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THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION FOR THE PURPOSES OF REGULATION (EU) 596/2014 AS IT FORMS PART OF DOMESTIC LAW IN THE UNITED KINGDOM BY VIRTUE OF THE EU (WITHDRAWAL) ACT 2018 ("MAR").

30 May 2024

## Cambridge Cognition Holdings plc

("Cambridge Cognition", the "Company" or the "Group")

### Result of Placing and Subscription

Cambridge Cognition Holdings plc (AIM: COG), which develops and markets digital solutions to assess brain health, is pleased to announce the completion of the Bookbuild, following the announcement of the proposed Fundraising made on 29 May 2024. The Company has conditionally raised approximately £2.5 million (before expenses) by way of a Placing and a Subscription of in aggregate 6,250,000 New Shares at the Issue Price of 40 pence per share. The Issue Price represents a discount of approximately 10.1 per cent. to the closing middle market price of 44.5 pence per ordinary share on 28 May 2024.

A total of 5,312,500 Placing Shares have been conditionally placed at the Issue Price to raise gross proceeds of £2.1 million. In addition, an existing Shareholder has conditionally agreed to subscribe for 937,500 Subscription Shares as part of the Subscription at the Issue Price raising gross proceeds of approximately £0.4 million.

The Company has also announced details of an Open Offer to be made to Qualifying Shareholders to subscribe for an aggregate of up to 311,057 Open Offer Shares at the Issue Price, to raise additional gross proceeds of up to approximately £125,000 on the basis of 1 Open Offer Share for every 113 Existing Ordinary Shares held at the Record Date. Qualifying Shareholders subscribing for their full entitlement under the Open Offer may also request additional Open Offer Shares through the Excess Application Facility.

Completion of the Placing, Subscription and Open Offer remain conditional upon, *inter alia*, the approval by Shareholders of the Resolutions to be proposed at a General Meeting of the Company expected to be convened and held at 9:00 a.m. on 17 June 2024 and Admission occurring. The Placing is also conditional upon the Placing and Open Offer Agreement between the Company, Panmure and Dowgate becoming unconditional and not being terminated in accordance with its terms.

### Use of proceeds

The Company intends to use the net proceeds of the Fundraising (excluding the Open Offer), being approximately £2.1 million for growth and technical and business development activities to explore healthcare opportunities and working capital purposes, including expansion of the Company's commercial team to support greater reach and

management of key relationships; continuation of development projects and provision of balance sheet strength. Any excess funds raised pursuant to the Open Offer will be applied towards working capital needs and balance sheet strength.

### Related Party Transaction and Director Participation

Certain Directors of the Company, being Steven Powell, Matthew Stork, Debra Leeves and Stuart Gall, all of which are deemed to be a Related Party pursuant to Rule 13 of the AIM Rules for Companies, have conditionally agreed to subscribe for an aggregate of 155,000 Placing Shares at the Issue Price as set out below ("Related Party Transaction"). Following completion of the Placing, the Subscription and the Open Offer (assuming subscription for Open Offer Shares in full), the above Directors will hold an aggregate interest in 602,825 Ordinary Shares, representing approximately 1.45 per cent. of the Enlarged Share Capital of the Company.

Director	Position	New Shares being subscribed for	Total Ordinary Shares held on General Admission	Percentage of enlarged share capital on General Admission (%)
Steven Powell	Chairman	30,000	256,375	0.61
Matthew Stork	Chief Executive Officer	62,500	223,950	0.54
Debra Leeves	Non-Executive Director	25,000	85,000	0.20
Stuart Gall	Non-Executive Director	37,500	37,500	0.09

Richard Bungay, Nick Rodgers and Stephen Symonds, being the Directors who are independent of the Related Party Transaction, having consulted with the Company's nominated adviser, Panmure, consider that the terms of the Related Party Transaction are fair and reasonable insofar as its shareholders are concerned.

### Admission and Settlement

Application will be made to the London Stock Exchange for the Placing Shares, the Subscription Shares and the Open Offer Shares as are subscribed for to be admitted to trading on AIM.

Subject to, amongst other things, approval of the Resolutions at the General Meeting, EIS/VCT Admission is expected to take place, and dealings in the EIS/VCT Shares, are expected to commence, at 8:00 a.m. on 18 June 2024 (or such later time and/or date as may be agreed between the Company and the Joint Bookrunners, being no later than 8:00 a.m. on 31 July 2024).

