

NOTICE CONVENING THE SCHEME MEETING OF COGNITION SHAREHOLDERS

Shareholders are referred to the Firm Intention Announcement released on SENS on Thursday, 14 March 2024 and in the press on Friday, 15 March 2024 wherein they were advised that the board of directors of the company had received an offer from Caxton and CTP Publishers and Printers Limited to acquire 100% of the issued share capital of the Company not already held by it and its associates. The offer is to be implemented by means of a scheme of arrangement in terms of sections 114 and 115 of the Companies Act, 2008.

Shareholders are advised that the Scheme Meeting of Cognition Shareholders will be held at 10h00 on Friday, 24 May 2024 at the offices of the Company at Caxton House, 368 Jan Smuts Avenue, Craighall Park, Johannesburg.

Further information regarding the Offer and the Scheme Meeting is available in the Scheme Circular which was distributed to Shareholders today, Friday, 19 April 2024.

2024

Record date for Cognition Shareholders to be recorded in the Register in order to receive this Circular	Friday, 12 April
Circular posted to Cognition Shareholders and notice convening the General Meeting to consider the Scheme released on SENS on	Friday, 19 April
Notice convening the Scheme Meeting published in the South African press on	Monday, 22 April
Last day to trade Cognition Shares in order to be recorded in the Register on the Scheme Voting Record Date on	Tuesday, 14 May
Scheme Voting Record Date being 17h00 on	Friday, 17 May
Proxy forms to be lodged at Transfer Secretaries by 10h00 on	Wednesday, 22 May
Last date and time for Cognition Shareholders to give notice to the Company objecting, in terms of section 164(3) of the Companies Act, to the special resolution approving the Scheme for purposes of the Appraisal Rights by 10h00 on	Friday, 24 May
Proxy forms not lodged with Transfer Secretaries to be handed to the Chairman of the Scheme Meeting before 10h00 on	Friday, 24 May
Scheme Meeting of Cognition Shareholders to be held at 10h00 on	Friday, 24 May
Results of Scheme Meeting and Finalisation details released on SENS on	Friday, 24 May
Results of Scheme Meeting and Finalisation details published in the South African press on	Monday, 27 May
If the Scheme is approved by Cognition Shareholders at the Scheme Meeting, the following dates are based on the assumption that neither court approval nor the review of the Scheme is required and will be confirmed in the finalisation announcement if the Scheme becomes unconditional:	
Last Day to Trade – entitlement to Scheme Consideration	Tuesday, 4 June
Suspension of listing of Cognition Shares at the commencement of trade on the JSE on	Wednesday, 5 June
Scheme Consideration Record Date to be recorded in the Register in order to receive the Scheme Consideration expected to be on or about	Friday, 7 June
Expected Operative Date and payment of Scheme Consideration:	
- Scheme Consideration will be sent by EFT or by cheque to certificated Cognition Shareholders who have lodged their Form of Surrender with the Transfer Secretaries on or prior to 12:00 on the Scheme Consideration Record Date, on or about	
- Dematerialised Scheme Participants expected to have their accounts with the CSDP or broker credited with the Scheme consideration on or about	Monday, 10 June
Expected termination of the listing of Cognition Shares on the JSE at the commencement of trade on or about	Tuesday, 11 June

Restricted jurisdictions

To the extent that the distribution of this Circular in certain jurisdictions outside of South Africa may be restricted or prohibited by the laws of such foreign jurisdiction then this Circular is deemed to have been provided for information purposes only and neither the Cognition Board nor the Caxton Board accepts any responsibility for any failure by Scheme Participants to inform themselves about, and to observe, any applicable legal requirements in any relevant foreign jurisdiction.

Scheme Participants who are in doubt as to their position should consult their professional advisors.

Termination of listing of Cognition Shares

Following implementation of the Scheme, Cognition will be a wholly owned subsidiary of Caxton and the listing of the Cognition Shares will be terminated on the JSE.

Tax implications for Cognition Shareholders

The tax treatment of Scheme Participants is dependent on their individual circumstances and on the tax jurisdiction applicable to such Scheme Participants. It is recommended that the Scheme Participants seek appropriate advice in this regard.

Takeover Regulation Panel approval

Cognition Shareholders should take note that in terms of section 201(3) of the Companies Act the TRP does not consider commercial advantages or disadvantages of affected transactions when it approves such transactions.

Responsibility statements

The Cognition Board, the Independent Board and the Caxton Board accept responsibility for the information contained in this announcement, and certify that, to the best of their respective knowledge and belief, the information is true and, where appropriate, this announcement does not omit anything likely to affect the importance of the information included.

Johannesburg
19 April 2024

Sponsor

