

# Cambridge Cognition Holdings plc

## Letter from the Chair

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Dear Shareholder,

I am pleased to provide details of the 2024 Annual General Meeting ("**AGM**") of Cambridge Cognition Holdings plc (the "**Company**") to be held on 28 June 2024 at 9 am (UK time) 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 10 of this document.

### **THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

This document should be read in conjunction with the Company's Annual Report and Accounts.

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 the Company, 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.

### **Recommendation**

The Directors of the Company believe that each of the resolutions set out on pages 2, 3 and 4 are in the best interests of the Company and unanimously recommend that you vote in favour of each of the proposed resolutions as the Directors intend to do in respect of their own holdings of shares in the Company.

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, via the Proxymity platform, or electronically via the Link Investor Centre app or at <https://investorcentre.linkgroup.co.uk/Login/Login>

Yours sincerely

Steven Powell

5 June 2024

# Cambridge Cognition Holdings plc

## Notice of Annual General Meeting

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### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2024 Annual General Meeting (the "**Meeting**") of Cambridge Cognition Holdings plc (company number 08211361) (the "**Company**") will be held at the registered office of the Company, Tunbridge Court, Tunbridge Lane, Bottisham, Cambridge, CB25 9TU on 28 June 2024 at 9:00 am (UK time).

### 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 2023 (the "**Annual Report**").
2. To appoint Crowe UK LLP as auditors of the Company to hold office from the conclusion of the Meeting to the conclusion of the next meeting at which 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. To re-elect Richard Bungay as a Director.
5. To elect Nick Rodgers (who has been appointed by the Board since the 2023 Annual General Meeting) as a Director.
6. To elect Stuart Gall (who has been appointed by the Board since the 2023 Annual General Meeting) as a Director.
7. 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**"):
  - (a) up to an aggregate nominal amount of £117,047.40876 (which is 33.3% of the issued share capital of the Company as at 4 June 2024) (such amount to be reduced by the nominal amount allotted or granted under paragraph (b) below in excess of such amount); and
  - (b) up to an aggregate nominal amount of £234,446.31124 (which is 66.7% of the issued share capital of the Company as at 4 June 2024) (such amount to be reduced by the nominal amount allotted or granted under paragraph (a) above) in connection with or pursuant to an offer to 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 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 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,

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 2025 if earlier (the "**Period of Authority**"), save that the Company may before the expiry of the Period of

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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 7 had not expired and that this authority shall be in substitution to the authorities conferred upon the directors pursuant to section 551 of the 2006 Act at the Company's annual general meeting held on 28 June 2023 and without prejudice to the allotment of any Relevant Securities already made pursuant to such authorities.

### SPECIAL RESOLUTIONS

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

8. That, subject to and conditional upon the passing of Resolution 7 above and pursuant to the authority conferred by Resolution 7 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 7 above 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 in connection with or pursuant to 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 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 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;
  - (b) the allotment of equity securities (otherwise than under paragraph (a) above) up to an aggregate nominal amount of £35,149.372 (which is 10% of the issued share capital of the Company as at 4 June 2024); and
  - (c) the allotment of equity securities (otherwise than under paragraph (a) or paragraph (b) above) up to a nominal amount equal to 20% of any allotment of equity securities from time to time under paragraph (b) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

and shall expire fifteen months from the date of this Resolution 8 or if earlier on the conclusion of the Annual General Meeting of the Company to be held in 2025 except that the Company may, before such expiry make an offer or agreement which would or might require equity securities as the case may be to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred by this Resolution 8 had not expired.

9. That, subject to and conditional upon the passing of Resolution 7 above and pursuant to the authority conferred by Resolution 7 above, the Directors be and are hereby generally empowered, in addition to any authority granted under Resolution 8 above, in accordance with section 570 of the 2006 Act to allot equity securities (as defined by section 560(1) of the 2006

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Act) pursuant to the authority conferred by Resolution 7 above 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 £35,149.372 (which is 10% of the issued share capital of the Company as at 4 June 2024) such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and
- (b) the allotment of equity securities (otherwise than under paragraph (a) above) up to a nominal amount equal to 20% of any allotment of equity securities from time to time under paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

and shall expire fifteen months from the date of this Resolution 9 or if earlier on the conclusion of the Annual General Meeting of the Company to be held in 2025 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 9 had not expired.

Cambridge Cognition Holdings plc  
(company number 8211361)  
Tunbridge Court  
Tunbridge Lane  
Bottisham Cambridge  
CB25 9TU

By order of the Board  
Matthew Stork  
Chief Executive Officer

5 June 2024

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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 2023 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**

At every general meeting at which accounts are presented to shareholders, the Company is required to appoint an auditor to serve from the end of the meeting until the next such meeting. Following a competitive audit tender process, Grant Thornton UK LLP has resigned as the Company's auditor. Grant Thornton UK LLP has confirmed to the Company that there are no matters connected with their ceasing to hold office that need to be brought to the attention of the members or creditors of the Company for the purposes of section 519 of the 2006 Act. Shareholders will be asked to confirm the appointment of Crowe UK LLP as auditors of the Company to hold office from the conclusion of the Meeting until the conclusion of the next Meeting at which the Company's accounts are laid before the Company, and to grant authority to the Directors to determine their remuneration.

#### **Resolution 4 – Re-election of Richard Bungay as a Director**

In accordance with the Company's Articles, Richard Bungay will be retiring by rotation and offering himself for re-appointment 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 – Election of Nick Rodgers as a Director**

In accordance with the Company's Articles, being a director appointed since the last Annual General Meeting, Nick Rodgers will be standing down and offering himself for appointment by the shareholders as a director of the Company.