Subject to, amongst other things, approval of the Resolutions at the General Meeting, General Admission is expected to take place, and dealings in the General Placing Shares, the Subscription Shares and such number of Open Offer Shares as are subscribed for are expected to commence, at 8:00 a.m. on 19 June 2024 (or such later time and/or date as may be agreed between the Company and the Joint Bookrunners, being no later than 8:00 a.m. on 31 July 2024).

Upon Admission, and assuming full take up of the Open Offer Shares, the Enlarged Share Capital is expected to be 41,710,429 Ordinary Shares. On this basis, the New Shares will represent approximately 15.7 per cent. of the Enlarged Share Capital.

### Posting of Circular

A Circular to shareholders containing details of the Fundraising, including the Open Offer and the terms and conditions on which it is being made (including the procedure for application and payment) and convening the General Meeting, is expected to be posted by 6:00 p.m. on 31 May 2024 and will also be available on the Company's website around the same time (<https://cambridgecognition.com/>).

**Matthew Stork, CEO of Cambridge Cognition commented:** "2024 will be a year of driving commercialisation and profitability for Cambridge Cognition. We have made good progress already, strengthening our commercial team with experienced new hires and also reducing R&D and operating costs. With the successful fundraising we are announcing today, we are continuing to invest in further growth and also supporting working capital. We are focused

on executing our growth strategy and delivering sustainable long-term profitability."

Unless otherwise stated, capitalised terms not otherwise defined in the text of this announcement have the same meanings ascribed to them as in the "Proposed Placing, Subscription and Open Offer" announcement published by the Company on 29 May 2024. The expected timetable of the principal events is set out in the Appendix of this announcement.

#### Enquiries:

**Cambridge Cognition Holdings plc**  
Matthew Stork, Chief Executive Officer  
Stephen Symonds, Chief Financial Officer

Tel: 012 2381 0700  
[press@camcog.com](mailto:press@camcog.com)

**Panmure Gordon (UK) Limited (NOMAD and Joint Broker)**  
Emma Earl / Freddy Crossley / Mark Rogers  
Rupert Dearden

Tel: 020 7886 2968  
(Corporate Finance)  
(Corporate Broking)

**Dowgate Capital Limited (Joint Broker)**  
David Poutney / Nicholas Chambers

Tel: 020 3903 7715

**Hudson Sandler (Financial PR and IR)**  
Dan de Belder / Hattie Dreyfus

Tel: 020 7796 4133  
[cog@hudsonsandler.com](mailto:cog@hudsonsandler.com)

#### Notes to Editors

##### About Cambridge Cognition

Cambridge Cognition is a technology company developing digital health products to better understand, detect and treat conditions affecting brain health. The Company's software products assess cognitive health in patients worldwide to improve clinical trial outcomes, identify and stratify patients early and improve global efficiency in pharmaceutical and healthcare industries.

For further information visit: <https://cambridgecognition.com/>

#### IMPORTANT NOTICES

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The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**US Securities Act**"), and may not be offered or sold in the United States, except pursuant to an applicable exemption from the registration requirements of the US Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States, or under the securities laws of Australia, Canada, the Republic of South Africa, Japan, Hong Kong or any state, province or territory thereof or any other jurisdiction outside the United Kingdom, except pursuant to an applicable exemption from the registration requirements and in compliance with any applicable securities laws of any state, province or other jurisdiction of Australia, Canada, the Republic of South Africa, Japan or Hong Kong (as the case may be).

No public offering of the Placing Shares is being made in the United States, Australia, Canada, the Republic of South Africa, Japan, Hong Kong or elsewhere.

No action has been taken by the Company, Panmure Gordon, Dowgate or any of their respective affiliates, or any of its or their respective directors, officers, partners, employees, advisers, consultants and/or agents (collectively, "**Representatives**") that would permit a public offer of the Placing Shares or possession or distribution of this Announcement or any other publicity material relating to such Placing Shares in any jurisdiction where action for that purpose is required. Persons receiving this Announcement are required to inform themselves about and to observe any restrictions contained in this Announcement. Persons (including, without limitation, nominees and trustees) who have a contractual or other legal obligation to forward a copy of this Announcement should seek appropriate advice before taking any action. Persons distributing any part of this Announcement must satisfy themselves that it is lawful to do so.

No offering document or prospectus will be made available in any jurisdiction in connection with the matters contained or referred to in this Announcement or the Placing and no such prospectus is required to be published.

Certain statements in this Announcement are forward-looking statements with respect to the Company's expectations, intentions and projections regarding its future performance, strategic initiatives, anticipated events or trends and other matters that are not historical facts and which are, by their nature, inherently predictive, speculative and involve risks and uncertainty because they relate to events and depend on circumstances that may or may not occur in the future. All statements that address expectations or projections about the future, including statements about operating performance, strategic initiatives, objectives, market position, industry trends, general economic conditions, expected expenditures, expected cost savings and financial results, are forward-looking statements. Any statements contained in this Announcement that are not statements of historical fact are, or may be deemed to be, forward-looking statements. These forward-looking statements, which may use words such as "aim", "anticipate", "believe", "could", "intend", "estimate", "expect", "may", "plan", "project" or words or terms of similar meaning or the negative thereof, are not guarantees of future performance and are subject to known and unknown risks and uncertainties. There are a number of factors including, but not limited to, commercial, operational, economic and financial factors, that could cause actual results, financial condition, performance or achievements to differ materially from those expressed or implied by these forward-looking statements. Many of these risks and uncertainties relate to factors that are beyond the Company's ability to control or estimate precisely, such as changes in taxation or fiscal policy, future market conditions, currency fluctuations, the behaviour of other market participants, the actions of governments or governmental regulators, or other risk factors, such as changes in the political, social and regulatory framework in which the Company operates or in economic or technological trends or conditions, including inflation, recession and consumer confidence, on a global, regional or national basis. Given those risks and uncertainties, readers are cautioned not to place undue reliance on forward-looking statements. Forward-looking statements speak only as of the date of this Announcement. Each of the Company, Panmure Gordon and Dowgate expressly disclaims any obligation or undertaking to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise unless required to do so by applicable law or regulation.

Panmure Gordon and Dowgate are authorised and regulated in the United Kingdom by the FCA and are acting exclusively as joint bookrunner for the Company and no one else in connection with the Placing, the contents of this Announcement or any other matters described in this Announcement. Panmure Gordon is also acting as Nominated Adviser to the Company for the purposes of the AIM Rules. Panmure Gordon and Dowgate will not regard any other person as its client in relation to the Placing, the content of this Announcement or any other matters described in this Announcement and will not be responsible to anyone (including any Placees) other than the Company for providing the protections afforded to its clients or for providing advice to any other person in relation to the Placing, the content of this Announcement or any other matters referred to in this Announcement. Panmure Gordon's responsibilities as Nominated Adviser to the Company are owed solely to the London Stock Exchange and are not owed to the Company or to any Director or to any other person.

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## APPENDIX

### EXPECTED TIMETABLE OF PRINCIPAL EVENTS

<i>Event</i>	<i>Date</i>
Record date for entitlements under the Open Offer	6:00 p.m. on 29 May 2024
Ex-entitlement date of the Open Offer	8:00 a.m. on 31 May 2024
Posting of the Circular	31 May 2024
Open Offer Entitlements and Excess CREST Open Offer Entitlements credited to stock accounts of Qualifying CREST Shareholders	as soon as possible after 8:00 a.m. on 3 June 2024
Recommended latest time for requesting withdrawal of Open Offer Entitlements from CREST	4:30 p.m. on 10 June 2024
Latest time and date for depositing Open Offer Entitlements into CREST	3:00 p.m. on 11 June 2024
Latest time and date for splitting Application Forms (to satisfy bona fide market claims only)	3:00 p.m. on 12 June 2024
Latest time and date for receipt of proxy votes to be valid at the General Meeting	9:00 a.m. on 13 June 2024
Latest time and date for receipt of completed Application Forms and payment in full under the Open Offer and settlement of relevant CREST instructions (as appropriate)	11:00 a.m. on 14 June 2024
General Meeting	9:00 a.m. on 17 June 2024
Publication of the results of the Open Offer and the General Meeting	17 June 2024
Admission and commencement of dealings in the EIS/VCT Shares	8:00 a.m. on 18 June 2024
CREST accounts to be credited with EIS/VCT Shares	as soon as possible on 18 June 2024
Admission and commencement of dealings in the General Placing Shares, the Subscription Shares and the Open Offer Shares	8:00 a.m. on 19 June 2024
CREST accounts to be credited with General Placing Shares, the Subscription Shares and the Open Offer Shares	as soon as possible on 19 June 2024
Despatch of definitive share certificates for New Shares in certificated form	by 26 June 2024

continued from

**Notes**

1. Each of the times and dates mentioned in this announcement is subject to change by the Company (with the agreement of the Joint Bookrunners), in which event details of the new times and dates will be notified to London Stock Exchange and the Company will make an appropriate announcement to a Regulatory Information Service.
2. References to times in this announcement are to London time unless otherwise stated.

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