

# ASX Announcement

## 23 September 2021

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## 2021 AGM Notice of Meeting and Sample Proxy

Cogstate (ASX:CGS) attaches the following documents in relation to FY2021 Annual General Meeting (“AGM”):

- Notice of Meeting; and
- Sample Proxy.

Shareholders are reminded that the AGM is being held as a Virtual Meeting, with instruction provided in the attached Notice of Meeting and in the separate Letter to Shareholders. Included in the Notice of Meeting (as Annexure D) is the Online Meeting User Guide.

This announcement was authorised for release by a sub-committee of the Board of Directors of Cogstate Ltd.

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### About Cogstate

Cogstate Ltd (ASX:CGS) is the neuroscience technology company optimising brain health assessments to advance the development of new medicines and to enable earlier clinical insights in healthcare. Cogstate technologies provide rapid, reliable and highly sensitive computerised cognitive tests across a growing list of domains and support electronic clinical outcome assessment (eCOA) solutions to replace costly and error-prone paper assessments with real-time data capture. The company’s clinical trials solutions include quality assurance services for study endpoints that combine innovative operational approaches, advanced analytics and scientific consulting. For over 20 years, Cogstate has proudly supported the leading-edge research needs of biopharmaceutical companies and academic institutions and the clinical care needs of physicians and patients around the world. In the Healthcare market, in August 2019 Cogstate entered into an exclusive licensing agreement with the pharmaceutical company Eisai, under which Eisai will market Cogstate technologies as digital cognitive assessment tools in Japanese markets. In October 2020, Cogstate extended its agreement with Eisai to the Rest of the World. The product, branded as NouKNOW, launched in Japan on 31 March 2020 ([nouknow.jp](http://nouknow.jp)). For more information, please visit [www.cogstate.com](http://www.cogstate.com).

### For further information contact:

Brad O’Connor, Chief Executive Officer, [boconnor@cogstate.com](mailto:boconnor@cogstate.com)



**Cogstate**

# Cogstate Ltd

## **Notice of 2021 Annual General Meeting**

Explanatory Statement | Proxy Form

**27 October 2021**

**11:00AM AEDT**

**As a virtual meeting:**

Online at <https://agmlive.link/CGS21>

**Cogstate Limited**  
Unit 117, 425 Smith St  
Fitzroy VIC 3065  
[www.cogstate.com](http://www.cogstate.com)

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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### **Important Information for Shareholders about the Company's 2021 AGM**

Given the uncertainty surrounding the COVID-19 pandemic, by the time this Notice is received by Shareholders, circumstances may have changed, however, this Notice is given based on circumstances as at 16 September 2021.

Accordingly, should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <https://www.cogstate.com/>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Given the significant health concerns attributed to the COVID-19 pandemic, in addition to guidelines and restrictions issued by Australian state and federal governments, the Company considers that it is appropriate to hold the 2021 AGM as a **virtual meeting**, in a manner that is consistent with the Treasury Laws Amendment (2021 Measures No. 1) Bill 2021.

The online platform will allow you to listen to the proceedings, view the presentations and ask questions of the Board and vote in real-time. Please note that each resolution considered at the Meeting will be determined on a poll.

## Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 11:00am AEDT on Wednesday, 27 October 2021 as a **virtual meeting**.

Shareholders attending the meeting virtually will be able to participate in the Meeting:

- by joining the online meeting in real time at <https://agmlive.link/CGS21>;
- by asking questions of the Directors or our external auditor before the Meeting by lodging questions online at <https://www.linkmarketservices.com.au>, to the Company Secretary at [companysecretary@cogstate.com](mailto:companysecretary@cogstate.com) or through the online platform during the Meeting, via telephone for those who have registered, or
- by voting on the resolutions to be considered at the Meeting either by lodging the Voting Form before the Meeting or by direct voting during the online meeting,

or by a combination of these steps.

### Your vote is important

The business of the Annual General Meeting affects your shareholding and your vote is important.

### Voting virtually at the Meeting

Shareholders may join the online meeting at <https://agmlive.link/CGS21>.

It is recommended that Shareholders wishing to attend the Meeting login from 10:30am AEDT on Wednesday, 27 October 2021.

Further details of how to join the online meeting, how to ask questions and how to vote are set in the Online Meeting User Guide as Annexure D to this Notice of Meeting and can also be accessed online on Cogstate's website: <https://www.cogstate.com/investors/>.

The Online Meeting Guide includes details of how to ensure your browser is compatible with the online platform, and a step-by-step guide to logging in, navigating the site and asking questions and voting at the meeting.

## Voting by proxy

To vote by proxy, please use one of the following methods:

<b>Online</b>	<a href="http://www.linkmarketservices.com.au">www.linkmarketservices.com.au</a> Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form). Please note that the online proxy facility is not suitable for shareholders wishing to appoint two proxies.
<b>Mobile Device</b>	Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <a href="http://www.linkmarketservices.com.au">www.linkmarketservices.com.au</a> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.  To scan the code, you will need a QR code reader application which can be downloaded for free on your mobile device.
<b>By post</b>	Cogstate Ltd, C/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235, Australia.
<b>By fax</b>	+61 2 9287 0309
<b>By hand</b>	Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000 * During business hours (Monday to Friday, 9:00am – 5:00pm) and subject to COVID-19 restrictions.

## Appointing a Proxy

A shareholder can appoint a proxy to attend and vote on their behalf, using the proxy form forwarded to each shareholder. A member who is entitled to vote at the meeting may appoint:

- one proxy if the member is only entitled to one vote; or
- two proxies if the member is entitled to more than one vote.

Where the member appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one half of the votes, in which case any fraction of votes will be discarded.

A proxy need not be a member of the Company.

A proxy may decide whether to vote on any motion except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as a proxy. If a proxy directs how to vote on an item of business, the proxy may only vote on that item, in accordance with that direction. If a proxy is not directed how to vote on an item of business, a proxy may vote how he/she thinks fit.

The Constitution provides that where the appointment of a proxy has not identified the person who may exercise it, the appointment will be deemed to be in favour of the Chair of the meeting to which it relates, or to another person as the Board determines.

If a shareholder appoints the Chair of the meeting as the shareholder's proxy and does not specify how the Chair is to vote on an item of business, the Chair will vote, as a proxy for that shareholder, in favour of the item on a poll.

If you require an additional proxy form, please contact the Company Share Registry on 1300 554 474, which will supply it on request.

The proxy form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Share Registry, Link Market Services Limited, no later than Monday, 25 October 2021 at 11:00am AEDT (that is, at least 48 hours before the meeting).

**Proxies received after this time will not be accepted.**

## **Power of Attorney**

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

## **Corporate Representatives**

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

## **Asking Questions**

A discussion will be held on all items to be considered at the AGM.

To ensure that as many shareholders as possible have the opportunity to speak, shareholders are requested to observe the following:

- all questions should be stated clearly and should be relevant to the AGM business;
- if a shareholder has more than one question on an item, all questions should be asked at the one time; and
- shareholders should not ask questions at the AGM regarding personal matters or those that are commercial in confidence.

We encourage you to submit questions in advance of the Meeting on any matter that may be relevant to the Meeting, by asking questions of the Directors or our external auditor by lodging questions online at <https://www.linkmarketservices.com.au>.

Alternately, you can send your question to the Company Secretary by email to [companysecretary@cogstate.com](mailto:companysecretary@cogstate.com).

The Company will attempt to address the more frequently asked questions in the Chair and CEO's presentations to the AGM.

To allow time to collate questions and prepare answers, please submit any questions by 11:00am AEDT Wednesday, 20 October 2021.

Shareholders will also have the opportunity to submit written questions via the virtual meeting platform and phone question via the dedicated shareholder question line on the day of the meeting.

Further details of how to join the online meeting, how to ask questions and how to vote are set in the Online Meeting User Guide which has been attached as Annexure D.

Questions will be collated, and during the Meeting, the Chair of the Meeting will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the Meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

The Chair's and the Managing Director's presentations will be uploaded to Cogstate's website and the ASX platform prior to the Meeting. For a detailed overview of Cogstate's performance and operations for the year ended 30 June 2021, the Company encourages you to read the FY2021 Annual Report prior to the Meeting. The 2021 Annual Report can also be found on Cogstate's website or the ASX website.

### **Technical difficulties**

Technical difficulties may arise during the course of the Annual General Meeting. The Chair has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising his discretion, the Chair will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where the Chair considers it appropriate, the Chair may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to lodge a proxy not later than 48 hours before the commencement of the Meeting.

If it becomes necessary to make further alternative arrangements, the Company will provide shareholders with as much notice as is practicable. Further information will be made available on the Company's website and ASX platform.

## **Notice of Annual General Meeting**

Notice is hereby given that an Annual General Meeting of Shareholders of Cogstate Ltd ACN 090 975 723 will be held at 11:00am AEDT on Wednesday, 27 October 2021 as a **virtual meeting (Meeting)**.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7:00pm AEDT on Monday, 25 October 2021.

In accordance with clause 41.2.3 of the Company's Constitution, the Chair intends to call a poll on each of the resolutions proposed at the AGM. Each resolution considered at the AGM will therefore be conducted by a poll, rather than on a show of hands. The Chair considers voting by poll to be in the interests of the shareholders as a whole and is a way to ensure the views of as many shareholders as possible are represented at the meeting.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

## Agenda

### Ordinary business

#### Financial statements and reports

*“To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2021 together with the declaration of the Directors, the Directors’ Report, the Remuneration Report and the Auditor’s Report for that financial year.”*

Note: This item of ordinary business is for discussion only and is not a resolution.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

## Resolutions

### Ordinary business

#### Remuneration Report

##### 1. Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company’s Annual Financial Report for the financial year ended 30 June 2021.”*

**Note:** The vote on this Resolution is advisory only and does not bind the Directors or the Company.

**Voting Exclusion Statement:** In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company’s key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person’s Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as Restricted Voter). However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- (b) it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote “against”, or to abstain from voting on, this Resolution.



## Re-election of Directors

### 2. **Resolution 2** – Election of Ms Kim Wenn as Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That Ms Kim Wenn, a Director appointed as an additional Director and holding office until the next general meeting of the Company after her appointment in accordance with the Company’s Constitution and ASX Listing Rule 14.4, be elected as a Director of the Company, effective immediately.”*

### 3. **Resolution 3** – Re-election of Mr David Dolby as Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That Mr David Dolby, a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.5, and being eligible offers himself for re-election as a Director of the Company, effective immediately.”*

### 4. **Resolution 4** – Re-election of Dr Richard Mohs as Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That Dr Richard Mohs, a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.5, and being eligible offers himself for re-election as a Director of the Company, effective immediately.”*

## Special business

### Adoption of Employee Share Option Plan

### 5. **Resolution 5** – Adoption of Employee Share Option Plan

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of ASX Listing Rule 7.2 (exception 13(b)) and for all other purposes, the Shareholders of the Company approve the adoption of an Employee Share Option Plan, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) a person who is eligible to participate in the Employee Share Option Plan; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Voting Prohibition Statement:** In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 5 if:

- the proxy is either:
  - a member of the Company's Key Management Personnel; or
  - a closely related party of a member of the Company's Key Management Personnel; and
- the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- the proxy is the Chair of the Meeting; and
- the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

## Issue of Incentive Securities under Employee Share Option Plan

### 6. **Resolution 6** – Approval of Issue of Options to Mr Bradley O'Connor, Managing Director and Chief Executive Officer

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 1,000,000 Unlisted Options under the Employee Share Option Plan to Mr Bradley O'Connor, Managing Director and Chief Executive Officer, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Employee Share Option Plan; or
- an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 6 by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is to excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

- the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Voting Prohibition Statement:** In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 6 if:

- the proxy is either:
  - a member of the Company's Key Management Personnel; or
  - a closely related party of a member of the Company's Key Management Personnel; and
- the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- the proxy is the Chair of the Meeting; and
- the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

## 7. **Resolution 7** – Approval of Issue of Options to a Related Party of Mr Bradley O'Connor, Managing Director and Chief Executive Officer

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 400,000 Unlisted Options under the Employee Share Option Plan to Ms Tanya O'Connor, Vice President, Healthcare and Research Solutions, who is an associate of the Company's Managing Director and Chief Executive Officer, Mr Bradley O'Connor, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

- a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Employee Share Option Plan; or
- an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 7 by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Voting Prohibition Statement:** In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 7 if:

- (c) the proxy is either:
  - (i) a member of the Company's Key Management Personnel; or
  - (ii) a closely related party of a member of the Company's Key Management Personnel; and
- (d) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the Chair of the Meeting; and
- (a) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

#### 8. **Resolution 8 – Approval of Proportional Takeover Provisions**

To consider and, if thought fit, to pass with or without amendment, the following resolution as a **Special Resolution**:

*“That, for the purposes of section 136 of the Corporations Act and for all other purposes, the proportional takeover provisions in the Constitution of the Company be renewed for a period of 3 years from the date of approval, in the form of the document tabled at this Meeting and signed by the Chair for the purposes of identification, effective immediately.”*

#### **BY ORDER OF THE BOARD**



David Franks  
Company Secretary

16 September 2021

## Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 11:00am AEDT on 27 October 2021 as a **virtual meeting**.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Annual General Meeting are set out below.

## Agenda

### Ordinary business

#### Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2021 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at <https://www.cogstate.com/investors/>.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- conduct of the audit;
- preparation and content of the Auditor's Report;
- accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- independence of the auditor in relation to the conduct of the audit.

#### Written questions of the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's auditor (Pitcher Partners), please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, which is by Wednesday, 20 October 2021:

- to Cogstate Ltd, C/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235, Australia; or
- by facsimile to +61 3 9664 1301, with a copy via email to [companysecretary@cogstate.com](mailto:companysecretary@cogstate.com); or
- to the registered office of the Company at Suite 117, 425 Smith Street, Fitzroy, Vic, 3065, with a copy via email to [companysecretary@cogstate.com](mailto:companysecretary@cogstate.com).

At the AGM, the Chairman of the meeting will give Pitcher Partners (or their representative) a reasonable opportunity to answer written questions submitted in accordance with the Corporations Act. If written answers are tabled at the AGM, they will be made available to shareholders as soon as practicable after the AGM.

## Resolutions

### Ordinary business

#### Remuneration Report

##### Resolution 1 – Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at <https://www.cogstate.com/investors/>.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2022 Annual General Meeting (**2022 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2022 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of 2022 AGM. All of the Directors who were in office when the 2022 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

The Remuneration Report:

- explains the Board's policy for determining the nature and amount of remuneration of executive Directors and senior executives of the Company;
- discusses the relationship between the Board's remuneration policy and the Company's performance;
- sets out the actual remuneration for the financial year ended 30 June 2020 for each Director and each member of the Company's senior executive management team; and
- details and explains any performance hurdles applicable to the remuneration of executive Directors and senior executives of the Company.

## Voting

It is noted that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed the Chair to vote in accordance with the Chair's stated intention to vote in favour of Resolution 1.

Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

## Board Recommendation and Chair Voting Intention

The Board considers that the Company's remuneration policies are structured to provide rewards based on its performance and are competitive with those in the markets in which it operates. On that basis, and with each Director acknowledging their own personal interest, the Board unanimously recommends that shareholders vote in favour of this non-binding ordinary resolution.

The Chair intends to vote undirected proxies in **FAVOUR** of Resolution 1.

## Re-election of Directors

### Resolution 2 – Election of Ms Kim Wenn as Director

In accordance with clause 48.1.1 of the Company's Constitution, any Director appointed in addition to the existing Directors will hold office until the next annual general meeting and is then eligible for re-election.

ASX Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next annual general meeting and is then eligible for election as a Director of the Company.

Ms Kim Wenn was appointed as an additional Director of the Company on 30 November 2020 and has since served as a Director of the Company.

Under this Resolution, Ms Wenn seeks election as a Director of the Company at this AGM.

Ms Wenn brings extensive technology experience and strong commercial expertise to the Board of Cogstate, with over 30 years' experience in innovation roles. Until July 2018, Ms Wenn held the role of Chief Information Officer at Tabcorp Holdings, an ASX50 listed company where she led a team of 1,200 technology experts to drive strategic direction through digital transformation. Ms Wenn's experience includes, among other things, business strategy, governance and change management—with a focus on digital disruption.

Ms Wenn holds a Bachelor of Computer Science from Monash University and completed an Advanced Management Program from Harvard University. She is a graduate member of the Australian Institute of Company Directors.

Ms Wenn is:

- a member of both the Remuneration and Nomination Committee and the Audit, Risk and Compliance Committee; and
- considered by the Board to be independent.

In addition to her role at Cogstate, Ms Wenn is a Non-Executive Director at Volt Bank Limited.

### **Board Recommendation and Chair Voting Intention**

The Directors (excluding Ms Wenn) recommend that Shareholders vote for this Resolution.

The Chair intends to vote undirected proxies in **FAVOUR** of Resolution 2.

### **Resolution 3 – Re-election of Mr David Dolby as Director**

Clause 48.1.2 of the Company's Constitution requires that at the Company's annual general meeting, one third (or if that is not a whole number, the next lowest whole number) of the Directors shall retire from office. Clause 48.1.3 of the Company's Constitution requires that a Director shall not hold office for a period in excess of three years or past the third annual general meeting following his appointment. The retiring Directors must not be a Managing Director. The Directors to retire at the annual general meeting are those who have been in office the longest since their last election.

ASX Listing Rule 14.4 also provides that each Director must not hold office (without re-election) past the third annual general meeting following the Director's appointment or 3 years, whichever is longer.

Mr David Dolby was appointed a Director of the Company on 22 November 2013 and was last re-elected as a Director at the 2018 AGM.

Under this Resolution, Mr Dolby has elected to retire by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

Mr Dolby is founder and CEO of Dolby Family Ventures, a venture capital investment firm focused on technology and life sciences investments in neuro technology and therapeutics targeting Alzheimer's disease. He represents the Dolby Family Trust on a number of technology, scientific research, and consumer products investments focusing on innovation and commercialising intellectual property.

Mr Dolby is:

- a member of the Remuneration and Nomination Committee; and
- not considered by the Board to be independent, being a substantial shareholder in the Company.

In addition to his role at Cogstate, Mr Dolby's other directorships and interests are Dolby Laboratories (from 2011), Salk Institute for Biological Sciences (from 2019), Academy Museum of Motion Pictures (from 2019), Tipping Point Community (from 2015), CFO of the Ray and Dagmar Dolby Family Fund (since 2010).

### **Board Recommendation and Chair Voting Intention**

The Directors (excluding Mr Dolby) recommend that Shareholders vote for this Resolution.

The Chair intends to vote undirected proxies in **FAVOUR** of Resolution 3.



#### **Resolution 4 – Re-election of Dr Richard Mohs as Director**

Clause 48.1.2 of the Company's Constitution requires that at the Company's annual general meeting, one third (or if that is not a whole number, the next lowest whole number) of the Directors shall retire from office (not counting the managing Director) provided that there must be at least one retiring Director.

ASX Listing Rule 14.5 also provides that an entity which has Directors must hold an election of Directors at each annual general meeting.

Dr Richard Mohs was appointed a Director of the Company on 20 January 2017 and was last re-elected as Director at the 2019 AGM.

Under this Resolution, Dr Mohs has elected to retire by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

Dr Mohs is currently Chief Scientific Officer for the Global Alzheimer's Platform (GAP) Foundation, a non-profit devoted to enhancing the speed and quality of Alzheimer's disease research. Richard also serves as a consultant to academic institutions, foundations and biopharmaceutical companies, and is a member of the Board of Governors for the Alzheimer's Drug Discovery Foundation. Dr Mohs retired from Eli Lilly in 2015, where he held leadership positions including Vice President for Neuroscience Early Clinical Development and Leader of the Global Alzheimer's Drug Development Team. Before joining Eli Lilly, Dr Mohs spent 23 years with the Mount Sinai School of Medicine where he was Professor in the Department of Psychiatry and Associate Chief of Staff for Research at the Bronx Veterans Affairs Medical Centre.

Dr Mohs is:

- a member of both the Remuneration and Nomination Committee and the Audit, Risk and Compliance Committee; and
- considered by the Board to be independent.

#### **Board Recommendation and Chair Voting Intention**

The Directors (excluding Dr Mohs) recommend that Shareholders vote for this Resolution.

The Chair intends to vote undirected proxies in **FAVOUR** of Resolution 4.

## Special business

### Adoption of Employee Share Option Plan

#### Resolution 5 – Adoption of Employee Share Option Plan

##### Background

The Company's Employee Share Option Plan (Incentive Plan) was last approved by Shareholders of the Company on 25 October 2017. As of the date of this Meeting, more than three years would have lapsed since this date. Accordingly, the Company seeks Shareholder approval to re-adopt the Incentive Plan for the purposes set out in this Explanatory Statement.

A summary of the key terms of the Incentive Plan is set out in Annexure A and a copy of the rules of the Incentive Plan is available upon request from the Company.

##### ASX Listing Rules

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

If this Resolution is approved by Shareholders for all purposes under the Corporations Act and the ASX Listing Rules, including ASX Listing Rule 7.2 (exception 13(b)), it will have the effect of enabling the securities issued by the Company under the Incentive Plan to be automatically excluded from the formula to calculate the number of securities which the Company may issue in any 12-month period using Listing Rule 7.1 (15% capacity) during the next three year period.

If the Resolution is not approved by Shareholders, any securities issued by the Company under the Incentive Plan will be included in the formula to calculate the number of securities which the Company may issue in any 12-month period using Listing Rule 7.1 (15% capacity).

Since the Incentive Plan was last approved by Shareholders on 25 October 2017, the Company advises that it has issued the following securities:

Employee Plan	Securities Issued
FY2018 (following 25 October 2017)	200,000 options, of which 0 were to directors. 250,000 fully paid ordinary shares on the exercise of options, of which 0 were to directors.
FY2019	4,190,000 options, of which 1,000,000 were to Mr O'Connor (Managing Director/CEO). 4,836,011 fully paid ordinary shares on the exercise of options, of which 545,000 were to directors.
FY2020	2,800,000 options, of which 1,000,000 were to Mr O'Connor (Managing Director/CEO). 1,645,239 fully paid ordinary shares on the exercise of options, of which 1,200,000 were to directors.

FY2021	6,997,400 options, of which 1,250,000 were to Mr O'Connor (Managing Director/CEO). 1,216,667 fully paid ordinary shares on the exercise of options, of which 850,000 were to directors.
FY2022 (to 16 September 2021)	0 options, of which 0 were to directors. 1,370,333 fully paid ordinary shares on the exercise of options, of which 300,000 were to directors.  In respect of Incentive Plan allotments for FY21, offers to employees totalling 3,090,000 options have been made (yet to be allotted). In addition, subject to shareholder approval in relation to Resolutions 6 and 7, a further 1,400,000 options may be awarded under Listing Rule 10.14.

If this Resolution is approved by Shareholders, the Company will issue up to a maximum of 15% cap on the number of shares which can be subject to options granted under the Incentive Plan, calculated by reference to the Company's total issued share capital and in accordance with the Employee Share Option Plan, during the three-year period following approval (for the purposes of exception 13).

As at 16 September 2021, there are:

- 172,358,664 shares on issue, with 15% cap being 25,853,800 number of shares which can be subject to options granted under the Employee Share Option Plan;
- 11,588,810 options on issue under the Employee Share Option Plan, of which 2,250,000 were to Mr O'Connor (Managing Director/CEO) and 100,000 to non-executive directors and approved under Listing Rule 10.14;
- 4,490,000 options are subject to acceptance of offers (yet to be issued) or, where applicable, shareholder approval under the Employee Share Option Plan, of which 1,400,000 are, subject to shareholder approval, to Mr O'Connor (Managing Director/CEO) or an associate of Mr O'Connor under Listing Rule 10.14 under Resolutions 6 and 7.

For clarity, it is noted that the maximum number is for the purpose of setting a ceiling on the number of securities approved to be issued under and for the purposes of exception 13 - accordingly, this limit would be only for the future issue of incentive securities (without shareholder approval), and does not include any director grants issued pursuant to LR 10.14).

Therefore the maximum number of options during the three-year period following approval (for the purposes of exception 13) would total 13,524,990 after deducting the assumed issue of the 3,090,000 options noted above.

### **Board Recommendation and Chair Voting Intention**

Noting that any director allotments would require separate shareholder approval, the Board of Directors recommend that Shareholders vote for this Resolution.

The Chair intends to vote undirected proxies in **FAVOUR** of Resolution 5.

## **Issue of Incentive Securities under Employee Share Option Plan**

**Resolution 6** – Approval of Issue of Options to Mr Bradley O'Connor, Managing Director and Chief Executive Officer

### **Background**

The Company is seeking to invite Mr Bradley O'Connor, subject to Shareholder approval that is sought under this Resolution, to participate in the Incentive Plan by subscribing for 1,000,000 Unlisted Options under the Incentive Plan (Incentive Options).

A summary of the full terms of Mr O'Connor's Incentive Options are set out in Annexure B to this Notice of Meeting.

### **Director and Related Party Approvals**

ASX Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire securities under an employee incentive scheme unless it obtains the approval of its shareholders:

- a) a director of the Company;
- b) an associate of a director of the Company; or
- c) a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders.

As Mr O'Connor is the Managing Director and Chief Executive Officer, the proposed issue of Incentive Options constitutes the acquisition of securities under an employee incentive scheme for the purposes of Listing Rule 10.14 and therefore requires the approval of the Company's shareholders under Listing Rule 10.14.

To this end, this Resolution seeks the required Shareholder approval to issue the Incentive Securities to Mr O'Connor under and for the purposes of Listing Rule 10.14.

If approval is obtained under Listing Rule 10.14, in accordance with Listing Rule 10.12 (exception 8), separate approval is not required under Listing Rule 10.11.

If this Resolution is passed, the Company will be able to proceed with the proposed issue of Incentive Options.

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue, and will likely need to find an alternate form of remuneration for Mr O'Connor.

### **Chapter 2E of the Corporations Act**

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Incentive Options constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity

controlled by a director of a public company. The definition of “related party” also includes a person whom there is reasonable grounds to believe will become a “related party” of a public company.

The non-conflicted Directors of the Company (being Mr Martyn Myer, Mr David Dolby, Mr Richard van den Broek, Dr Richard Mohs, Ms Ingrid Player and Ms Kim Wenn) carefully considered the issue of these Incentive Securities to Mr O’Connor and formed the view that the giving of this financial benefit as part of their remuneration would be reasonable, given the circumstances of the Company, the quantum and terms of the Incentive Options, and the responsibilities held by Mr O’Connor in the Company.

Accordingly, the non-conflicted Directors of the Company believe that the issue of these Incentive Options to Mr O’Connor fall within the “reasonable remuneration” exception as set out in section 211 of the Corporations Act and relies on this exception for the purposes of this Resolution. Therefore, the proposed issue of Unlisted Options to Mr O’Connor requires Shareholder approval under and for the purposes of Listing Rule 10.14 only.

### Information Required by ASX Listing Rule 10.15

The following information in relation to the issue of Incentive Securities to Mr O’Connor is provided to Shareholders for the purposes of ASX Listing Rule 10.15:

- a) The allottee is Mr Bradley O’Connor;
- b) Mr O’Connor is the Managing Director and Chief Executive Officer;
- c) The maximum number of Incentive Options that may be acquired by Mr O’Connor is 1,000,000 Unlisted Options;
- d) The Incentive Options are being issued for Nil consideration pursuant to the terms of the Incentive Plan;
- e) The material terms of the Incentive Options are set out in Annexure B of this Notice of Meeting;
- f) the current total remuneration package for Mr Bradley O’Connor is made up of total fixed remuneration of US\$416,000 plus short-term incentive of up to a maximum of 150% of fixed remuneration. Long term incentive is provided by way of options issued under the Employee Share Option Plan, subject to this resolution;
- g) Since the Incentive Plan was last approved by Shareholders on 25 October 2017, the Company has issued the following Incentive Securities to Mr O’Connor:

	Number of securities received	Exercise Price	Expiry
Unlisted Options	1,000,000 which have subsequent lapsed	\$0.64 per share payable upon exercise	23/10/2023
Unlisted Options	1,000,000	\$0.34 per share payable upon exercise	21/10/2024
Unlisted Options	1,250,000	\$0.782 per share payable upon exercise	27/10/2025

No other director has received securities under the Employee Share Option Plan since the last approval on 25 October 2017;

- a) the Company is issuing unlisted options as a form of equity security as it is a cost effective, noncash incentive which creates share price alignment between executives and other shareholders, but do not provide the executive with full benefits of share ownership (including dividend and voting rights) unless and until the options vest and are exercised;
- b) Mr O'Connor is the only Director (or associate of a Director), other than Ms Tanya O'Connor which is subject to Resolution 7 in the Notice of Meeting, that is entitled to participate in the Employee Share Option Plan;
- c) The material terms of the Incentive Plan are set out in Annexure A of this Notice of Meeting;
- d) There is no loan in relation to the acquisition by Mr O'Connor;
- e) The Incentive Options are expected to be issued by 12 November 2021, but in any event will be issued no later than 12 months after the Meeting; and
- f) Details of any securities issued under the Incentive Plan will be published in each annual report of the Company relating to a period which securities have been issued, and that approval for the issue of securities was obtained under ASX Listing Rule 10.14. Any additional persons who become entitled to participate in the Incentive Plan after the resolution was approved and who were not named in the notice of meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

#### **Board Recommendation and Chair Voting Intention**

The Directors (excluding Mr O'Connor) recommend that Shareholders vote for this Resolution.

The Chair intends to vote undirected proxies in **FAVOUR** of Resolution 6.

#### **Resolution 7 – Approval of Issue of Options to a Related Party of Mr Bradley O'Connor, Managing Director and Chief Executive Officer**

##### **Background**

As announced to the ASX on 18 March 2021, the Company is seeking to invite Ms Tanya O'Connor, Vice President, Healthcare and Research Solutions, subject to Shareholder approval that is sought under this Resolution, to participate in the Incentive Plan by subscribing for 400,000 Unlisted Options (Incentive Options). Ms O'Connor is an associate of the Company's Managing Director and Chief Executive Officer, Mr Bradley O'Connor

Ms O'Connor holds the position of Vice President, Healthcare and Research Solutions and, in that role, she is responsible for the management of the global license agreement with Eisai Co. Ltd. Currently, she is the only member of the executive leadership team that does not have any long term incentive in place in the form of options under the Employee Share Option Plan. The proposed issued of options will rectify that anomaly.

A summary of the full terms of the Incentive Options are set out in Annexure C to this Notice of Meeting.

##### **Director and Related Party Approvals**

ASX Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire securities under an employee incentive scheme unless it obtains the approval of its shareholders:

- a) a director of the Company;
- b) an associate of a director of the Company; or
- c) a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders.