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

#### **Resolution 6 – Election of Stuart Gall as a Director**

In accordance with the Company's Articles, being a director appointed since the last Annual General Meeting, Stuart Gall will be standing down and offering himself for appointment by the shareholders as a director of the Company.

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

#### **Resolution 7 – Authority to Allot Ordinary Shares**

The shareholders are asked to approve the resolution allowing the Directors to allot relevant securities. This authority replaces the authority put in place at the previous Annual General Meeting of the Company. The resolution would give the Directors the authority to allot ordinary shares in the Company and to grant rights to subscribe for or to convert any security into ordinary shares in the Company (a) up to an aggregate maximum nominal amount of £117,047.40876 and (b) in connection with a pre-emptive offer to holders of ordinary shares up to an aggregate nominal amount (reduced

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by allotments under part (a) of Resolution 7) of £234,446.31124. The aggregate nominal amounts to which this authority relates represent approximately 33.3% and approximately 66.7% respectively of the total issued share capital of the Company as at 4 June 2024, 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 Directors flexibility to seek subscriptions and to issue shares. The Company does not hold any shares in treasury.

### Resolutions 8 and 9 – Disapplication of Pre-emption Rights

The shareholders are asked to approve the resolutions which give 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 pursuant to the 2006 Act. The authority under Resolution 8 would be limited to allotments in connection with (a) a rights issue, open offer or other pre-emptive offer (b) a general disapplication up to an aggregate maximum nominal amount of £35,149.372 (representing approximately 10 per cent of the issued share capital of the Company as at 4 June 2024, being the latest practicable date prior to publication of this document) or (c) a further aggregate maximum nominal amount of 10% of the nominal value of shares allotted under (b) above only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group (the “**Statement of Principles**”). The authority granted by Resolution 8 will expire upon the expiry of Resolution 7, being at the conclusion of the next Annual General Meeting of the Company.

The authority under Resolution 9 would be limited to allotments or sales in connection with (in addition to the authority granted pursuant to Resolution 8) (a) a disapplication up to an aggregate maximum nominal amount of £35,149.372 (representing approximately 10 per cent of the issued share capital of the Company as at 4 June 2024, being the latest practicable date prior to publication of this document) where such allotment is used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to be an acquisition or another capital investment of a kind contemplated by the Statement of Principles prior to the date of this notice and (b) a further aggregate maximum nominal amount of 10% of the nominal value of shares allotted under (a) above only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by the Statement of Principles. The authority granted by Resolution 9 will expire upon the expiry of Resolution 7, being at the conclusion of the next Annual General Meeting of the Company.

The maximum nominal value of equity securities that could be allotted on a non-pre-emptive basis if the authorities in both Resolutions 8 and 9 were used would be £84,358.4928 (representing approximately 20 per cent of the entire issued share capital of the Company as at 4 June 2024 (being the latest practicable date prior to publication of this document) plus a total maximum additional 4% of the issued ordinary share capital of the Company under the provisions permitting the allotment of equity securities for the purposes of any follow-on offers as explained above). The Directors have no present intention to exercise the authorities conferred by these resolutions.

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### NOTES

The following notes explain your general rights as a shareholder and your right to attend and vote at the Meeting or to appoint someone else to vote on your behalf.

- (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 & International Limited'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, PXS 1, 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 & International Limited 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 by requesting paper proxy forms.
- (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.

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- (4) To be effective, the proxy vote must be submitted via the Link Investor Centre app or at <https://investorcentre.linkgroup.co.uk/Login/Login> 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.
- (5) Link Investor Centre is a free app for smartphone and tablet provided by Link Group (the Company's registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Link Investor Centre via a web browser at: <https://investorcentre.linkgroup.co.uk/Login/Login>.



- (6) If you are an institutional investor, you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Company's registrar. For further information regarding Proximity, please go to [www.proximity.io](http://www.proximity.io). Your proxy must be lodged by 26 June 2024 at 9 am (UK time) (UK time) in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proximity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
- (7) 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 June 2024 (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.
- (8) 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, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL at least 48 hours before the time fixed for the holding of the Meeting or any adjournment thereof (as the case may be).
- (9) A corporation that is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that they do not do so in relation to the same shares.



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- (10) A copy of this notice and the Annual Report will be included on the Company's website ([www.cambridgecognition.com](http://www.cambridgecognition.com)).
- (11) Any shareholder has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the Meeting but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.
- (12) Under section 527 of the 2006 Act, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's financial statements (including the auditor's report and the conduct of the audit) that are to be laid before the Meeting; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual financial statements and reports were laid in accordance with section 437 of the 2006 Act (in each case) that the shareholders propose to raise at the relevant meeting. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the 2006 Act. Where the Company is required to place a statement on a website under section 527 of the 2006 Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Meeting for the relevant financial year includes any statement that the Company has been required, under section 527 of the 2006 Act, to publish on a website.
- (13) As at 4 June 2024 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 35,149,372 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 4 June 2024 are 35,149,372.
- (14) 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.
- (15) 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.
- (16) Cambridge Cognition Holdings plc is committed to reducing paper and improving efficiency in its shareholder communications. Since 2022 we have no longer sent paper proxy cards to shareholders unless specifically asked to do so.
- (17) If you need help with voting online, or require a paper proxy form, please contact our Registrar, Link Group by email at [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@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. Lines 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.

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- (18) Unless otherwise indicated on the Form of Proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion withhold from voting.
- (19) Your vote must be lodged by 26 June 2024 at 9 am (UK time) in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting.