 638	**-**	**-**	**-**

16. Share capital

	Group		Company	
Figures in Rand	**2022**	2021	**2022**	2021
Authorised				
1 250 000 000 Ordinary shares of no par value	1 250 000 000	1 250 000 000	1 250 000 000	1 250 000 000
Issued				
229 273 021 Ordinary shares of no par value	159 420 500	159 420 500	159 420 500	159 420 500

17. Equity due to change in ownership

	Group		Company	
Figures in Rand	**2022**	2021	**2022**	2021
BMi Sport Group	-	6 757 481	-	-
BMi Research Proprietary Limited	6 135 484	6 135 464	-	-
	6 135 484	**12 892 945**	**-**	**-**

18. Non-controlling interest

	Group		Company	
Figures in Rand	2022	2021	2022	2021
Private Property South Africa Proprietary Limited	25 340 524	23 549 136	-	-
BMI Research Proprietary Limited	1 205 719	1 185 423	-	-
	26 546 243	**24 734 559**	**-**	**-**
Non-controlling interest in Private Property South Africa Proprietary Limited				
Principle place of business	RSA	RSA	-	-
Non-controlling interest	49,99%	49,99%	-	-
Revenue	149 259 844	139 993 018	-	-
Profit for the year	10 166 571	18 750 661	-	-
Total comprehensive income	10 166 571	18 750 651	-	-
Profit allocated to non-controlling interest	5 082 269	9 373 450	-	-
Non-current assets	10 206 747	9 324 375	-	-
Current assets	59 634 718	57 409 122	-	-
Non-current liabilities	-	1 675 612	-	-
Current liabilities	20 227 667	18 180 627	-	-
Net assets	49 613 798	46 877 258	-	-
Net asset attributable to non-controlling interest	**24 811 860**	**23 433 941**	**-**	**-**
Net cash from operating activities	6 866 843	28 258 064	-	-
Net cash utilised in investing activities	(2 437 893)	(3 628 951)	-	-
Dividend paid	(7 430 031)	(5 621 589)	-	-

19. Cash-settled share-based payment liability

	Group		Company	
Figures in Rand	2022	2021	2022	2021
Balance at beginning of the year	1 675 612	1 009 406	-	-
Employee share option scheme - current year (reversal)/charge	(1 675 612)	666 206	-	-
Balance at end of the year	**-**	**1 675 612**	**-**	**-**

During the prior year Private Property acquired 176 shares of the 352 shares allocated leaving a balance of 176 shares.

Private Property provided key employees with a share subscription option, whereby the employees acquired shares at R 1 at grant date. The shares vested to the employees at grant date. Private Property immediately recognised the share capital as they vested.

After an initial employment period of three years (initial employment period), the employees have a right to sell the shares back to the entity (the put option), therefore the company has an obligation to pay the employees an amount equivalent to (Market value x participant's share ratio) x (subsequent employment period in months/36). The initial employment period for the Private Property CEO is three years from grant date. The subsequent employment period is also three years.

The put option is a cash-settled share-based payment, as the company has an obligation to pay the employees a certain amount in the future for the buying back of the shares. The cash-settled share-based payment is remeasured annually to fair value. In terms of the share incentive scheme rules the market value of the shares are determined by using a EBITDA multiple for the Private Property group of companies of 6.27 and as such the fair value of the liability is driven by the market value of the shares.

20. Loans from group companies

Figures in Rand	Group 2022	Group 2021	Company 2022	Company 2021
Subsidiaries				
FoneWorx Proprietary Limited	-	-	28 472 268	33 577 612
Four Rivers Trading 123 Proprietary Limited	-	-	4 694 274	3 797 324
SurveyOnLine Proprietary Limited	-	-	1 453 043	1 188 260
	-	**-**	**34 619 585**	**38 563 196**

All the above entities are private companies. The loans are recorded in South African Rands as this is the currency in which the transactions are concluded.

All of the above loans are unsecured, interest free and have no fixed repayment terms. The directors consider the carrying amounts of the amounts owing to group companies to approximate their fair value, due to short term nature thereof.

21. Trade and other payables

Figures in Rand	Group 2022	Group 2021	Company 2022	Company 2021
Financial instruments:				
Trade payables	15 335 375	9 726 416	-	-
Accrued employee costs	5 838 116	8 360 919	-	-
Accruals	8 334 641	5 143 594	2 862 241	3 441 098
Audit and drafting fee accrual	1 726 116	1 746 432	1 000 000	1 162 416
Non-financial instruments:				
Amounts received in advance	4 591 054	6 218 338	-	-
VAT	2 097 748	3 044 850	233 563	60 610
	37 923 050	**34 240 549**	**4 095 804**	**4 664 124**
Amounts received in advance				
Balance at the beginning of the year	6 218 338	7 449 834	-	-
Amounts recognise as revenue	(6 218 338)	(7 449 834)	-	-
Amounts received in advance*	4 591 054	6 218 338	-	-
Balance at the end of the year	**4 591 054**	**6 218 338**	**-**	**-**

*Revenue relating to these services has not been recognised by the Group. Revenue will only be recognised once the service has been rendered and is accounted for in line with the performance obligation and timing measurement as set out in note 23.

22. Lease liability

Figures in Rand	Group 2022	Group 2021	Company 2022	Company 2021
Reconciliation of lease liability				
Balance at beginning of the year	-	11 121 274	-	-
Cancelled leases	-	(8 299 650)	-	-
Lease payments (excluding finance component)	-	(2 821 624)	-	-
Balance at end of the year	**-**	**-**	**-**	**-**
Lease liability payments				
Lease liability - capital portion paid	-	4 507 819	-	-
Interest paid on lease liability	-	625 726	-	-
	-	**5 133 545**	**-**	**-**

Private Property South Africa Proprietary Limited entered into a lease agreement for renting of office space over 5 years starting from July 2019.

The lease payments for the property were predetermined and had no variable adjustments and rentals generally escalated at a fixed percentage of 8%. The group discontinued applying IFRS 16 after terminating the lease on 28 February 2021. The group paid R 2 000 000 as lease break termination fees.

23. Revenue

Revenue from contracts with customers

The Group derives revenue from offering multiple services to customers.

Revenue from contracts with customers is recognised when control of the services is transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for the services. All invoices are due and payable within payment on presentation of invoice between 30 and 90 days except for a single multinational that has arrange longer payment terms not exceeding 120 days. Therefore, the Group has elected to apply the practical expedient as there are no significant financing components.

Revenue is derived from fees charged to customers for the following service offerings:

- Online Platform Services
- Research Services
- Communication Service Revenue
- Campaign service development
- Supplementary Services

23. Revenue (continued)

The Group does not encounter any revenue reversal due to returns, refunds, rebates and other similar obligations. An analysis of the Group's revenue streams are as follows:

Revenue stream	Performance obligation	Timing measurement	Judgement
Online Platform Services	The Group has various platforms that are used by its clients to enhance and promote their service to a large consumer base.	Access to the online platform is based on a monthly fee that is recognised by the Group over time on a straight line basis. Platform services are invoiced on a prepaid basis or within the month that the service is rendered. Transaction-based services that are offered on the online platform are recognised when the transaction takes place at a point in time and invoiced when the service is rendered or within the month that the service is rendered.	Platform service delivery is largely automated as is the related billing. Judgement is therefore not required to estimate the amount or timing of the revenue recognised.
Research Services	Qualitative and quantitative research services.	Continued data collection, collation and research analytics into monthly reports are recognised over time and invoiced in the month that the service is rendered.	No judgement is required with regards to the timing and amount of ongoing data collection, collation and research analytics services.
		Where a research project spans more than one month, revenue is recognised upon achievement of the benchmarks set within the project. Depending on the agreement a percentage of the invoicing takes place upon commissioning of the project and the remaining balance as the benchmarks are achieved. All invoicing that has not been recognised as revenue yet is recognised and disclosed as amounts received in advance within trade and other payables.	Management applies judgement to estimate benchmarks as follows: Work completed compared to the estimated work required to complete the service. The cost incurred at a period end over the total estimated cost to complete the service. This is applied on an individual project basis.
Communication Service Revenue	Provision of communication services such as SMS, USSD, IVR, Whatsapp, App push and Fax services to users.	Revenue is recognised at a point in time when the transaction takes place. Invoicing takes place within the same month as the service is rendered.	No judgement is required with regards to the timing and amount as these services are automated.
Campaign service development	This represents fees for setting up and managing digital services used for business and marketing purposes.	The setup of a service is recognised at the point in time when the service is provisioned and is invoiced within the same month. Revenue related to the management of services is invoiced within the month that the recognition takes place and is recognised by the Group over time.	Management applies judgement to determine if the service is setup and provisioned. No judgement required with regards to the timing and amount of management fees.
Supplementary Services	Other revenue earned by the Group on services that are supplementary to the services above.	Other revenue relates to the sale of supplementary services that are recognised at a point in time.	No judgement required relating to the timing and amount of supplementary services.

23. Revenue (continued)

Figures in Rand	Group 2022	Group 2021	Company 2022	Company 2021
Revenue from contracts with customers	**2022**	**2021**	**2022**	**2021**
Rendering of services	384 277 167	386 411 691	108 148 979	159 634 602
Less: Agency revenue	(143 333 119)	(155 849 160)	(101 106 264)	(147 202 682)
	240 944 048	**230 562 531**	**7 042 715**	**12 431 920**
Disaggregation of revenue from contracts with customers				
The Group disaggregates revenue from customers as follows:				
Rendering of services				
Africa revenue	23 580	719 962	-	-
South Africa revenue	240 920 468	229 842 569	7 042 715	12 431 920
	240 944 048	**230 562 531**	**7 042 715**	**12 431 920**
Timing of revenue recognition				
Over time				
Online Platform Services	149 259 843	140 993 018	-	-
Research Services	40 260 030	37 097 414	-	-
Campaign Services	12 740 766	11 136 119	-	-
	202 260 639	**189 226 551**	**-**	**-**
At a point in time				
Online Platform Services	13 168 213	14 340 806	7 042 715	12 431 920
Communication Services	10 537 105	10 874 449	-	-
Campaign Services	12 978 182	14 042 840	-	-
Supplementary Services	1 999 909	2 077 885	-	-
	38 683 409	**41 335 980**	**7 042 715**	**12 431 920**
Total revenue from contracts with customers	**240 944 048**	**230 562 531**	**7 042 715**	**12 431 920**

Agency revenue

The Group offers services that are classified as agency revenue in terms of IFRS 15 and as such the Group discloses these services separately in the note for enhanced disclosure purposes.

Online platform services, research services and certain supplementary services are accounted for in the Knowledge Management segment with the remaining revenue accounted for in the Active Data Exchange Services segment.

24. Other operating (losses) gains

Figures in Rand	Note	Group 2022	Group 2021	Company 2022	Company 2021
(Losses) gains on disposals					
Property, plant and equipment	3	26 654	749 371	-	-
Investments in subsidiaries	31	(3 365 837)	-	(7 300 952)	-
		(3 339 183)	**749 371**	**(7 300 952)**	**-**
Foreign exchange losses					
Net foreign exchange loss		(54 838)	(39 426)	-	-
Total other operating (losses) gains		**(3 394 021)**	**709 945**	**(7 300 952)**	**-**

25. Operating (loss) profit

Operating (loss) profit for the year is stated after charging (crediting) the following, amongst others:

Figures in Rand	Group 2022	Group 2021	Company 2022	Company 2021
Employee costs				
Salaries, wages, bonuses, share based payments and other benefits	97 338 393	92 221 390	778 963	353 100
Short term leases				
Premises	-	281 942	-	-
Low value leases				
Equipment	809 747	108 735	-	-
Total lease expenses	809 747	390 677	-	-
Depreciation and amortisation				
Depreciation of right-of-use assets	-	1 850 247	-	-
Depreciation of property, plant and equipment	1 263 908	1 663 357	-	-
Amortisation of intangible assets	8 064 442	9 031 432	-	-
Total depreciation and amortisation	**9 328 350**	**12 545 036**	**-**	**-**
Other				
Insurance	1 189 288	1 372 864	-	-
Annual fees relating to listing on JSE	645 946	521 929	645 946	521 929
Telecommunication charges	2 959 687	3 057 695	-	-
Legal fees	2 125 111	254 624	-	-
Advertising	54 192 235	41 316 758	-	-

26. Directors' emoluments

Executive

2022

Directors' emoluments	Emoluments	Non-executive director emoluments	Travel allowance and other benefits	Bonus	Gains on exercise of share options	Total	Paid by Caxton and CTP Group
Services as director or prescribed officer							
G Groenewaldt***	2 525 168	-	-	-	-	2 525 168	-
MA Smith***[3]	2 733 890	-	-	-	-	2 733 890	-
PA Scholtz***	2 298 708	-	120 000	-	-	2 418 708	-
SA Kleynhans^[4]	1 123 611	-	25 000	-	-	1 148 611	-
R Fedder***[2]	450 000	-	-	-	-	450 000	932 645
AG Mancha*[5]	-	78 650	-	-	-	78 650	-
R Pitt*[5]	-	49 950	-	-	-	49 950	-
G Mooney**[5]	-	-	-	-	-	-	-
S de Kock[6]	-	-	-	-	-	-	799 290
P Jenkins*	-	-	-	-	-	-	1 391 556
M du Plessis[7]	-	-	-	-	-	-	394 667
A Mwela***	2 927 503	-	121 951	1 325 000	3 224 791	7 599 245	-
T Ahier**[8]	-	-	-	-	-	-	-
D Lopambo*	-	43 600	-	-	-	43 600	-
M Crisp*[6]	-	75 800	-	-	-	75 800	181 700
S Naude*[9]	-	80 100	-	-	-	80 100	-
	12 058 880	**328 100**	**266 951**	**1 325 000**	**3 224 791**	**17 203 722**	**3 699 858**

26. Directors' emoluments (continued)

2021

Directors' emoluments	Emoluments	Non-executive director emoluments	Travel allowance	Bonus	Total	Paid by Caxton and CTP Group
Services as director or prescribed officer						
G Groenewald***	2 210 300	-	-	-	2 210 300	-
MA Smith***	3 101 300	-	-	-	3 101 300	-
PA Scholtz***	1 994 900	-	120 000	-	2 114 900	-
A Mwela***	2 874 242	-	-	433 333	3 307 575	-
SA Kleynhans^***	1 114 200	-	-	20 000	1 134 200	-
P Jenkins*	-	-	-	-	-	1 300 370
M du Plessis	-	-	-	-	-	1 397 885
A G Mancha*	-	141 800	-	-	141 800	-
R Pitt*	-	152 300	-	-	152 300	-
D Lupambo*	-	60 000	-	-	60 000	-
G Mooney**	-	-	-	-	-	-
T Ahier**	-	-	-	-	-	-
	11 294 942	**354 100**	**120 000**	**453 333**	**12 222 375**	**2 698 255**

* Independent Non-Executive Directors.

^ Prescribed Officer

** These directors do not receive remuneration from companies in the Group.

*** These salaries are an expense of a Cognition Holdings Limited subsidiary. These are the only prescribed officers in the Group.

1 These directors were remunerated by companies within the Caxton and CTP Group and not by the Cognition Group.
2 Appointed 10 December 2021
3 Resigned 20 January 2022
4 Resigned 30 April 2022
5 Terms ended 26 November 2021
6 Appointed 2 September 2021
7 Resigned 2 September 2021
8 Resigned 5 August 2021
9 Appointed 26 November 2021

27. Investment income

	Group		Company	
Figures in Rand	2022	2021	2022	2021
Dividend income				
Subsidiaries local	-	-	9 043 820	3 074 444
Interest income				
Bank and other cash	3 758 624	2 862 038	3 425	204 387
Total investment income	**3 758 624**	**2 862 038**	**9 047 245**	**3 278 831**

28. Finance costs

	Group		Company	
Figures in Rand	2022	2021	2022	2021
Bank overdraft	-	36 765	-	-
SARS	113 457	30	-	-
Imputed interest reversal on financial liabilities	-	1 405	-	-
Lease liability	-	625 726	-	-
Total finance costs	**113 457**	**663 926**	**-**	**-**

29. Taxation

	Group		Company	
Figures in Rand	2022	2021	2022	2021
Major components of the tax (income) expense				
Current				
Local income tax - current period	2 972 120	10 610 363	-	789 782
Local income tax - recognised in current tax for prior periods	(117 215)	(103 877)	(117 215)	(92 370)
	2 854 905	**10 506 486**	**(117 215)**	**697 412**
Deferred				
Originating and reversing temporary differences	(2 855 900)	(3 004 127)	(1 018 539)	(87 641)
	(995)	**7 502 359**	**(1 135 754)**	**609 771**
Reconciliation of the tax (income) expense				
Reconciliation between accounting (loss) profit and tax (income) expense.				
Accounting (loss) profit	(45 494 402)	18 956 704	(44 617 036)	(2 851 559)
Tax at the applicable tax rate of 28% (2021: 28%)	(12 738 433)	5 307 877	(12 492 770)	(798 437)
Tax effect of adjustments on taxable income				
Non tax deductible expenditure as it was not in the production of income	363 266	1 056 354	559 889	559 770
Local Income tax - recognised in current tax for prior periods	-	-	(117 215)	(92 370)
Impairment of investment	-	-	-	1 827 235
Impairment of intercompany loans	-	-	(5 982)	(25 583)
Income from associate	(224 258)	(75 479)	-	-
Dividends received	-	-	(2 532 270)	(860 844)
Impairment of goodwill	11 648 103	1 213 607	11 408 328	-
Loss on disposal of investments	950 327	-	2 044 266	-
	(995)	**7 502 359**	**(1 135 754)**	**609 771**

Gross estimated tax losses of certain subsidiaries at 30 June 2022, available for offset against future taxable income amounted to R2 496 (2021: R880 767). A deferred tax asset has not been raised in respect of these losses due to the uncertainty around those subsidiaries' ability to generate future taxable profits against which the deferred tax asset may be utilised. Had a deferred tax asset been raised it would have amounted to R699 (2021: R246 615).

The build-up reserves held by the Group can be distributed to its shareholders by a dividend that will be subject to dividend tax of 20% unless the shareholder is exempt from local dividend tax.

30. Cash generated from (used in) operations

	Group		Company	
Figures in Rand	2022	2021	2022	2021
(Loss) profit before taxation	(45 494 402)	18 956 704	(44 617 036)	(2 851 559)
Adjustments for:				
Depreciation and amortisation	9 328 350	12 545 036	-	-
Profit on disposal of property, plant and equipment	(26 654)	(749 371)	-	-
Loss on disposal of subsidiaries	3 365 838	-	7 300 952	-
Income from equity accounted investments	(800 920)	(269 568)	-	-
Dividend income	-	-	(9 043 820)	(3 074 444)
Interest income	(3 758 624)	(2 862 038)	(3 425)	(204 387)
Finance costs	113 457	663 926	-	-
Impairment of goodwill	41 600 369	4 334 312	-	-
impairment of investment	-	-	40 744 027	6 526 241
Impairment of intangible assets	8 222 394	-	-	-
Modification loss of right-of-use asset	-	1 712 659	-	-
Cash-settled share-based payment (reversal) expense	(1 675 612)	666 206	-	-
Changes in working capital:				
Inventories	828 970	(889 463)	-	-
Trade and other receivables	(4 850 265)	4 688 425	2 041 422	5 411 386
Trade and other payables	5 452 849	3 631 116	76 480 503	154 659 552
Third party prize money	3 151 375	4 219 416	-	(52 707)
	15 457 125	**46 647 360**	**72 902 623**	**160 414 082**

31. Disposal of subsidiaries

During the year under review, the Group disposed of its interest in the BMi Sport Group. The COVID 19 pandemic's impact on the Sport Sponsorship industry over the past two years has resulted in the BMi Sport Group being under severe financial distress and consuming its built-up accumulated reserves. Accordingly, the Group sold its interest in the BMi Sport Group to a company controlled by the Managing Director of the BMI Sport Group, effective 1 October 2022, for minimal consideration and with adequate resources to ensure that the Sport Group can deliver on all its contractual and staff obligations. In addition to the above the Group sold its interest in UnilD to an external party for a minimal consideration with the condition that should the UnilD become profitable it will repay the initial investment of R850 100 made by the Group.

Group - 30 June 2022 Carrying value of assets sold	BMi Sport Group	UnilD	Total
Property, plant and equipment	91 465	-	91 465
Intangible assets	305 655	-	305 655
Deferred tax	1 160 534	-	1 160 534
Trade and other receivables	442 816	155 120	597 936
Trade and other payables	(1 606 014)	-	(1 606 014)
Cash and cash equivalents	2 816 262	-	2 816 262
Total identifiable asset value	3 210 718	155 120	3 365 838
Consideration received	-	-	-
Loss on disposal of subsidiaries	**3 210 718**	**155 120**	**3 365 838**

Company

The loss on disposal of these subsidiaries, by the Company, was R7 300 952, being the shortfall of the consideration received relative to the book value of the investment.

32. Tax paid

Figures in Rand	Group 2022	Group 2021	Company 2022	Company 2021
Balance at beginning of the year	(220 948)	(816 998)	(142 967)	261 596
Current tax for the year recognised in profit or loss	(2 854 905)	(10 506 486)	117 215	(697 412)
Balance at end of the year	(2 101 209)	220 948	(230 406)	142 967
	(5 177 062)	**(11 102 536)**	**(256 158)**	**(292 849)**

33. Dividends paid

Figures in Rand	Group 2022	Group 2021	Company 2022	Company 2021
Balance at beginning of the year	(232 706)	(232 706)	(232 706)	(232 706)
Dividends paid by subsidiary to non-controlling interest	(3 483 382)	(2 547 145)	-	-
Balance at end of the year	232 706	232 706	232 706	232 706
	(3 483 382)	**(2 547 145)**	**-**	**-**

34. Commitments

Figures in Rand	Group 2022	Group 2021	Company 2022	Company 2021
Lease commitments				
Lease payments due				
- within one year	-	130 016	-	-
- in second to fifth year inclusive	-	-	-	-
	-	**130 016**	**-**	**-**

35. Changes in liabilities arising from financing activities

Reconciliation of liabilities arising from financing activities - Group - 2021

	Opening balance	Cancelled leases	Finance cost	Cash flows	Closing balance
Lease liability	11 121 274	(6 613 455)	625 726	(5 133 545)	-

Reconciliation of liabilities arising from financing activities - Company - 2022

	Opening balance	Cash payments (repayments)	Cash receipts (proceeds)	Intergroup transfers	Closing balance
Loans from group companies	38 563 196	(102 645 543)	21 653 109	77 048 823	34 619 585

Reconciliation of liabilities arising from financing activities - Company - 2021

	Opening balance	Cash payments (repayments)	Cash receipts (proceeds)	Intergroup transfers	Closing balance
Loans from group companies	41 585 368	(177 420 643)	15 324 711	159 073 760	38 563 196

Notes to the Financial Statements (CONTINUED)

36. Related parties

Related party	Nature of relationship
FoneWorx Proprietary Limited	Subsidiary
Four Rivers Trading 123 Proprietary Limited	Subsidiary
MiVoucher Proprietary Limited	Subsidiary
SurveyOnLine Proprietary Limited	Subsidiary
Cognition Analytics Proprietary Limited	Subsidiary
Carbonworx Proprietary Limited	Subsidiary
VM Advertising Proprietary Limited	Subsidiary
BMi Research Proprietary Limited	Subsidiary
Adcheck Proprietary Limited	Subsidiary
Private Property South Africa Proprietary Limited	Subsidiary
Fusion Agency Solutions Proprietary Limited	Subsidiary
Livingfacts Proprietary Limited	Associate
UNiID Proprietary Limited (Disposed June 2022)	Subsidiary
BMi Sport Group (Disposed 30 September 2021)	Subsidiary
Caxton and CTP Publishers and Printers Limited	Ultimate holding company
CTP Limited	Significant shareholder

Directors of Cognition Holdings Limited

Executive Directors and Management
Mark Allan Smith (resigned 20 January 2022)
Pieter Albertus Scholtz
Graham Groenewaldt
Rob Fedder (appointed 10 December 2021)
Amasi Mwela (CEO of Private Property)

Non-executive Directors
Paul Jenkins
Dennis Lupambo
Servaas de Kock (appointed 2 September 2021)
Ashvin Mancha (term ended 26 November 2021)
Gaurang Mooney (term ended 26 November 2021)
Miles Crisp (appointed 2 September 2021)
Steve Naudé (appointed 26 November 2021)
Roger Pitt (term ended 26 November 2021)
Marc du Plessis (resigned 2 September 2021)
Trevor Ahier (resigned 5 August 2021)

Prescribed Officer
Stefan Kleynhans (resigned 30 April 2022)

Related party balances and transactions Directors

Directors' emoluments are set out in note 26. There are no other key management personnel.

Investments and loans

Related party investments and loans of the holding company are reflected in the following notes 7, 8, 11 & 20.

Dividends

Dividends were received from BMI Sport Info Proprietary Limited amounting to R 4 427 828 (2021: R nil) and Private Property South Africa Proprietary Limited R 4 139 151 (2021: R3 074 444) and LivingFacts Proprietary Limited of R 476 841 (2021: R nil).

Trasactions

Transactional purchases paid to FoneWorx Proprietary Limited amounting to R66 564 704 (2021: R134 440 931).

Notes to the Financial Statements (CONTINUED)

37. (Loss)/earnings per share

	2022	2021
(Loss)/earnings per share	(22.15)cents	0.90 cents
The calculation of earnings per share is based on a loss of R50 788 473 attributable to equity holders of the parent (2021: profit of R2 063 910) and a weighted average of 229 273 021 (2021: 229 273 021) ordinary shares in issue during the year		
Headline earnings per share	0.46 cents	3.03 cents
The calculation of headline earnings per share is based on profits of R1 064 590 attributable to equity holders of the parent (2021: R6 937 769) and a weighted average of 229 273 021 (2021: 229 273 021) ordinary shares in issue during the year		

Reconciliation between (loss)/ earnings and headline earnings	2022		2021	
	Gross	Net	Gross	Net
Profit attributable to ordinary shareholders of parent	-	(50 788 473)	-	2 063 910
(Profit) loss on disposal of property, plant and equipment	(26 654)	(19 191)	749 371	539 547
Impairment of goodwill	41 600 369	41 600 369	4 334 312	4 334 312
Loss on disposal of subsidiaries	3 365 837	3 365 837	-	-
Impairment of intangible assets	8 222 394	(6 906 048)	-	-
Headline earnings	**-**	**1 064 590**	**-**	**6 937 769**

The Group has no instruments that can potentially dilute shares.

38. Dividends per share

	2022	2021
Dividends per share	- cents	- cents

The calculation of dividends per share is based on dividends of R nil attributable to equity holders of the parent (2021: R nil) and a weighted average of 229 273 021 (2021: 229 273 021) ordinary shares in issue during the year.

39. Financial instruments and risk management

Categories of financial instruments

Categories of financial assets

Group - 2022	Notes	Amortised cost	Leases	Total
Lease receivable	10	-	117 588	117 588
Trade and other receivables	13	36 696 945	-	36 696 945
Cash and cash equivalents	14	113 896 119	-	113 896 119
		150 593 064	**117 588**	**150 710 652**

39. Financial instruments and risk management (continued)

Group - 2021	Notes	Amortised cost	Leases	Total
Lease receivables	10	-	376 514	376 514
Trade and other receivables	13	33 850 541	-	33 850 541
Cash and cash equivalents	14	109 811 682	-	109 811 682
		143 662 223	**376 514**	**144 038 737**

Company - 2022	Notes	Amortised cost	Total
Trade and other receivables	13	13 424 016	13 424 016
Cash and cash equivalents	14	1 603 792	1 603 792
		15 027 808	**15 027 808**

Company - 2021	Notes	Amortised cost	Total
Loans to group companies	11	949 152	949 152
Trade and other receivables	13	15 465 438	15 465 438
Cash and cash equivalents	14	1 053 548	1 053 548
		17 468 138	**17 468 138**

Categories of financial liabilities

Group - 2022	Note	Amortised cost	Total
Trade and other payables	21	31 234 249	31 234 249
Dividend payable		232 706	232 706
Third party prize money		17 056 605	17 056 605
		48 523 560	**48 523 560**

Group - 2021	Note	Amortised cost	Total
Trade and other payables	21	24 977 361	24 977 361
Dividend payable		232 706	232 706
Third party prize money		13 905 230	13 905 230
		39 115 297	**39 115 297**

Company - 2022	Notes	Amortised cost	Total
Trade and other payables	21	3 862 241	3 862 241
Loans from group companies	20	34 619 585	34 619 585
Dividend payable		232 706	232 706
		38 714 532	**38 714 532**

Company - 2021	Notes	Amortised cost	Total
Trade and other payables	21	4 603 514	4 603 514
Loans from group companies	20	38 563 196	38 563 196
Dividend payable		232 706	232 706
		43 399 416	**43 399 416**

39. Financial instruments and risk management (continued)

Capital risk management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. Debt is managed on a project by project basis by the board, and is only used to acquire high value, long term assets. The capital structure of the Group consists of debt, which includes borrowings disclosed in note 20, cash and cash equivalents and equity attributable to equity holders of the parent, comprising issued capital and premium, reserves and retained income as disclosed in notes 16 and 17, respectively. The Group has no externally imposed capital requirements.

Financial risk management Credit risk

Credit risk refers to the risk that the counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group is managing the risk by adopting a policy of only extending credit facilities to creditworthy trade customers. The directors believe that these customers are all able to finance their debt adequately furthermore cash and cash equivalents are held at credit worthy and reputable South African banks.

The total loans to group companies amounts to R nil (2021: R949 152). Financial assets exposed to credit risk at year end were as follows:

Group		2022			2021		
		Gross carrying amount	Credit loss allowance	Amortised cost	Gross carrying amount	Credit loss allowance	Amortised cost
Lease receivable	10	117 588	-	117 588	376 514	-	376 514
Trade and other receivables	13	38 249 012	(1 583 569)	36 665 443	35 395 701	(1 545 160)	33 850 541
Cash and cash equivalents	14	113 896 119	-	113 896 119	109 811 682	-	109 811 682
		152 262 719	**(1 583 569)**	**150 679 150**	**145 583 897**	**(1 545 160)**	**144 038 737**

Company		2022			2021		
		Gross carrying amount	Credit loss allowance	Amortised cost	Gross carrying amount	Credit loss allowance	Amortised cost
Loans to group companies	11	2 261 985	(2 261 985)	-	6 516 674	(5 567 522)	949 152
Trade and other receivables	13	14 264 051	(840 035)	13 424 016	16 414 917	(949 479)	15 465 438
Cash and cash equivalents	14	1 603 792	-	1 603 792	1 053 548	-	1 053 548
		18 129 828	**(3 102 020)**	**15 027 808**	**23 985 139**	**(6 517 001)**	**17 468 138**

Liquidity risk

The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the financial position date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant

39. **Financial instruments and risk management (continued)**

Group - 2022		Less than 1 year	Total	Carrying amount
Current liabilities				
Trade and other payables	21	31 202 747	31 202 747	31 202 747
Dividend payable		232 706	232 706	232 706
Third party prize money		17 056 605	17 056 605	17 056 605
		48 492 058	**48 492 058**	**48 492 058**

