

Form 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial holderTo Company Name/Scheme Cogstate LimitedACN/ARSN 80 090 975 723**1. Details of substantial holder (1)**

Martyn Myer through:

Name

- National Nominees Limited as custodian for Mpyer Investments Pty Ltd ATF The M K Myer Family Settlement;
- National Nominees Limited as custodian for Myer & Myer Pty Ltd ATF Whereabouts Superannuation Fund;
- National Nominees Limited as custodian for Martyn K Myer;
- National Nominees Limited as custodian for Max Myer;
- National Nominees Limited as custodian for Edwina Myer; and
- National Nominees Limited as custodian for Lucy Myer; and
- Myer & Myer Pty Ltd ATF Whereabouts Superannuation Fund.

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on

22/11/2013

The previous notice was given to the company on

23/08/2011

The previous notice was dated

24/08/2011**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	13,938,868	18.68%	15,549,523	17.69%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
24/08/11	Myer & Myer Pty Ltd	On market purchase of ordinary shares	\$4,250.00	25,000 ORD	25,000
01/09/11	Myer & Myer Pty Ltd	On market purchase of ordinary shares	\$7,226.40	36,132 ORD	36,132
13/07/12	Martyn K Myer	Purchase of shares via exercise of options	\$29,794.93	109,259 ORD	109,259
27/08/12	Martyn K Myer	Purchase of shares via exercise of	\$104,323.02	382,556 ORD	382,556

		options			
27/08/12	Martyn K Myer	Off-market transfer	(\$132,790.05)	(491,815) ORD	(491,815)
27/08/12	Mpyer Investments Pty Ltd	Off-market transfer	\$94,990.05	351,815 ORD	351,815
27/08/12	Max Myer	Off-market transfer	\$10,800.00	40,000 ORD	40,000
27/08/12	Edwina Myer	Off-market transfer	\$13,500.00	50,000 ORD	50,000
27/08/12	Lucy Myer	off-market transfer	\$13,500.00	50,000 ORD	50,000
04/03/13	Myer & Myer Pty Ltd	On market purchase of ordinary shares	\$87,788.75	250,000 ORD	250,000
29/08/13	Martyn K Myer	Purchase of shares via exercise of options	\$195,908.99	538,749 ORD	538,749
20/11/13	Myer & Myer Pty Ltd	Purchase of shares via exercise of options	\$100,859.63	268,959 ORD	268,959

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Mpyer Investments Pty Ltd	National Nominees Limited	Mpyer Investments Pty Ltd	Registered Holder	2,351,815 ORD	2,351,815
Myer & Myer Pty Ltd	National Nominees Limited	Myer & Myer Pty Ltd	Registered Holder	12,240,000 ORD	12,240,000
Martyn K Myer	National Nominees Limited	Martyn K Myer	Registered Holder	538,749 ORD	538,749
Max Myer	National Nominees Limited	Max Myer	Registered Holder	50,000 ORD	50,000
Edwina Myer	National Nominees Limited	Edwina Myer	Registered Holder	50,000 ORD	50,000
Lucy Myer	National Nominees Limited	Lucy Myer	Registered Holder	50,000 ORD	50,000
Myer & Myer Pty Ltd	Myer & Myer Pty Ltd	Myer & Myer Pty Ltd	Registered Holder	268,959 ORD	268,959
TOTALS				15,549,523 ORD	15,549,523

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
National Nominees Limited	Asset Servicing, 12 th Floor, 500 Bourke St, Melbourne VIC 3000
Mpyer Investments Pty Ltd	Level 18, 8 Exhibition Street, Melbourne VIC 3000
Myer & Myer Pty Ltd	Level 18, 8 Exhibition Street, Melbourne VIC 3000
Martyn K Myer	Level 18, 8 Exhibition Street, Melbourne VIC 3000
Max Myer	Level 18, 8 Exhibition Street, Melbourne VIC 3000
Edwina Myer	Level 18, 8 Exhibition Street, Melbourne VIC 3000
Lucy Myer	Level 18, 8 Exhibition Street, Melbourne VIC 3000

Signature

print name **Martyn K Myer**

capacity **Director/Holder**

sign here

date

26 / 11 / 13

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.