As Ms O'Connor, Vice President, Healthcare and Research Solutions, is an associate of the Company's Managing Director and Chief Executive Officer, Mr Bradley O'Connor, the proposed issue of Incentive Securities constitutes the acquisition of securities under an employee incentive scheme for the purposes of Listing Rule 10.14 and therefore requires the approval of the Company's shareholders under Listing Rule 10.14.

To this end, this Resolution seeks the required Shareholder approval to issue the Incentive Securities to Ms O'Connor under and for the purposes of Listing Rule 10.14.

If approval is obtained under Listing Rule 10.14, in accordance with Listing Rule 10.12 (exception 8), separate approval is not required under Listing Rule 10.11.

If this Resolution is passed, the Company will be able to proceed with the proposed issue of Incentive Options.

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue, and will likely need to find an alternate form of remuneration for Ms O'Connor.

#### **Chapter 2E of the Corporations Act**

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of 400,000 Unlisted Options (which is a type of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" of a public company.

The non-conflicted Directors of the Company (being Mr Martyn Myer, Mr David Dolby, Mr Richard van den Broek, Dr Richard Mohs, Ms Ingrid Player and Ms Kim Wenn) carefully considered the issue of these Unlisted Options to Ms O'Connor and formed the view that the giving of this financial benefit as part of their remuneration would be reasonable, given the circumstances of the Company, the quantum and terms of the Incentive Options, and the responsibilities held by Ms O'Connor in the Company.

Accordingly, the non-conflicted Directors of the Company believe that the issue of these Incentive Options to Ms O'Connor fall within the "reasonable remuneration" exception as set out in section 211 of the Corporations Act and relies on this exception for the purposes of this Resolution. Therefore, the proposed issue of Unlisted Options to Ms O'Connor requires Shareholder approval under and for the purposes of Listing Rule 10.14 only.

### Information Required by ASX Listing Rule 10.15

The following information in relation to the issue of Incentive Options to Tanya O'Connor is provided to Shareholders for the purposes of ASX Listing Rule 10.15:

- a) The allottee is Ms Tanya O'Connor;
- b) Ms O'Connor is an associate of the Company's Managing Director and Chief Executive Officer, Mr Bradley O'Connor;
- c) The maximum number of Incentive Options that may be acquired by Ms O'Connor is 400,000 Unlisted Options;
- d) The Incentive Options are being issued for Nil consideration pursuant to the terms of the Incentive Plan;
- e) The material terms of the Incentive Options are set out in Annexure C of this Notice of Meeting;
- f) The current total remuneration package received by the relevant Director, Mr Bradley O'Connor, is made up of total fixed remuneration of US\$416,000 plus short-term incentive of up to a maximum of 150% of fixed remuneration. Long term incentive is provided by way of options issued under the Employee Share Option Plan, subject to Resolution 7;
- g) Since the Incentive Plan was last approved by Shareholders on 25 October 2017, the Company has issued the following Incentive Securities to Mr O'Connor:

	<b>Number of securities received</b>	<b>Exercise Price</b>	<b>Expiry</b>
Unlisted Options	1,000,000 which have subsequent lapsed	\$0.64 per share payable upon exercise	23/10/2023
Unlisted Options	1,000,000	\$0.34 per share payable upon exercise	21/10/2024
Unlisted Options	1,250,000	\$0.782 per share payable upon exercise	27/10/2025

No other director has received securities under the Employee Share Option Plan since the last approval on 25 October 2017;

- a) The Company is issuing options as a form of equity security as it is a cost effective, noncash incentive which creates share price alignment between executives and other shareholders, but do not provide the executive with full benefits of share ownership (including dividend and voting rights) unless and until the options vest and are exercised;
- b) Mr O'Connor and Ms O'Connor are the only Director and associate of a Director, noting the proposed allotment of Incentive Options to Mr O'Connor which is subject to Resolution 6 in the Notice of Meeting, that is entitled to participate in the Employee Share Option Plan;
- c) The material terms of the Incentive Plan are set out in Annexure A of this Notice of Meeting;
- d) There is no loan in relation to the acquisition by Ms O'Connor (or Mr O'Connor);



- e) The Incentive Options are expected to be issued by 12 November 2021, but in any event will be issued no later than 12 months after the Meeting; and
- f) Details of any securities issued under the Incentive Plan will be published in each annual report of the Company relating to a period which securities have been issued, and that approval for the issue of securities was obtained under ASX Listing Rule 10.14. Any additional persons who become entitled to participate in the Incentive Plan after the resolution was approved and who were not named in the notice of meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

### **Board Recommendation and Chair Voting Intention**

The Directors (excluding Mr O'Connor) recommend that Shareholders vote for this Resolution.

The Chair intends to vote undirected proxies in **FAVOUR** of Resolution 7.

### **Resolution 8 – Approval of Proportional Takeover Provisions**

The proportional takeover provisions in the Company's Constitution has not been approved by shareholders in the last three years. Section 648G(1) of the Corporations Act provides that a company's proportional takeover provisions will cease to have effect at the end of three years from the date of adoption (or renewal, as the case may be).

There were no proportional takeover bids (as at the date of this Notice of Meeting) during the period that the provisions were in effect previously, being three years from the last approval.

The following information is provided for the purposes of Section 648G of the Corporations Act.

#### **Renewal of proportional takeover provisions**

##### **Proportional takeover bid**

A proportional takeover bid is a takeover bid where the offer made to each Shareholder is only for a proportion of the Shareholder's Shares. If a Shareholder accepts, in full, an offer under a proportional takeover bid, the Shareholder will only dispose of a specified portion of their Shares in the Company and retain the balance of the Shares.

The Proportional Takeover Provisions are designed to assist Shareholders to receive proper value for their Shares if a proportional takeover bid is made for the Company by providing, in the Constitution, that:

- a) in the event of a proportional takeover bid being made for Shares in the Company, Shareholders are required to vote and collectively decide whether to accept or reject the offer; and
- b) the majority decision of the Company's members will be binding on all Shareholders.

##### **Effect of the proposed provisions**

Where offers have been made under a proportional takeover bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional takeover bid is prohibited unless and until a resolution to approve the proportional takeover bid is passed by Shareholders or otherwise, as pursuant to the terms of the Proportional Takeover Provisions.

In more detail, the effect of the Proportional Takeover Provisions are as follows:

- a) if a proportional takeover bid is made for Securities of the Company, the Directors must ensure that a meeting of Shareholders is convened to vote on a resolution to approve that bid;
- b) the bidder and persons associated with the bidder may not vote;
- c) approval of the bid will require a simple majority of the votes cast;
- d) the meeting must take place more than 14 days before the last day of the bid period (**Resolution Deadline**);
- e) if the resolution is rejected before the Resolution Deadline, the bid cannot proceed and any transfers giving effect to takeover contracts for the bid will not be registered;
- f) the bid will be taken to have been approved if, as at the end of the day before the Resolution Deadline, the resolution has not been voted on;
- g) if the resolution is approved, the transfers must be registered (subject to other provisions of the Corporations Act and the Constitution); and
- h) the Directors will breach the Corporations Act if they fail to ensure the resolution is voted on. However, the bid will still be taken to have been approved if it is not voted on within the Resolution Deadline.

The Proportional Takeover Provisions do not apply to full takeover bids. If the Proportional Takeover Provisions are renewed, they will cease to apply at the end of three years after renewal unless renewed by a Special Resolution of Shareholders.

### **Reasons for the proposed provisions**

In the absence of the Proportional Takeover Provisions, a proportional takeover bid may result in control of the Company changing without Shareholders having an opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders could be exposed to the risks of passing control to the bidder without payment of an adequate control premium for all their Shares and being left with a minority interest in the Company. Such Shareholders could suffer potential further loss if the takeover bid were to cause a decrease in the Share price or otherwise make the Shares less attractive and, therefore, more difficult to sell.

### **Knowledge of any acquisition proposals**

As at the date of this Notice of Meeting, no Director is aware of any proposal to acquire, or to increase the extent of, a substantial interest in the Company.

### **Advantages and disadvantages during the period in which they have been in effect**

The Directors consider that the Proportional Takeover Provisions had no advantages or disadvantages for them during the period in which they have been in effect.

The advantages and disadvantages of the Proportional Takeover Provisions for Shareholders include those set out below, which were applicable during the period in which they have been in effect.

### **Potential advantages and disadvantages**

The renewal of the Proportional Takeover Provisions will enable the Directors to formally ascertain the views of the Shareholders in respect of a proportional takeover bid. Without such provisions, the Directors are dependent upon their perception of the interests and views of Shareholders. Other than this advantage, the Directors consider that the Proportional Takeover Provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the Proportional Takeover Provisions for Shareholders include:

- a) providing the right to discuss, in a meeting called specifically for that purpose, and then decide, by majority vote, whether an offer under a proportional takeover bid should proceed;
- b) assisting the prevention of Shareholders being locked in as a minority;
- c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced;
- d) potentially increasing the likelihood of a full takeover bid rather than a proportional takeover bid; and/or
- e) enabling individual Shareholders to better assess the likely outcome of the proportional takeover bid, by knowing the view of the majority of Shareholders, which may assist in deciding whether to accept or reject an offer under the bid;

The potential disadvantages of the Proportional Takeover Provisions for Shareholders include:

- a) imposing a hurdle to, and potentially discouraging the making of, proportional takeover bids which, in turn, may reduce any takeover speculation element in the price of Shares;
- b) potentially reducing the likelihood of success of a proportional takeover bid;
- c) possible reduction or loss of opportunities for Shareholders sell some or all of their Shares at a premium; and/or
- d) potentially causing some Shareholders to form the view that the Proportional Takeover Provisions impose an unreasonable restriction on their ability to freely deal with their Shares.

Prior to the Meeting, a copy of the Constitution is available for review by Shareholders at the Company's registered office during normal business hours. A copy of the Constitution can also be sent to Shareholders of the Company upon a request being made to the Company Secretary on [companysecretary@cogstate.com](mailto:companysecretary@cogstate.com).

Pursuant to section 136(2) of the Corporations Act, a modification to the Company's Constitution can only be effected by way of a Special Resolution passed by its Shareholders. Therefore, this Resolution is a Special Resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on this Resolution are voted in its favour.

### **Professional Advice**

If you have any doubt or do not understand this Resolution, it is strongly recommended that you seek advice from a solicitor or other professional advisor.

### **Board Recommendation and Chair Voting Intention**

The Directors recommend that Shareholders vote for this Resolution.

The Chair intends to vote undirected proxies in **FAVOUR** of Resolution 8.

## **Enquiries**

Shareholders are asked to contact the Company Secretary, David Franks on (02) 8098 1169 if they have any queries in respect of the matters set out in these documents.

## Glossary

**AEDT** means Australian Eastern Daylight Time as observed in Melbourne, Victoria.

**Annual Financial Report** means the 2021 Annual Report to Shareholders for the period ended 30 June 2021 as lodged by the Company with ASX on 25 August 2021.

**Annual General Meeting** or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

**ASIC** means Australian Securities and Investment Commission.

**Associate** has the meaning given to it by the ASX Listing Rules.

**ASX** means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

**ASX Listing Rules** or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

**Auditor's Report** means the auditor's report of Pitcher Partners dated 24 August 2021 as included in the Annual Financial Report.

**Board** means the current board of Directors of the Company.

**Business Day** means a day on which trading takes place on the stock market of ASX.

**Chair** means the person chairing the Meeting.

**Closely Related Party** of a member of the KMP means:

- a) a spouse or child of the member;
- b) a child of the member's spouse;
- c) a dependant of the member or of the member's spouse;
- d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- e) a company the member controls; or
- f) a person prescribed by the *Corporation Regulations 2001* (Cth).

**Company** means Cogstate Limited ACN 090 975 723.

**Constitution** means the Company's constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

**Director** means a current director of the Company.

**Directors' Report** means the report of Directors as included in the Annual Financial Report.

**Dollar** or "**\$**" means Australian dollars. Any other currency denominations are stipulated specifically in the Notice of Meeting.

**Explanatory Statement** means the explanatory statement accompanying this Notice of Meeting.

**Incentive Plan** or **Employee Share Option Plan** means the employee incentive scheme titled “Cogstate Employee Option Plan” for which Shareholder approval is being sought for the adoption of under Resolution 5 of this Notice of Meeting.

**Incentive Securities** means the Securities that may be granted by the Company pursuant to the terms of the Incentive Plan.

**Incentive Option** means an option which subject to the terms of the Incentive Plan, could be exercised into a Share.

**KMP** means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

**Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting dated 16 September 2021 including the Explanatory Statement.

**Option** means an option which, subject to its terms, could be exercised into a Share.

**Ordinary Resolution** means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

**Proxy Form** means the proxy form attached to this Notice of Meeting.

**Remuneration Report** means the remuneration report as set out in the Annual Financial Report.

**Resolutions** means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

**Restricted Voter** means a member of the Company’s KMP and any Closely Related Parties of those members.

**Securities** mean Shares and/or Options (as the context requires).

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a holder of a Share.

**Share Registry** means Link Market Services Limited.

**Special Resolution** means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

**Spill Meeting** means the meeting that will be convened within 90 days of the 2022 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2022 AGM.

**Spill Resolution** means the resolution required to be put to Shareholders at the 2022 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2022 AGM.

**Trading Day** has the meaning given to that term in ASX Listing Rule 19.12.

**VWAP** means the volume weighted average market (closing) price, with respects to the price of Shares.

## Annexure A – Summary of Employee Share Option Plan (Resolution 5)

The following is a summary of the key terms of the Employee Plan:

- Under the Employee Option Plan, the Board may offer options to employees (including executive Directors) of the Company and its related bodies corporate, or such other persons as the Board determines.
- On exercise of an option, the Company will deliver a fully paid ordinary share to the Employee Option Plan participant. Shares can be delivered by either new issue or on-market purchase.
- The Board will have the discretion to determine the terms and conditions of a grant of options, including:
  - the exercise price (if any);
  - vesting conditions which must be met before the options can be exercised;
  - restrictions on the disposal of or dealing in a share delivered upon the exercise of an option; and
- whether the shares to be delivered upon the exercise of an option are to be held by a trustee for the benefit of the participant.
- The Employee Option Plan imposes a 15% cap on the number of shares which can be subject to options granted under the Employee Plan, calculated by reference to the Company's total issued share capital and in accordance with the Employee Option Plan.
- The maximum term of options granted under the Employee Option Plan will be 5 years, or another period specified by the Board at the time of grant.
- When options are granted, the Board will determine the circumstance in which they will expire, including in relation to the cessation of employment.
- Unless the options granted under the Employee Option Plan have been exercised and the shares delivered before the relevant record date, an Employee Option Plan participant cannot participate in new issues of securities to holders of ordinary shares, in relation to those options.
- If the Company makes a pro rata bonus issue of shares or other securities to holders of ordinary shares, and options have not been exercised, then the number of shares subject of the options will be increased by the number of shares that the participant would have received if the options had been exercised before the record date for the bonus issue.
- If the Company makes a pro rata issue of securities (other than a bonus issue) to holders of ordinary shares, the exercise price will be changed in accordance with the ASX Listing Rules.
- In the event of a capital reorganisation, the number of shares subject of each option will be adjusted in accordance with the ASX Listing Rules.
- Options will be forfeited if the applicable vesting conditions are not satisfied, or if the participant commits any act of fraud, defalcation or gross misconduct in relation to the Company or a related body corporate.
- If control of the Company changes, the Board has the discretion to waive any vesting conditions which have not been satisfied.

- The Company may appoint a trustee for the purpose of acquiring and delivering shares to participants and/or holding shares on behalf of participants.
- Participation in the Employee Option Plan may be extended to participants overseas on essentially the same or a similar basis in Australia, except that the participation may be governed by a different set of rules to accommodate the requirements of local laws and regulatory conditions.
- The Board has certain discretions under the Employee Option Plan. In particular, the Board may amend the rules of the Employee Option Plan or waive vesting conditions or disposal restrictions.

## Annexure B - Summary of Options (Resolution 6)

The Company will issue, subject to shareholder approval, Mr Bradley O'Connor 1,000,000 Incentive Options subject to all the usual company Employee Share Option Plan conditions, including those relating to pricing, timing, vesting, directors' discretions regarding matters such as in the event of a takeover. The 1,000,000 Incentive Options will be apportioned into four tranches as follows:

<b>Number of options:</b>	250,000 ( <b>Tranche 1</b> )
<b>Issue price per option:</b>	Nil
<b>Exercise price per option:</b>	10% premium to the 5-day VWAP calculated at the close of trading on the day prior to the allotment of the options.
<b>Issue date (expected):</b>	On or around Friday 12 November 2021.
<b>Vesting terms:</b>	Options will vest provided that both time-based and performance based vesting criteria are both achieved. Time-based vesting: <ul style="list-style-type: none"> <li>• 1/3 of options will vest on 27 October 2023; and</li> <li>• 2/3 of options will vest on 27 October 2024.</li> </ul> Performance-based vesting: <ul style="list-style-type: none"> <li>• Cogstate Profit Before Tax of US\$10.0m in any of FY23, FY24 or FY25.</li> </ul>
<b>Expiry date:</b>	27 October 2026

<b>Number of options:</b>	250,000 ( <b>Tranche 2</b> )
<b>Issue price per option:</b>	Nil
<b>Exercise price per option:</b>	10% premium to the 5-day VWAP calculated at the close of trading on the day prior to the allotment of the options.
<b>Issue date (expected):</b>	On or around Friday 12 November 2021.
<b>Vesting terms:</b>	Options will vest provided that both time-based and performance based vesting criteria are both achieved. Time-based vesting: <ul style="list-style-type: none"> <li>• 1/3 of options will vest on 27 October 2023; and</li> <li>• 2/3 of options will vest on 27 October 2024.</li> </ul> Performance-based vesting: <ul style="list-style-type: none"> <li>• Cogstate Profit Before Tax of US\$12.5m in any of FY23, FY24 or FY25.</li> </ul>
<b>Expiry date:</b>	27 October 2026



<b>Number of options:</b>	250,000 ( <b>Tranche 3</b> )
<b>Issue price per option:</b>	Nil
<b>Exercise price per option:</b>	10% premium to the 5-day VWAP calculated at the close of trading on the day prior to the allotment of the options.
<b>Issue date (expected):</b>	On or around Friday 12 November 2021.
<b>Vesting terms:</b>	<p>Options will vest provided that both time-based and performance based vesting criteria are both achieved.</p> <p>Time-based vesting:</p> <ul style="list-style-type: none"> <li>• 1/3 of options will vest on 27 October 2023; and</li> <li>• 2/3 of options will vest on 27 October 2024.</li> </ul> <p>Performance-based vesting:</p> <ul style="list-style-type: none"> <li>• Cogstate Profit Before Tax of US\$15.0m in any of FY23, FY24 or FY25.</li> </ul>
<b>Expiry date:</b>	27 October 2026

<b>Number of options:</b>	250,000 ( <b>Tranche 4</b> )
<b>Issue price per option:</b>	Nil
<b>Exercise price per option:</b>	10% premium to the 5-day VWAP calculated at the close of trading on the day prior to the allotment of the options.
<b>Issue date (expected):</b>	On or around Friday 12 November 2021.
<b>Vesting terms:</b>	<p>Options will vest provided that both time-based and performance based vesting criteria are both achieved.</p> <p>Time-based vesting:</p> <ul style="list-style-type: none"> <li>• 1/3 of options will vest on 27 October 2023; and</li> <li>• 2/3 of options will vest on 27 October 2024.</li> </ul> <p>Performance-based vesting:</p> <ul style="list-style-type: none"> <li>• Cogstate Profit Before Tax of US\$17.5m in any of FY23, FY24 or FY25.</li> </ul>
<b>Expiry date:</b>	27 October 2026

## Annexure C - Summary of Options (Resolution 7)

The Company will issue, subject to shareholder approval, Ms Tanya O'Connor 400,000 Incentive Options subject to all the usual company Employee Share Option Plan conditions, including those relating to pricing, timing, vesting, directors' discretions regarding matters such as in the event of a takeover. The 400,000 Incentive Options will be apportioned into two tranches as follows:

<b>Number of options:</b>	133,334 ( <b>Tranche 1</b> )
<b>Issue price per option:</b>	Nil
<b>Exercise price per option:</b>	\$1.00
<b>Issue date (expected):</b>	On or around Friday 12 November 2021.
<b>Vesting terms:</b>	Options will vest provided that both time-based and performance based vesting criteria are both achieved. Time-based vesting: <ul style="list-style-type: none"> <li>Options will vest on 31 August 2023.</li> </ul> Performance-based vesting: <ul style="list-style-type: none"> <li>None</li> </ul>
<b>Expiry date:</b>	31 August 2026

<b>Number of options:</b>	266,666 ( <b>Tranche 2</b> )
<b>Issue price per option:</b>	Nil
<b>Exercise price per option:</b>	\$1.00
<b>Issue date (expected):</b>	On or around Friday 12 November 2021.
<b>Vesting terms:</b>	Options will vest provided that both time-based and performance based vesting criteria are both achieved. Time-based vesting: <ul style="list-style-type: none"> <li>Options will vest on 31 August 2024.</li> </ul> Performance-based vesting: <ul style="list-style-type: none"> <li>Cogstate cumulative Profit Before Tax across financial years FY22, FY23 and FY24 is greater than US\$24million.</li> </ul>
<b>Expiry date:</b>	31 August 2026

## Annexure D – Online Meeting User Guide

# Virtual Meeting Online Guide

## Before you begin

Ensure your browser is compatible. Check your current browser by going to the website: **[whatismybrowser.com](http://whatismybrowser.com)**

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Supported browsers are:

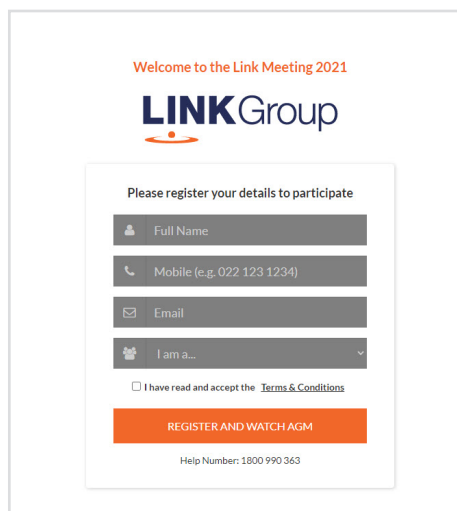
- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up

**To attend and vote you must have your securityholder number and postcode.**

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

**Please make sure you have this information before proceeding.**

# Virtual Meeting Online Guide



## Step 1

Open your web browser and go to <https://agmlive.link/CGS21>

## Step 2

Log in to the portal using your full name, mobile number, email address, and participant type.

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

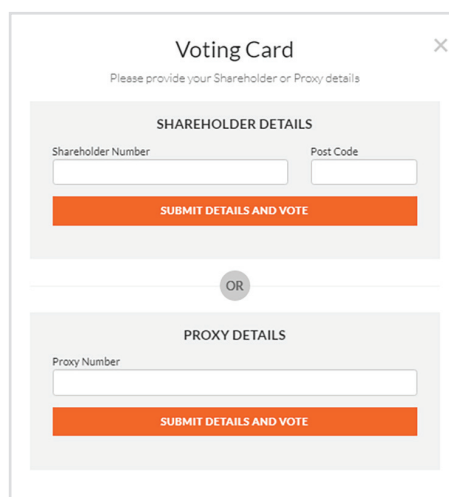
- On the left – a live audio webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

**Note:** If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

## 1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.

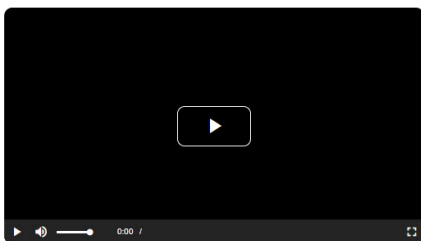


If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

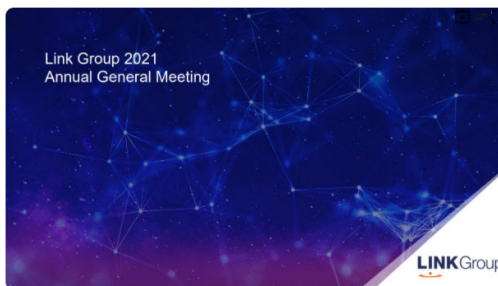
If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



The presentation will begin at XX:XX am/pm ZONE



**+**  
Get a Voting Card

**?**  
Ask a Question

**Downloads**

- Speakers Bio
- Sustainability Report
- Notice of meeting
- Online Guide

ABC COMPANY PTY LTD X123456789

### Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the Unitholder's voting instructions.

Full Vote     Partial Vote

<b>Resolution 2B</b>	<input checked="" type="radio"/> For	<input type="radio"/> Against	<input type="radio"/> Abstain
RE-ELECTION OF MR. ABC AS A DIRECTOR			
<b>Resolution 2C</b>	<input checked="" type="radio"/> For	<input type="radio"/> Against	<input type="radio"/> Abstain
RE-ELECTION OF MS XYZ AS A DIRECTOR			
<b>Resolution 3</b>	<input checked="" type="radio"/> For	<input type="radio"/> Against	<input type="radio"/> Abstain
INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT			
<b>Resolution 4</b>	<input checked="" type="radio"/> For	<input type="radio"/> Against	<input type="radio"/> Abstain
ADOPTION OF REMUNERATION REPORT			
<b>SUBMIT VOTE</b>			

## Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

## Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

**Note:** If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

**Note:** You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

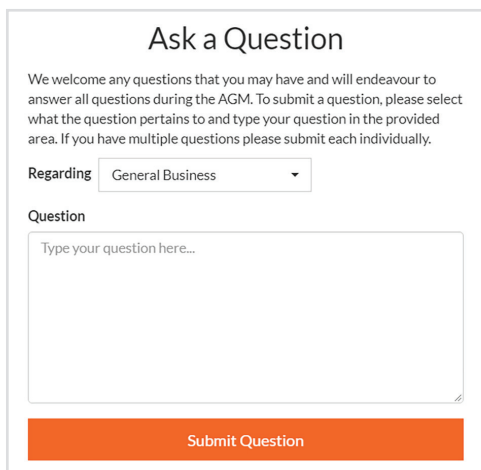
Once voting has been closed all submitted voting cards cannot be changed.

## 2. How to ask a question

**Note:** Only securityholders are eligible to ask questions.

If you have yet to obtain a voting card, you will be prompted to enter your securityholder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The 'Ask a Question' box will then pop up with two sections for completion.



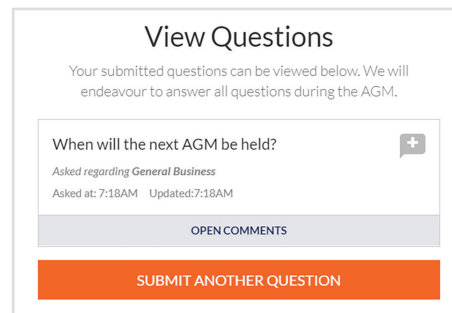
In the 'Regarding' section click on the drop down arrow and select the category/resolution for your question.

Click in the 'Question' section and type your question and click on 'Submit'.

A 'View Questions' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



## 3. Downloads

View relevant documentation in the Downloads section.

## 4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

## 5. Phone Participation

### What you will need

- a) Land line or mobile phone
- b) The name of your holding/s (Registered Name & SRN/HIN number)
- c) To obtain your unique PIN, please contact Link Market Services on +61 1800 990 363.

### Joining the Meeting via Phone

#### Step 1

From your land line or mobile device, call:  
Conference Call Number: 1800 717 441  
International Number: +61 2 9189 2004

#### Step 2

You will be greeted with a welcome message and provided instructions on how to participate in the Meeting. Please listen to the instructions carefully.

At the end of the welcome message you will be asked to enter your **PIN** followed by the hash key. This will verify you as a securityholder and allow you to ask a question at the Meeting.

#### Step 3

Once you have entered your **PIN**, you will be greeted by a moderator. Once the moderator has verified your details you will be placed into a waiting room and will hear music playing.

Note, If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to ask a question.

#### Step 4

At the commencement of the Meeting, you will be admitted to the Meeting where you will be able to listen to proceedings.

## Asking a Question

### Step 1

When the Chairman calls for questions on each resolution, you will be asked to **press \*1 (asterisk 1)** on your keypad should you wish to raise your hand to ask a question.

### Step 2

The moderator will ask you what item of business your question relates to? Let the moderator know if your question relates to General Business or a specific resolution (by referencing the Resolution number).

Note, if at any time you no longer wish to ask your question, you can lower your hand by **pressing \*1 (asterisk 1)** on your key pad. If you also joined the Meeting online, we ask that you mute your laptop or desktop device while you ask your question.

### Step 3

Your line will be muted once your question has been answered.

## Contact us

### Australia

T +61 1800 990 363

E [info@linkmarketservices.com.au](mailto:info@linkmarketservices.com.au)





## LODGE YOUR VOTE

-  **ONLINE**  
www.linkmarketservices.com.au
-  **BY MAIL**  
Cogstate Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia
-  **BY FAX**  
+61 2 9287 0309
-  **BY HAND**  
Link Market Services Limited  
Level 12, 680 George Street, Sydney NSW 2000
-  **ALL ENQUIRIES TO**  
Telephone: 1300 554 474      Overseas: +61 1300 554 474

## PROXY FORM

I/We being a member(s) of Cogstate Limited (**the Company**) and entitled to attend and vote hereby appoint:

### APPOINT A PROXY

**the Chairman of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am (AEDT) on Wednesday, 27 October 2021 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in: Online at <https://agmlive.link/CGS21> (refer to details in the Virtual Meeting Online Guide).

**Important for Resolutions 1, 5, 6 & 7:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 5, 6 & 7, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**


### VOTING DIRECTIONS

**Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.**

**Please read the voting instructions overleaf before marking any boxes with an .**

#### Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Adoption of Employee Share Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Ms Kim Wenn as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Approval of Issue of Options to Mr Bradley O'Connor, Managing Director/Chief Executive Officer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Mr David Dolby as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Approval of Issue of Options to a Related Party of Mr Bradley O'Connor, Managing Director/Chief Executive Officer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-election of Dr Richard Mohs as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 Approval of Proportional Takeover Provisions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

 \* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)  Joint Shareholder 2 (Individual)  Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary  Director/Company Secretary (Delete one)  Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

STEP 3



## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email address of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where those Resolutions are connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au) prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11.00 am (AEDT) on Monday, 25 October 2021**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



#### BY MAIL

Cogstate Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
Level 12  
680 George Street  
Sydney NSW 2000

\*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions