

# Cambridge Cognition Holdings plc

## Letter from the Chairman

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Dear Shareholder,

I am pleased to provide details of the Annual General Meeting ("AGM") of Cambridge Cognition Holdings plc to be held on Thursday 27 May at 10.00 a.m. at Tunbridge Court, Tunbridge Lane, Bottisham, CB25 9TU. The formal Notice of AGM and the resolutions to be proposed at the meeting are set out on pages 2 to 6 of this document.

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your shares in Cambridge Cognition Holdings plc, please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

### Arrangements for Meeting

Following last year's closed AGM it is our intention to hold a meeting open to shareholders. In order to create an environment for the meeting that is safe for all shareholders, directors and employees of the company, we would request that to be effective, the proxy vote must be submitted at [www.signalshares.com](http://www.signalshares.com) so as to have been received by the Company's registrars not less than 48 hours (excluding weekends and public holidays) before the time appointed for the meeting or any adjournment of it.

### Board Changes

Richard Bungay joined the Board since the last AGM and so will be standing down and offering himself for re-election. Richard has already proved himself a valuable addition to the Board since joining in September last year.

As announced on 19 January 2021, Nicholas Walters resigned as Chief Financial Officer but remained on the Board to ensure a smooth handover to his successor. Nick will be leaving the Board on completion of the AGM and we thank him for all he has done for the Company in his seven years as a director.

### Resolutions

The Directors believe that each of the resolutions set out on pages 2 and 3 are in the best interests of the Company and unanimously recommend that you vote in favour of each of the proposed resolutions.

If you are unable to attend the AGM, I would encourage you to appoint the Chairman of the meeting as your proxy to attend and vote on your behalf using the CREST electronic appointment service.

Yours sincerely

Steven Powell

4 May 2021

# Cambridge Cognition Holdings plc

## Notice of Annual General Meeting

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### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting ("**Meeting**") of Cambridge Cognition Holdings plc ("**Company**") will be held at the registered office of the Company, Tunbridge Court, Tunbridge Lane, Bottisham, Cambridge, CB25 9TU on Thursday 27 May 2021 at 10 a.m.

### ORDINARY RESOLUTIONS

To consider and, if thought fit, to pass the following ordinary resolutions:

1. To receive and, if approved, to adopt the Directors' and Auditor's Reports and Statements of Accounts for the financial year ended 31 December 2020 (the "**Annual Report**") and to note that the Directors do not recommend the payment of any dividend for the year ended on that date.
2. To re-appoint Grant Thornton LLP as auditors of the Company to hold office from the conclusion of the Meeting to the conclusion of the next meeting at which the accounts are laid before the Company.
3. To authorise the Directors of the Company (together, the "**Directors**", and each a "**Director**") to determine the remuneration of the auditors.
4. That Richard Bungay (who was appointed by the Board since the last AGM) be and is hereby re-appointed as a Director in accordance with the Articles.
5. That the Directors be and they are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "**2006 Act**") to exercise all the powers of the Company to allot and to make offers or agreements to allot shares or grant rights to subscribe for or to convert any securities into shares in the Company (together the "**Relevant Securities**") up to an aggregate nominal amount of one hundred and sixty seven thousand five hundred and twenty six pounds and sixty six pence provided that this authority shall expire fifteen months from the date of this Resolution 7 or on the conclusion of the Company's Annual General Meeting to be held in 2022 if earlier (the "**Period of Authority**"), save that the Company may before the expiry of the Period of Authority make offers or agreements which would or might require Relevant Securities to be allotted or granted after such expiry and the Directors may allot Relevant Securities in pursuance of any such offer or agreement as if the authority conferred by this Resolution 5 had not expired and that this authority shall be in substitution to all previous authorities conferred upon the directors pursuant to section 551 of the 2006 Act and without prejudice to the allotment of any Relevant Securities already made or to be made pursuant to such authorities.

### SPECIAL RESOLUTION

To consider and, if thought fit, pass Resolution 6 which will be proposed as a special resolution:

6. That, subject to and conditional upon the passing of Resolution 5 above and pursuant to the authority conferred by Resolution 5 above, the Directors be and are hereby generally empowered in accordance with section 570 of the 2006 Act to allot equity securities (as defined by section 560(1) of the 2006 Act) pursuant to the authority conferred by Resolution 5 as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to:
  - (a) the allotment of equity securities up to an aggregate nominal amount of two thousand three hundred and twenty five pounds and sixteen pence in connection with the potential exercise of options granted to non-employees;
  - (b) the allotment of equity securities up to an aggregate nominal amount of one hundred and two thousand, eight hundred and sixty one pounds and thirty one pence provided that this authority may only be used in connection with a rights issue or other pro rata offer in favour of holders of ordinary shares where the equity securities respectively attributable to the interests of the ordinary shareholders at such record dates as the Directors may determine are proportionate (as nearly as they may be) to the respective numbers of equity securities held or deemed to

# Cambridge Cognition Holdings plc

## Notice of Annual General Meeting

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be held by them or otherwise allotted in accordance with rights attaching to such equity securities, subject to such exclusions or other arrangements as the Directors may consider necessary or expedient in relation to equity shares, fractional entitlements, record dates, legal difficulties in or under the laws of any territory or the requirements of a regulatory body or by virtue of any other matter whatsoever; and

- (c) in any other case in addition to the authorities set out above, to exercise all the powers of the Company to allot equity securities up to an aggregate nominal amount of sixty two thousand, three hundred and forty pounds and nineteen pence,

and shall expire fifteen months from the date of this Resolution 6 or if earlier on the conclusion of the Annual General Meeting of the Company to be held in 2022 except that the Company may, before such expiry make an offer or agreement which would or might require Relevant Securities as the case may be to be allotted after such expiry and the Directors may allot Relevant Securities in pursuance of such offer or agreement as if the power conferred by this Resolution 6 had not expired.

Cambridge Cognition Holdings plc  
Tunbridge Court  
Tunbridge Lane  
Bottisham  
Cambridge  
CB25 9TU

By order of the Board  
**NJC Walters**  
Company Secretary  
4 May 2021

# Cambridge Cognition Holdings plc

## Notice of Annual General Meeting

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### EXPLANATION OF RESOLUTIONS

The following notes give an explanation of the proposed resolutions.

#### **Resolution 1 – Financial Statements and Directors’ Report**

The Company is required to present the accounts for the year ended 31 December 2020 and the reports of the directors and auditors to the Meeting for approval. These are contained in the Annual Report. Shareholders will have the opportunity to put questions on the Annual Report to the directors in advance of the Meeting.

#### **Resolutions 2 and 3 – Auditor’s Re-appointment and Remuneration**

Shareholders will be asked to confirm the re-appointment of Grant Thornton LLP as auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at which the Company’s accounts are laid, and to grant authority to the directors to determine their remuneration.

#### **Resolution 4 – Election of Richard Bungay as a Director**

In accordance with the Company’s Articles, being a director appointed since the last Annual General Meeting, Richard Bungay will be standing down and offering himself for reappointment by the shareholders as a Director of the Company.

A brief biography of Richard can be found at: <http://www.cambridgecognition.com/investors/board-of-directors>

#### **Resolution 5 – Authority to Allot Ordinary Shares**

The shareholders are asked to approve the resolution allowing the directors to allot ordinary shares. This is similar to the authority put in place at the previous Annual General Meeting of the Company which the new authority replaces. The resolution would give the directors the authority to allot ordinary shares in the Company and to grant rights to subscribe for or convert any security into ordinary shares in the Company up to an aggregate maximum nominal amount of £167,526.66 (representing approximately 54 per cent of the total issued share capital of the Company as at 30 April 2021, being the latest practicable date prior to publication of this document). The authority granted by this resolution will expire at the conclusion of the next Annual General Meeting of the Company. The Company is proposing this resolution to give the Board of Directors flexibility to seek subscriptions and to issue shares.

#### **Resolution 6 – Disapplication of Pre-emption Rights**

The shareholders are asked to approve the resolution which gives the directors the power to allot equity securities for cash, without first having to offer such securities to existing shareholders in proportion to their existing shareholdings. This is similar to the authority put in place at the last Annual General Meeting of the Company which the new authority replaces. The authority would be limited to allotments or sales in connection with (a) the potential exercise of options held by non-employees up to an aggregate maximum nominal amount of £2,325.16, (b) a rights issue, open offer or other pre-emptive offer up to an aggregate maximum nominal amount of £102,861.31 (representing approximately 33 per cent of the entire issued share capital of the Company as at 30 April 2021, being the latest practicable date prior to publication of this document) or (c) a general disapplication up to an aggregate maximum nominal amount of £62,340.19 (representing approximately 20 per cent of the entire issued share capital of the Company as at 30 April 2021, being the latest practicable date prior to publication of this document). The authority granted by this resolution will expire upon the expiry of Resolution 5, being at the conclusion of the next Annual General Meeting of the Company.

# Cambridge Cognition Holdings plc

## Notice of Annual General Meeting

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### NOTES

- (1) CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so for the meeting and any adjournments of it by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed voting service providers, should refer to their sponsors or voting service providers, who will be able to take the appropriate action on their behalf.

For a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK's specifications and must contain the information required for those instructions as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to the previously appointed proxy, must, to be valid, be transmitted so as to be received by the Company's registrar, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL (ID RA10) by the latest time for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST Personal Member or sponsored member or has appointed voting service providers, to procure that its CREST sponsors or voting service providers take) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) of the Uncertificated Securities Regulations 2011.

- (2) A member entitled to attend and vote at the meeting may appoint one or more proxies to exercise all or any of the member's rights to attend, speak and vote at the meeting. A proxy need not be a member of the Company but must attend the meeting for the member's vote to be counted. If a member appoints more than one proxy to attend the meeting, each proxy must be appointed to exercise the rights attached to a different share or shares held by the member. If a member wishes to appoint more than one proxy they may do so at [www.signalshares.com](http://www.signalshares.com).
- (3) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of any other joint holders. For these purposes, seniority shall be determined by the order in which the names stand in the Company's relevant register of members for certificated or uncertificated shares of the Company (as the case may be) (the "**Register**") in respect of the joint holding.
- (4) To be effective, the proxy vote must be submitted at [www.signalshares.com](http://www.signalshares.com) so as to have been received by the Company's registrars not less than 48 hours (excluding weekends and public holidays) before the time appointed for the meeting or any adjournment of it. By registering on the Signal shares portal at [www.signalshares.com](http://www.signalshares.com), you can manage your shareholding, including:
- cast your vote
  - change your dividend payment instruction
  - update your address
  - select your communication preference.

# Cambridge Cognition Holdings plc

## Notice of Annual General Meeting

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- (5) The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 has specified that only those members entered on the Register at Close of Business on 26 May 2021 (the "**Specified Time**") shall be entitled to vote at the meeting in respect of the number of ordinary shares in the capital of the Company held in their name at that time. Changes to the Register after the Specified Time shall be disregarded in determining the rights of any person to vote at the meeting. Should the meeting be adjourned, for the purpose of determining the entitlement of members to vote (and for the purpose of determining the number of votes they may cast) at the adjourned meeting, members must be entered on the Register at the time which is 48 hours before the time fixed for the adjourned meeting or, if the Company gives notice of the adjourned meeting, at the time specified in the notice.
- (6) The appointment may be terminated by the member prior to the commencement of the meeting (or any adjournment of the meeting). To be valid, the notice of termination of the authority of the person appointed to act as proxy must be deposited at the offices of the Company's registrar, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL at least 24 hours before the time fixed for the holding of the Meeting or any adjournment thereof (as the case may be).
- (7) A member entitled to attend and vote at the meeting may appoint one or more proxies to exercise all or any of the member's rights to attend, speak and vote at the meeting. A proxy need not be a member of the Company but must attend the meeting for the member's vote to be counted. If a member appoints more than one proxy to attend the meeting, each proxy must be appointed to exercise the rights attached to a different share or shares held by the member. If a member wishes to appoint more than one proxy they may do so at [www.signalshares.com](http://www.signalshares.com).
- (8) A copy of this notice and the Annual Report will be included on the Company's website ([www.cambridgecognition.com](http://www.cambridgecognition.com)).
- (9) As at 30 April 2021 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 31,170,093 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 30 April 2021 are 31,170,093.
- (10) Except as provided above, members who wish to communicate with the Company in relation to the Meeting should do so using the following means: (1) by writing to the Company Secretary at Cambridge Cognition Holdings Plc, Tunbridge Court, Tunbridge Lane, Bottisham, Cambridge CB25 9TU; or (2) by writing to the Company's registrar, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL. No other methods of communication will be accepted. In particular you may not use any electronic address provided either in this Notice of Meeting in any related documents .
- (11) Any electronic address provided either in this Notice or in any related documents may not be used to communicate with the Company for any purposes other than those expressly stated.
- (12) Cambridge Cognition Holdings plc is committed to reducing paper and improving efficiency in its shareholder communications. From 2021 we will no longer be sending paper proxy cards to shareholders unless specifically asked to do so.
- (13) If you need help with voting online, or require a paper proxy form, please contact our Registrar, Link Group by email at [enquiries@linkgroup.co.uk](mailto:enquiries@linkgroup.co.uk), or you may call Link on 0371 664 0391 Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales . Submission of a Proxy vote shall not preclude a member from attending and voting in person at the meeting in respect of which the proxy is appointed or at any adjournment thereof.