Group - 2021		Less than 1 year	Total	Carrying amount
Current liabilities				
Trade and other payables	21	24 977 361	24 977 361	24 977 361
Dividend payable		232 706	232 706	232 706
Third party prize money		13 905 230	13 905 230	13 905 230
		39 115 297	**39 115 297**	**39 115 297**

Company - 2022		Less than 1 year	Total	Carrying amount
Current liabilities				
Trade and other payables	21	3 862 241	3 862 241	3 862 241
Loans from group companies	20	34 619 585	34 619 585	34 619 585
Dividend payable		232 706	232 706	232 706
		38 714 532	**38 714 532**	**38 714 532**

Company - 2021		Less than 1 year	Total	Carrying amount
Current liabilities				
Trade and other payables	21	4 603 514	4 603 514	4 603 514
Loans from group companies	20	38 563 196	38 563 196	38 563 196
Dividend payable		232 706	232 706	232 706
		43 399 416	**43 399 416**	**43 399 416**

Interest rate risk

Fluctuating interest rates impact on the value of short-term cash investments and financing activities, giving rise to interest rate risk. In the ordinary course of business the Group receives cash from its operations and is required to fund working capital and capital expenditure requirements. The cash is managed to ensure surplus funds are invested in a manner to achieve returns while minimising risks.

The Group's exposure to interest rates on financial assets are R113,9 million (2021: R109.8 million) and financial liabilities are R nil (2021: R nil).

Interest rate sensitivity analysis

The sensitivity analyses below have been determined based on exposure to interest rates at the reporting date.

If interest rates had been 100 basis points higher and all other variables were held constant, the Group's profit for the year under review would have increased by R1 118 889 (2021: R977 931).

If interest rates had been 100 basis points lower and all other variables were held constant, the Group's profit for the year under review would have decreased by R1 118 889 (2021: R977 931).

The Group's sensitivity to interest rates has increased during the current period mainly due to the increase in cash and cash equivalents reserves.

40. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision makers. These chief operating decision-makers ("the CODM") have been identified as the executive committee members who make strategic decisions. The CODM have organised the operatings of the Group based on its brands and this has resulted in the creation of the following reportable segments:

Active Data Exchange Services - a unified messaging system that integrates and delivers a suite of messaging services through a single hosted platform.

Knowledge Creation and Management - Building permission-based marketing strategies to enhance singular customer profiles, with deep granularity in line with privacy legislation. Using technology to establish a "new asset class" by collecting data, adding content and meaning to create information and providing insights, inferences and experiences to culminate in knowledge.

The Knowledge creation and management segment houses Private Property. Goodwill related to Private Property was impaired by R41 600 369 in the financial year and in the previous year goodwill relating to BMi Research and the BMi Sport Group was impaired by R4 334 312. (Note 5)

Gross Revenue	**2022**	**2021**
Active Data Exchange Services	43 990 023	39 223 047
Knowledge Creation and Management	340 287 144	347 188 643
	384 277 167	**386 411 690**
Revenue generated as agency services		
Active Data Exchange Services	(5 735 800)	(2 094 153)
Knowledge Creation and Management	(137 597 319)	(153 755 007)
	(143 333 119)	**(155 849 160)**
Revenue		
Active Data Exchange Services	38 254 223	37 128 895
Knowledge Creation and Management	202 689 825	193 433 636
	240 944 048	**230 562 531**
Cost of services		
Active Data Exchange Services	(11 101 849)	(9 864 693)
Knowledge Creation and Management	(22 412 143)	(22 018 679)
	(33 513 992)	**(31 883 372)**
Gross Profit		
Active Data Exchange Services	27 152 374	27 264 202
Knowledge Creation and Management	180 277 682	171 414 957
	207 430 056	**198 679 159**

The accounting policies applied to the operating segments are the same as those described in the basis of preparation paragraph above. All of the Group's assets are located in South Africa, therefore no geographical segment is provided.

Both segments share the use of the Group's assets and liabilities as well as the same operating environment and therefore the Group is not in a position to report on the Assets and Liabilities of each segment nor analyse the operating expenditure separately.

41. Securities and guarantees

First Rand Bank has issued the following guarantees on behalf of the Group:

- Virtual Payment Solutions Proprietary Limited - R50 000 (2021: R50 000).

42. Events after the reporting period

On 12 August 2022, the company has entered into separate agreements constituting one indivisible transaction, with BetterHome Group Limited ("BetterHome'), ooba Proprietary Limited ("ooba") and Fledge Capital Proprietary Limited ("Fledge") (collectively, "the Purchasers") in terms of which it will, subject inter alia to certain conditions precedent dispose of its 50,01% interest in Private Property for an amount of R150 million. The effective date of the disposal is expected to be on or around 16 November 2022.

The directors are not aware of any other material events which occurred after the reporting date and the date of this report.

43. Going concern

In determining the going concern of the Group, the Board carefully considered the impact that COVID-19 will have on each company in the Group within the short-to-medium-term as well as the long-term sustainability. The Group is fortunate that most of its services can be offered remotely and the Group has adequate facilities to ensure that staff that have to operate from it premises can do so with adequate health measures and social distancing in place. All the operating companies in the Group have sufficient working capital and the Group is in a healthy financial position with limited debt. The holding company, being Cognition Holdings Limited, has a net current liability position at year end but has full control over significant subsidiaries such as FoneWorx and BMi Research that provides sufficient funds to eliminate the net current liability position. The Board has formally considered the going concern assertion for the year going forward and is of the opinion that it is appropriate.

NOTICE OF ANNUAL GENERAL MEETING

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 is hereby given that the annual general meeting of shareholders of the Company ("the AGM") will be held in the boardroom, Cognition House, 84 Bram Fischer Drive, Randburg at 10:00 on Friday, 4 November 2022.

RECORD DATE, ATTENDANCE AND VOTING

The record date for determining which shareholders are entitled to notice of the AGM is Friday, 23 September 2022, and the record date for determining which shareholders are entitled to participate in and vote at the AGM is Friday, 28 October 2022. The last day to trade in order to be eligible to vote at the AGM is accordingly Tuesday, 25 October 2022.

If you hold dematerialised shares which are registered in your name or if you are the registered holder of certificated shares:

- you may attend the AGM in person;
- alternatively, you may appoint a proxy to represent you at the AGM by completing the enclosed form of proxy in accordance with the instructions it contains and returning it to Computershare Investor Services Proprietary Limited, Rosebank Towers,15 Biermann Avenue, Rosebank, Johannesburg, 2196 (Private Bag X9000, Saxonwold, 2132) ("transfer secretaries") or email to proxy@computershare.co.za to be received not later than 48 (forty-eight) hours (excluding Saturdays, Sundays and gazetted South African public holidays) prior to the AGM for administrative purposes or thereafter to the Company by hand no later than 10:00 on Wednesday, 2 November 2022; alternatively, it may be handed to the chairman of the AGM immediately prior to the commencement of voting at the AGM.

If you hold dematerialised shares which are not registered in your name:

- and wish to attend the AGM, you must obtain the necessary letter of representation from your Central Securities Depository Participant ("CSDP") or broker;
- and do not wish to attend the AGM but would like your vote to be recorded at the AGM, you should contact your CSDP or broker and furnish them with your voting instructions; and
- you must not complete the enclosed form of proxy.

A shareholder who is entitled to attend and vote at the AGM is entitled, by completing the enclosed form of proxy and delivering it to the Company in accordance with the instructions on that form of proxy, to appoint a proxy to attend, participate in and vote at the AGM in that shareholder's place. A proxy need not be a shareholder of the Company.

All AGM participants (including shareholders and proxies) may be required to provide satisfactory identification to the chairman of the AGM. Forms of identification include valid identity documents, passports and driver's licences.

ELECTRONIC PARTICIPATION AT THE AGM

The Company intends to make provision for the shareholders of the Company or their proxies to participate in the AGM by way of electronic communication. Should you wish to participate in this manner, you will need to contact the Company at 011 293 0000 by 10:00 on Wednesday, 2 November 2022, alternatively, contact the transfer secretaries by 10:00 on Wednesday, 2 November 2022, so that the Company can make the necessary arrangements for electronic communication. **Should you be participating by electronic communication, kindly ensure that the voting proxies are sent to the Company or the transfer secretaries by 10:00 on Wednesday, 2 November 2022 at the address set out at the end of this notice of meeting as electronic voting will not be allowed**.

Notice of Annual General Meeting (CONTINUED)

PURPOSE OF AGM

The purpose of this AGM is to consider and, if deemed fit, to pass, with or without modification, the ordinary and special resolutions set out below.

ORDINARY RESOLUTIONS

To consider, and, if deemed fit, approve the following ordinary resolutions with or without modification.

Voting requirement: *In order to be adopted, all ordinary resolutions require the support of a majority of the votes cast by shareholders present or represented by proxy at the AGM. The quorum for the AGM is 25% of the issued share capital of the Company.*

1. ORDINARY RESOLUTION NUMBER 1: ADOPTION OF ANNUAL FINANCIAL STATEMENTS

"Resolved that:

The annual financial statements of the Company and the group for the year ended 30 June 2022 be and are hereby approved."

Explanation: The reason for and effect of ordinary resolution number 1 is to receive and approve the annual financial statements for the Company and the group for the year ended 30 June 2022.

2. ORDINARY RESOLUTION NUMBER 2: TO PLACE THE UNISSUED SHARES OF THE COMPANY UNDER THE CONTROL OF THE DIRECTORS

"Resolved that:

All the unissued shares in the capital of the Company be placed under the control of the directors in terms of article 6 of the Memorandum of Incorporation of the Company as a general authority in terms of the Companies Act, No 71 of 2008, as amended ("the Act"), who are hereby authorised to allot and issue shares in the capital of the Company to those persons, upon such terms and conditions as the directors in their sole discretion deem fit, until the next AGM and subject to the provisions of the Act and the Listings Requirements of the Johannesburg Stock Exchange ("the JSE")."

Explanation: In terms of the general authority to issue shares in terms of the Act, the authority given at the previous AGM needs to be renewed.

3. ORDINARY RESOLUTION NUMBER 3: RE-ELECTION OF DIRECTORS

"Resolved that:

3.1 Mr PM Jenkins, who retires by rotation in terms of the Memorandum of Incorporation of the Company and who is eligible and available for re-election, be and is hereby re-elected as a director of the Company.

3.2 Mr S de Kock, who retires by rotation in terms of the Memorandum of Incorporation of the Company and who is eligible and available for re-election, be and is hereby re-elected as a director of the Company."

Explanation: The reason for ordinary resolution number 3 is that the Memorandum of Incorporation requires that no fewer than a third of the Company's non-executive directors retire at the AGM. A retiring director, if eligible, may be re-elected.

Brief biographies of these directors appear on page 3 of the Integrated Annual Report ("the IAR"). The ordinary resolutions number 3.1 and 3.2 will be considered separately.

4. ORDINARY RESOLUTION NUMBER 4: REAPPOINTMENT OF INDEPENDENT AUDITORS

"Resolved that:

BDO South Africa Incorporated be and is hereby reappointed as independent auditors of the Company and Ms K Luck is appointed as the designated auditor, from the conclusion of this AGM until the conclusion of the next AGM of the Company."

Explanation: The reason for ordinary resolution number 4 is that the Company, being a listed public company, must appoint independent auditors and have its annual financial statements audited.

5. **ORDINARY RESOLUTION NUMBER 5: ELECTION OF THE AUDIT AND RISK COMMITTEE CHAIRMAN AND MEMBERS**

"Resolved that:

5.1 Mr S Naudé be and is hereby re-elected as a member and chairman of the Audit and Risk Committee until the conclusion of the next AGM.

5.2 Mr M Crisp be and is hereby re-elected as a member of the Audit and Risk Committee until the conclusion of the next AGM.

5.3 Mr DC Lupambo be and is hereby re-elected as a member of the Audit and Risk Committee until the conclusion of the next AGM."

Explanation: To elect Messrs M Crisp, DC Lupambo and S Naudé who are recommended by the Board and whose appointments automatically terminate on the day of the AGM. The reason for ordinary resolution number 5 is that at each AGM a public company must elect an Audit and Risk Committee comprising at least three members, all of whom must be independent non-executive directors.

Brief biographies of these directors appear on page 3 of the IAR.

The ordinary resolutions number 5.1, 5.2 and 5.3 will be considered separately.

6. **ORDINARY RESOLUTION NUMBER 6: AUTHORITY TO SIGN DOCUMENTATION**

"Resolved that:

Any director of the Company or the Company Secretary be and is hereby authorised to take all actions necessary and sign all documentation required to give effect to the ordinary and special resolutions which have been passed at the AGM."

SPECIAL RESOLUTIONS

To consider, and, if deemed fit, approve the following special resolutions with or without modification.

***Voting requirement**: In order to be adopted, all special resolutions require the support of 75% or more of the votes cast by shareholders present or represented by proxy at the AGM. The quorum for the AGM is 25% of the issued share capital of the Company.*

7. **SPECIAL RESOLUTION NUMBER 1: GENERAL AUTHORITY FOR COMPANY AND/OR SUBSIDIARY TO ACQUIRE THE COMPANY'S OWN SHARES**

"Resolved that:

The Company and/or a subsidiary of the Company be and is hereby authorised to repurchase or purchase, as the case may be, ordinary shares issued by the Company on such terms and conditions and in such amounts as the directors of the Company may decide, but subject always to the provisions of section 48 of the Act and the Listings Requirements of the JSE, which currently stipulate that:

- the repurchase of securities must be effected through the order book operated by the JSE trading system and done without any prior understanding or arrangement between the Company and the counterparty (reported trades are prohibited);
- at any point in time the Company may only appoint one agent to effect any repurchases on the Company's behalf;
- the Company or any of its subsidiaries may not repurchase securities during a prohibited period as defined in paragraph 3.67 in the Listings Requirements of the JSE;
- this general authority shall only be valid until the Company's next AGM, provided that it shall not extend beyond 15 (fifteen) months from the date of passing of this special resolution;
- a paid press announcement will be published as soon as the Company has acquired ordinary shares constituting, on a cumulative basis, 3% (three percent) of the number of ordinary shares in issue, at the time of passing of this special resolution, and any 3% (three percent) increments thereafter, which announcements shall contain full details of such acquisitions;

- acquisitions of ordinary shares by the Company in terms of this general authority in the aggregate in any one financial year may not exceed 20% (twenty percent) of the Company's issued ordinary share capital nor may any subsidiary hold more than 10% (ten percent) of the Company's issued share capital at any one time; and
- in determining the price at which ordinary shares issued by the Company are acquired in terms of this general authority, the maximum price at which such ordinary shares may be acquired may not be greater than 10% (ten percent) above the weighted average of the market price at which such ordinary shares traded on the JSE over the 5 (five) business days immediately preceding the date on which the transaction is effected."

The general authority to repurchase the Company's shares will be acted upon within the parameters laid down by the JSE, as and when the directors deem it to be appropriate. After considering the effect of a general repurchase within these parameters, the directors are of the view that, for a period of at least 12 (twelve) months after the date of this notice:

- the Company and the group will be able in the ordinary course of business to pay its debts;
- the assets of the Company and the group, fairly valued in accordance with accounting policies used in the latest audited report, will be in excess of the liabilities of the Company and the group for a period of 12 (twelve) months after the date of this notice of AGM; and
- the ordinary capital and reserves of the Company and the group will be adequate for the purposes of the Company's and the group's businesses, respectively; and the working capital of the Company and the group will be adequate for their requirements.

