

21 May 2020

Ms. M. Kostopoulos  
Compliance Advisor  
Australian Stock Exchange

By email [ListingsComplianceMelbourne@asx.com.au](mailto:ListingsComplianceMelbourne@asx.com.au)

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Dear Ms. Kostopoulos

**Re your letter reference: ODIN18414 19 May 2020.**

Please find the responses to your questions contained in your letter

1. Please explain why the Appendices 3Y were lodged late.

**Response:** When Ms. Player made the purchases and communicated them to me, she indicated that they were purchased through a family trust. I indicated to her that the family trust was not the reference on the company register and that the reference on the register was the name of the investment organisation that purchased the shares on the trust's behalf. Ms. Player investigated and sought to have this changed to reflect her name or the Trusts name. When that change was understood to not be a possibility, CGS lodged the Appendices 3Y report.

2. What arrangements does CGS have in place under listing rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under Listing Rule 3.19A?

**Response:** All directors of CGS report purchases of transactions in securities to the Company Secretary and Ms. Player did do that but asked that she investigate the holdings reference on the register. This was an abnormal occurrence and once it was deemed the register reference could not be changed, we reported the purchases information the same day.

3. If the current arrangements are inadequate or not being enforced, what additional steps does CGS intend to take to ensure compliance with Listing Rule 3.19B?

**Response:** The event that caused the delay was an exception as noted in Response to question one above and will not occur again. We are very aware of the need for prompt and timely reporting of the disclosure of Directors Interests and of Transactions in Securities and the importance of disclosure to the market. All future transactions will be reported in compliance with Listing Rule 3.19B.

Yours Sincerely

Keith Hawkins  
Financial Controller and Company Secretary  
Cogstate Ltd.



19 May 2020

Reference: ODIN18414

Ms Keith Hawkins  
Company Secretary  
Cogstate Ltd  
Level 2, 255 Bourke Street  
Melbourne Vic 3000

By email: [khawkins@cogstate.com](mailto:khawkins@cogstate.com)

Dear Ms Hawkins

**Cogstate Ltd ('CGS'): Appendix 3Y – Change of Director's Interest Notice Query**

ASX refers to the following:

1. CGS's Appendices 3Y lodged on the ASX Market Announcements Platform ('MAP') on 11 March 2020 for Ms Ingrid Player (the 'Notices');
2. Listing Rule 3.19A which requires an entity to tell ASX the following:

- 3.19A.1 *'The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times.*
- *On the date that the entity is admitted to the official list.*
  - *On the date that a director is appointed.*

*The entity must complete Appendix 3X and give it to ASX no more than 5 business days after the entity's admission or a director's appointment.*

- 3.19A.2 *A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) including whether the change occurred during a closed period where prior written clearance was required and, if so, whether prior written clearance was provided. The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.*

- 3.19A.3 *The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.'*

3. Listing rule 3.19B which states that:

*'An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.'*

The Notices indicates that a change in Ms Player's notifiable interest occurred on 28 February 2020 and 2 March 2020. It appears that the Notices should have been lodged with ASX by 6 March 2020 and 9 March 2020 respectively. Consequently, CGS may have breached Listing Rules 3.19A and/or 3.19B.

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Please note that ASX is required to record details of breaches of the Listing Rules by listed entities for its reporting requirements.

ASX reminds CGS of its contract with ASX to comply with the Listing Rules. In the circumstances, CGS should make necessary arrangements to ensure it does not continue to breach the Listing Rules.

### **Request for Information**

Under Listing Rule 18.7, we ask that you answer each of the following questions having regard to Listing Rules 3.19A and 3.19B and *Guidance Note 22: Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities*.

1. Please explain why the Appendices 3Y were lodged late.
2. What arrangements does CGS have in place under Listing Rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under Listing Rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does CGS intend to take to ensure compliance with Listing Rule 3.19B?

### **When and where to send your response**

Your response should be sent to me by e-mail at [ListingsComplianceMelbourne@asx.com.au](mailto:ListingsComplianceMelbourne@asx.com.au). It should not be sent to the ASX Market Announcements Office.

A response is requested as soon as possible and, in any event, no later than half an hour before the start of trading (i.e. before 9:30 am AEST) on 22 May 2020.

Under Listing Rule 18.7A, a copy of this letter and your response will be released to the market, so your response should be in a form suitable for release and must separately address each of the questions asked.

### **Enquiries**

If you have any queries or concerns about any of the above, please contact me immediately.

Regards

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**Melissa Kostopoulos**  
Compliance Adviser, Listings Compliance (Melbourne)