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

DISTRIBUTION OF CIRCULAR AND NOTICE OF GENERAL MEETING

1. INTRODUCTION

Cognition shareholders ("Shareholders") are referred to the "Acquisition of Digital Business" announcement released on SENS on 8 October 2018. Using the terms defined therein unless otherwise stated, Shareholders are hereby advised that the Circular containing, *inter alia*, full details of the proposed Acquisition, the waiver of the mandatory offer, the conversion of the authorised ordinary shares in the share capital of the Company with a par value of R0.001 into authorised ordinary shares of no par value ("Proposed Conversion"), the increase in the authorised ordinary share capital of the Company ("Proposed Increase"), and the proposed amendments to the memorandum of incorporation of the Company ("Amendments to MOI"), and incorporating:

- revised listing particulars;
- the report providing Shareholders with the opinion of the Independent Expert on the Acquisition in accordance with paragraph 10.4(1) of the Listings Requirements, and on the waiver of the mandatory offer in accordance with regulation 86(7) of the Companies Regulations, 2011 published in terms of the Companies Act; and
- a notice convening a general meeting of Cognition shareholders ("General Meeting") in order to consider and, if deemed fit to pass, with or without modification, the resolutions necessary to approve, *inter alia*, the Acquisition, the waiver of the mandatory offer, the Proposed Conversion, the Proposed Increase and the Amendments to MOI,

has been distributed today, 9 November 2018.

The Circular is available on the Company's website at:
http://www.cgn.co.za/files/CGN_circular_9_November_2018.pdf

2. NOTICE OF GENERAL MEETING

Notice is hereby given that the General Meeting will be held at 12:00 on Friday, 7 December 2018 at the registered office of Cognition, Cognition House, Corner Bram Fischer Drive and Will Scarlet Road, Ferndale, Randburg, 2194, to consider, and if deemed fit, to pass, with or without modification, the resolutions set out in the notice of General Meeting, which is contained in the Circular.

The Board has determined that, in terms of section 62(3)(a), as read with section 59 of the Companies Act, the record date for the purposes of determining which Shareholders are entitled to participate in and vote at the General Meeting is Friday, 30 November 2018. Accordingly, the last day to trade Cognition shares in order to be recorded in the Company's securities register to be entitled to vote will be Tuesday, 27 November 2018.

Sponsor and Corporate Advisor

Merchantec Capital

Independent Expert

Nodus Capital

Auditor and Reporting Accountants

Grant Thornton