Explanation: The reason for and effect of special resolution number 1 is to give a mandate to the directors to repurchase or purchase ordinary shares issued by the Company.

8. SPECIAL RESOLUTION NUMBER 2: APPROVAL OF NON-EXECUTIVE DIRECTORS' FEES

"Resolved that:

The remuneration of the non-executive directors for the year 1 January 2022 to 31 December 2022 to be as follows:

Proposed retainer fee per month from 1 December 2022	Proposed meeting fee in ZAR for from 1 December 2022	Expected total fee in ZAR for the year ending 2022
R6 000+	R16 000*	R136 000+ / R64 000*

+ - payable to the Chairman of the Audit and Risk Committee

* - fee for attendance of both the Board and Audit Committee Meeting

Explanation: The reason for and effect of special resolution number 2 is to grant the Company the authority to pay fees to its non-executive directors for their services as directors.

9. SPECIAL RESOLUTION NUMBER 3: FINANCIAL ASSISTANCE TO RELATED AND INTER-RELATED ENTITIES OF THE COMPANY

"Resolved that:

The Board of Directors is authorised, in terms of and subject to the provisions of section 45 of the Act, to cause the Company to provide financial assistance to any company or corporation that is related or inter-related to the Company."

Explanation: The reason for and effect of special resolution number 3 is to grant the directors of the Company the authority to cause the Company to provide financial assistance to any entity which is related or inter-related to the Company. This special resolution does not authorise the provision of financial assistance to a director or prescribed officer of the Company.

10. SPECIAL RESOLUTION NUMBER 4: FINANCIAL ASSISTANCE FOR SUBSCRIPTION FOR OR PURCHASE OF SECURITIES BY RELATED AND INTER-RELATED ENTITIES OF THE COMPANY

"Resolved that:

The Board of Directors is authorised, in terms of and subject to the provisions of section 44 of the Act, to cause the Company to provide financial assistance to any company or corporation that is related or inter-related to the Company for the subscription for or purchase of securities in the Company or in any company or corporation that is related or inter-related to the Company."

Explanation: The reason for and effect of special resolution number 4 is to grant the directors of the Company the authority to cause the Company to provide financial assistance for the subscription for or purchase of securities to any entity that is related or inter-related to the Company. This special resolution number 4 does not authorise the provision of financial assistance to a director or prescribed officer of the Company.

11. NON-BINDING ADVISORY RESOLUTION NUMBER 1: APPROVAL OF REMUNERATION POLICY

"Resolved that:

The Company's remuneration policy as set out in the corporate governance and risk management report be and is hereby approved."

Explanation: The remuneration policy is tabled to enable shareholders to express their views on the remuneration policy adopted. This resolution is advisory in nature but will be taken into consideration when considering the Company's remuneration policy in the future.

12. NON-BINDING ADVISORY RESOLUTION NUMBER 2: APPROVAL OF IMPLEMENTATION OF THE REMUNERATION POLICY

"Resolved that:

The implementation of the Company's remuneration policy for the year ended 30 June 2022 be and is hereby approved."

Explanation: The resolution is tabled to enable shareholders to express their views on the implementation of the remuneration policy adopted. This resolution is advisory in nature but will be taken into consideration when considering the Company's remuneration policy in the future.

Shareholders are reminded that, in terms of King IV, the passing of advisory resolutions number 1 and 2 is by way of a non-binding vote. Should 25% or more of the votes be cast against either of the resolutions, the Company undertakes to engage with shareholders as to the reasons therefor.

Notice of Annual General Meeting (CONTINUED)

Additional disclosure requirements in terms of the Listings Requirements of the JSE

As per section 11.26(b) of the Listings Requirements of the JSE, shareholders are referred to the following sections in the IAR to which this notice of AGM is attached:

- Details of directors on page 3;
- Directors' interests in securities on page 24 (there are no non-beneficial interests);
- Major shareholders on page 25; and
- The share capital note 13 on page 49.

Litigation statement

The directors are not aware of any legal or arbitration proceedings active, pending or threatened against or being brought by the Company, which may have a material effect on the group's financial position or which have had a material effect during the 12 months preceding the date of this notice.

Directors' responsibility statement

The directors, whose names appear on page 3 of the IAR, collectively and individually, accept full responsibility for the accuracy of the information pertaining to special resolution number 1 and certify that, to the best of their knowledge and belief, there are no facts which have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that the resolution contains all information relevant to special resolution number 1.

Material changes

Other than the facts and developments reported on in the annual financial statements, there have been no material changes in the affairs or financial position of the Company and its subsidiaries since the date of signature of the audit report and up to the date of this notice.

By order of the Board

F van der Merwe
Company Secretary

30 September 2022

Registered office

Cognition House
Corner Bram Fisher Drive and Will Scarlet Road
Ferndale
Randburg
2194

PO Box 3386, Pinegowrie, 2123

Transfer Secretaries

Computershare Investor Services Proprietary Limited
Rosebank Towers
15 Biermann Avenue
Rosebank, 2196
Private Bag X9000,

Saxonwold, 2132

SUMMARY OF RIGHTS ESTABLISHED BY SECTION 58 OF THE COMPANIES ACT, NO 71 OF 2008 ("COMPANIES ACT"), AS REQUIRED IN TERMS OF SUBSECTION 58(8)(b)(i)

1. A shareholder may at any time appoint any individual, including a non-shareholder of the company, as a proxy to participate in, speak and vote at a shareholders' AGM on his or her behalf (section 58(1)(a)), or to give or withhold consent on behalf of the shareholder to a decision in terms of section 60 (shareholders acting other than at an AGM) (section 58(1)(b)).
2. A proxy appointment must be in writing, dated and signed by the shareholder, and remains valid for one year after the date on which it was signed or any longer or shorter period expressly set out in the appointment, unless it is revoked in terms of paragraph 6.3 or expires earlier in terms of paragraph 10.4 below (section 58(2)).
3. A shareholder may appoint two or more persons concurrently as proxies and may appoint more than one proxy to exercise voting rights attached to different securities held by the shareholder (section 58(3)(a)).
4. A proxy may delegate his or her authority to act on behalf of the shareholder to another person, subject to any restriction set out in the instrument appointing the proxy ("proxy instrument") (section 58(3)(b)).
5. A copy of the proxy instrument must be delivered to the company, or to any other person acting on behalf of the company, before the proxy exercises any rights of the shareholder at a shareholders' AGM (section 58(3)(c)) and in terms of the Memorandum of Incorporation ("MOI") of the company at least 48 hours before the AGM commences.
6. Irrespective of the form of instrument used to appoint a proxy:
    - 6.1 the appointment is suspended at any time and to the extent that the shareholder chooses to act directly and in person in the exercise of any rights as a shareholder (section 58)(4)(a));
    - 6.2 the appointment is revocable unless the proxy appointment expressly states otherwise (section 58(4)(b)); and
    - 6.3 if the appointment is revocable, a shareholder may revoke the proxy appointment by cancelling it in writing or by making a later, inconsistent appointment of a proxy, and delivering a copy of the revocation instrument to the proxy and to the company (section 58(4)(c)).
7. 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 the date stated in the revocation instrument, if any, or the date on which the revocation instrument was delivered as contemplated in paragraph 6.3 above (section 58(5)).

SUMMARY OF RIGHTS ESTABLISHED BY SECTION 58 OF THE COMPANIES ACT, NO 71 OF 2008 ("COMPANIES ACT"), AS REQUIRED IN TERMS OF SUBSECTION 58(8)(b)(i) (CONTINUED)

8. If the proxy instrument has been delivered to a company, as long as that appointment remains in effect, any notice required by the Companies Act or the company's MOI to be delivered by the company to the shareholder must be delivered by the company to the shareholder (section 58(6)(a)), or the proxy or proxies, if the shareholder has directed the company to do so in writing and paid any reasonable fee charged by the company for doing so (section 58(6)(b)).

