

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/9/2001.

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| <b>Name of entity</b> Cogstate Limited |
| <b>ABN</b> 80 090 975 723              |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

|                            |                  |
|----------------------------|------------------|
| <b>Name of Director</b>    | Bradley O'Connor |
| <b>Date of last notice</b> | 25 October 2019  |

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

|   |  |                    |           |                     |           |                    |         |
|---|--|--------------------|-----------|---------------------|-----------|--------------------|---------|
| <b>Direct or indirect interest</b>  | <ol style="list-style-type: none"> <li>1. Direct</li> <li>2. Direct</li> <li>3. Indirect</li> </ol>  |                    |           |                     |           |                    |         |
| <b>Nature of indirect interest (including registered holder)</b><br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | <ol style="list-style-type: none"> <li>1. N/A</li> <li>2. N/A</li> <li>3. As beneficiary of O'Connor Superannuation Fund [registered holder: Ronnocob Pty Ltd (O'Connor Superannuation Fund A/C)]</li> </ol>   |                    |           |                     |           |                    |         |
| <b>Date of change</b>   | <ol style="list-style-type: none"> <li>1. 30 October 2019</li> <li>2. N/A</li> <li>3. 30 October 2019</li> </ol>   |                    |           |                     |           |                    |         |
| <b>No. of securities held prior to change</b>   | <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">1. Ordinary Shares</td> <td style="text-align: right;">3,988,117</td> </tr> <tr> <td>2. Employee Options</td> <td style="text-align: right;">2,850,000</td> </tr> <tr> <td>3. Ordinary Shares</td> <td style="text-align: right;">851,066</td> </tr> </table> | 1. Ordinary Shares | 3,988,117 | 2. Employee Options | 2,850,000 | 3. Ordinary Shares | 851,066 |
| 1. Ordinary Shares  | 3,988,117  |                    |           |                     |           |                    |         |
| 2. Employee Options   | 2,850,000  |                    |           |                     |           |                    |         |
| 3. Ordinary Shares  | 851,066  |                    |           |                     |           |                    |         |

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+ See chapter 19 for defined terms.

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|  |  |                    |           |                     |           |                    |         |
|--|--|--------------------|-----------|---------------------|-----------|--------------------|---------|
| <b>Class</b>   | <ol style="list-style-type: none"> <li>1. Ordinary Shares</li> <li>2. Employee Options</li> <li>3. Ordinary Shares</li> </ol>  |                    |           |                     |           |                    |         |
| <b>Number acquired</b>   | <ol style="list-style-type: none"> <li>1. 417,812</li> <li>2. Nil</li> <li>3. 66,107</li> </ol>  |                    |           |                     |           |                    |         |
| <b>Number disposed</b>   | <ol style="list-style-type: none"> <li>1. Nil</li> <li>2. Nil</li> <li>3. Nil</li> </ol>   |                    |           |                     |           |                    |         |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and estimated valuation</small>   | <ol style="list-style-type: none"> <li>1. \$112,809.24</li> <li>2. N/A</li> <li>3. \$17,848.89</li> </ol>  |                    |           |                     |           |                    |         |
| <b>No. of securities held after change</b>   | <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1. Ordinary Shares</td> <td style="text-align: right;">4,405,929</td> </tr> <tr> <td>2. Employee Options</td> <td style="text-align: right;">2,850,000</td> </tr> <tr> <td>3. Ordinary Shares</td> <td style="text-align: right;">917,173</td> </tr> </table> | 1. Ordinary Shares | 4,405,929 | 2. Employee Options | 2,850,000 | 3. Ordinary Shares | 917,173 |
| 1. Ordinary Shares   | 4,405,929  |                    |           |                     |           |                    |         |
| 2. Employee Options  | 2,850,000  |                    |           |                     |           |                    |         |
| 3. Ordinary Shares   | 917,173  |                    |           |                     |           |                    |         |
| <b>Nature of change</b><br><small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small> | <ol style="list-style-type: none"> <li>1. Take up of entitlement under 1 for 10 entitlement offer at \$0.27 per share</li> <li>2. N/A</li> <li>3. Take up of entitlement under 1 for 10 entitlement offer at \$0.27 per share</li> </ol>   |                    |           |                     |           |                    |         |

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+ See chapter 19 for defined terms.

**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

|   |  |
|---|--|
| <b>Detail of contract</b>   |  |
| <b>Nature of interest</b>   |  |
| <b>Name of registered holder<br/>(if issued securities)</b>   |  |
| <b>Date of change</b>   |  |
| <b>No. and class of securities to<br/>which interest related prior to<br/>change</b><br><small>Note: Details are only required for a contract in relation<br/>to which the interest has changed</small> |  |
| <b>Interest acquired</b>  |  |
| <b>Interest disposed</b>  |  |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and an<br/>estimated valuation</small>   |  |
| <b>Interest after change</b>  |  |

**Part 3 – <sup>+</sup>Closed period**

|   |    |
|---|----|
| <b>Were the interests in the securities or contracts detailed<br/>above traded during a <sup>+</sup>closed period where prior written<br/>clearance was required?</b> | No |
| <b>If so, was prior written clearance provided to allow the trade<br/>to proceed during this period?</b>  |    |
| <b>If prior written clearance was provided, on what date was this<br/>provided?</b>   |    |

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