

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

RESULTS OF ANNUAL GENERAL MEETING

Shareholders are advised that, at the annual general meeting of Cognition held today, all the resolutions as set out in the notice of annual general meeting, except for “Ordinary resolution number 2: Control of authorised but unissued ordinary shares” and “Ordinary resolution number 3: Approval to issue ordinary shares, and to sell treasury shares, for cash”, were passed by the requisite majority of shareholders.

The number of shares voted in person or by proxy was 118 352 248, representing 86% of the total issued share capital of the same class of Cognition shares.

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

Resolution	% of votes carried for the resolution	% of votes against the resolution	% of shares abstained
To receive, consider and adopt the annual financial statements of the Company and Group for the financial year ended 30 June 2017	95.28	4.72	0.02
To re-elect Gaurang Mooney to the Board of Cognition	95.28	4.72	0.02
To re-elect Piet Greyling to the Board of Cognition	95.28	4.72	0.02
To re-elect Marc du Plessis to the Board of Cognition	95.28	4.72	0.02
To re-appoint Roger Pitt as a member and chairman of the Company’s Audit and Risk Committee	91.98	8.02	0.02
To re-appoint Gaurang Mooney as a member of the Company’s Audit and Risk Committee	95.28	4.72	0.02
To re-appoint Ashvin Mancha as a member of the Company’s Audit and Risk Committee	91.98	8.02	0.02
To confirm the re-appointment of Grant Thornton Johannesburg Partnership as auditors of the Company together with Mr Jacques Barradas for the ensuing financial year	95.28	4.72	0.02
Ordinary resolution number 1: Approval of the remuneration policy	95.28	4.72	0.02
Ordinary resolution number 2: Control of authorised but unissued ordinary shares	46.65	53.35	1.08
Ordinary resolution number 3: Approval to issue ordinary shares, and to sell treasury shares, for cash	46.65	53.35	1.08
Special resolution number 1: General approval to acquire shares	90.75	9.25	0.02

Special resolution number 2: Financial assistance for subscription of securities	95.28	4.72	0.02
Special resolution number 3: Loans or other financial assistance to directors	91.98	8.02	0.02
Special resolution number 4: Approval of non-executive Director's remuneration	91.98	8.02	0.02
Ordinary resolution number 4: Signature of documents	95.28	4.72	0.02

Johannesburg
1 December 2017

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