9. A proxy is entitled to exercise, or abstain from exercising, any voting right of the shareholder without direction, except to the extent that the MOI or proxy instrument provides otherwise (section 58(7)).

10. If a company issues an invitation to shareholders to appoint one or more persons named by the company as a proxy, or supplies a form of proxy instrument:

    10.1 the invitation must be sent to every shareholder entitled to notice of the AGM at which the proxy is intended to be exercised (section 58(8)(a));

    10.2 the invitation or form of proxy instrument supplied by the company must:

        10.2.1 bear a reasonably prominent summary of the rights established in section 58 of the Companies Act (section 58(8)(b)(i));

        10.2.2 contain adequate blank space, immediately preceding the name(s) of any person(s) named in it, to enable a shareholder to write the name, and if desired, an alternative name of a proxy chosen by the shareholder (section 58(8)(b) (ii)); and

        10.2.3 provide adequate space for the shareholder to indicate whether the appointed proxy is to vote in favour of or against any resolution(s) to be put at the AGM, or is to abstain from voting (section 58(8)(b)(iii));

    10.3 the company must not require that the proxy appointment be made irrevocable (section 58(8)(c)); and

    10.4 the proxy appointment remains valid only until the end of the AGM at which it was intended to be used, subject to paragraph 7 above (section 58(8)(d)).

Form of proxy

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

For use by certificated shareholders and dematerialised shareholders with own name registration at the AGM of the holders of ordinary shares in the Company to be held in the boardroom, Cognition House, 84 Bram Fischer Drive, Randburg at 10:00 on Friday, 4 November 2022.

I/We (full names)

of (address)

being the registered holder/s of ordinary shares in the capital of the Company, hereby appoint (see note 1):

1. or failing him/her,

2. or failing him/her,

the chairman of the AGM, as my/our proxy to act for me/us at the AGM for the purposes of considering, and, if deemed fit, passing, with or without modification, the ordinary and special resolutions to be proposed thereat, and at each adjournment thereof, and to vote for or against such resolutions or abstain from voting in respect of the ordinary shares registered in my/our name/s in accordance with the following instructions (see note 2):

		For	Against	Abstain
	Ordinary resolutions			
1.	To adopt the annual financial statements for the year ended 30 June 2022			
2.	To place the unissued ordinary shares of the Company under the control of the directors			
3.1	To re-elect Mr PM Jenkins as a director of the company			
3.2	To re-elect Mr S de Kock as a director of the company			
4.	To re-appoint BDO South Africa Incorporated as the independent auditors and to register Ms K Luck as the designated auditor			
5.1	To re-elect Mr S Naudé as member and chairman of the Audit and Risk Committee			
5.2	To re-elect Mr M Crisp as member of the Audit and Risk Committee			
5.3	To re-elect Mr DC Lupambo as member of the Audit and Risk Committee			
6.	To authorise any director or the Company Secretary to sign documentation to effect the ordinary and special resolutions passed			
	Special resolutions			
1.	To approve the general authority for the Company and/or subsidiary to acquire the Company's own shares			
2.	To approve the remuneration of the non-executive directors			
3.	To approve financial assistance to related or inter-related entities			
4.	To approve financial assistance to related or inter-related entities for subscription for or purchase of securities			
	Non-binding advisory resolutions			
1.	To approve the remuneration policy as set out in the corporate governance and risk management report			
2.	To approve the implementation of the remuneration policy as set out in the corporate governance and risk management report			

Signed at on 2022

Signature

Assisted by (where applicable)

Each Cognition shareholder is entitled to appoint one or more proxy/ies (who need not be a shareholder/s) of the Company to attend, speak and vote in his/her stead at the annual general AGM.

Please read the notes on the reverse hereof.

NOTES

1. A Cognition shareholder may insert the name of a proxy or the names of two alternative proxies of his/ her choice in the space/s provided, with or without deleting "the chairman of the AGM", but any such deletion must be initialled by the shareholder concerned. The person whose name appears first on this form of proxy and who is present at the AGM will be entitled to act as proxy to the exclusion of those names that follow.
2. The shareholder's instruction to the proxy must be shown by indicating in the appropriate boxes provided the manner in which that shareholder wishes to vote by inserting an "X" in the relevant box unless a shareholder wishes to split his/ her votes. In this case, the relevant number of shares to be so voted must be indicated in the relevant box. Failure to comply with the above will be deemed to authorise the proxy to vote, or abstain from voting, at the AGM as he/she deems fit, in respect of all the shareholder's votes exercisable thereat.
3. A Cognition shareholder or his/her proxy is not obliged to use all the votes exercisable by the member or to cast all these votes exercised in the same way, but the total of the votes cast, and in respect whereof abstention is recorded, may not exceed the total of the votes exercisable by the member. Failure to comply with the above will be deemed to be authority to the chairman of the AGM, if the chairman is the authorised proxy, to vote in favour of any resolution proposed at the AGM or any other proxy to vote or abstain from voting at the AGM as he/she deems fit, in respect of the shares concerned.
4. Forms of proxy and any power of attorney by virtue of which such proxy is signed (or a notarially certified copy of such power of attorney) must be lodged at or posted to the transfer secretaries of the Company, Computershare Investor Services Proprietary Limited (Rosebank Towers,15 Biermann Avenue Rosebank, Johannesburg, 2196 or PO Box 61051, Marshalltown, 2107) or by email proxy@computershare.co.za, to be received by no later than 10:00 on Wednesday, 2 November 2022 for administrative purposes or thereafter to the Company by hand no later than 10:00 on Friday, 4 November 2022; alternatively it may be handed to the chairman of the AGM immediately prior to the commencement of voting at the AGM.
5. Any alteration or correction made to this form of proxy must be initialled by the signatory/ies.
6. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the Company Secretary or waived by the chairman of the AGM.
7. If you are a dematerialised shareholder, other than by own name registration, you must inform your appointed Central Securities Depository Participant ("CSDP") or broker of the manner in which you wish to vote in order for them to notify the Company Secretary by no later than 10:00 on Wednesday, 2 November 2022 for administrative purposes or thereafter to the Company by hand no later than 10:00 on Friday, 4 November 2022; alternatively it may be handed to the chairman of the AGM immediately prior to the commencement of voting at the AGM. Only registered certificated shareholders recorded in the main register of members of the Company or under own names in the dematerialised register, may complete a form of proxy or alternatively attend the AGM.
8. Dematerialised shareholders who are not registered under their own names who wish to attend the AGM or vote by proxy must contact their CSDP or broker who will provide them with the necessary authority to do so, or carry out their instructions.
9. The chairman of the AGM may reject or accept any form of proxy that is completed and/or received other than in compliance with the Memorandum of Incorporation of the Company or these notes.

Shareholder Diary

Financial year end	30 June 2022
Annual report and financial statements	30 September 2022
Annual general meeting	4 November 2022
Half-year report	March 2023

CORPORATE INFORMATION

Cognition Holdings Limited

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

Registered address

Cognition House
Corner Bram Fisher Drive and Will Scarlet Road
Ferndale
Randburg
2194

PO Box 3386, Pinegowrie, 2123

Company Secretary

F van der Merwe

Auditors

BDO South Africa Incorporated

The Wanderers Office Park
52 Corlett Drive
Illovo
Johannesburg, 2196

Attorneys

Fluxmans Inc.
30 Jellicoe Avenue
Rosebank
Johannesburg, 2196

Bankers

First National Bank Limited
Investec Bank Limited

Sponsor

AcaciaCap Advisors Proprietary Limited
Registration number 2006/033725/07

20 Stirrup Lane
Woodmead Office Park
Corner Woodmead Drive and Van Reenens Avenue
Woodmead, 2191
Suite # 439, Private Bag X29, Gallo Manor, 2052

Transfer Secretaries

Computershare Investor Services Proprietary Limited
Rosebank Towers,
15 Biermann Avenue
Rosebank,
Johannesburg, 2196

Private Bag X9000,
Saxonwold, 2132
Email: proxy@computershare.co.za

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HOLDINGS LTD