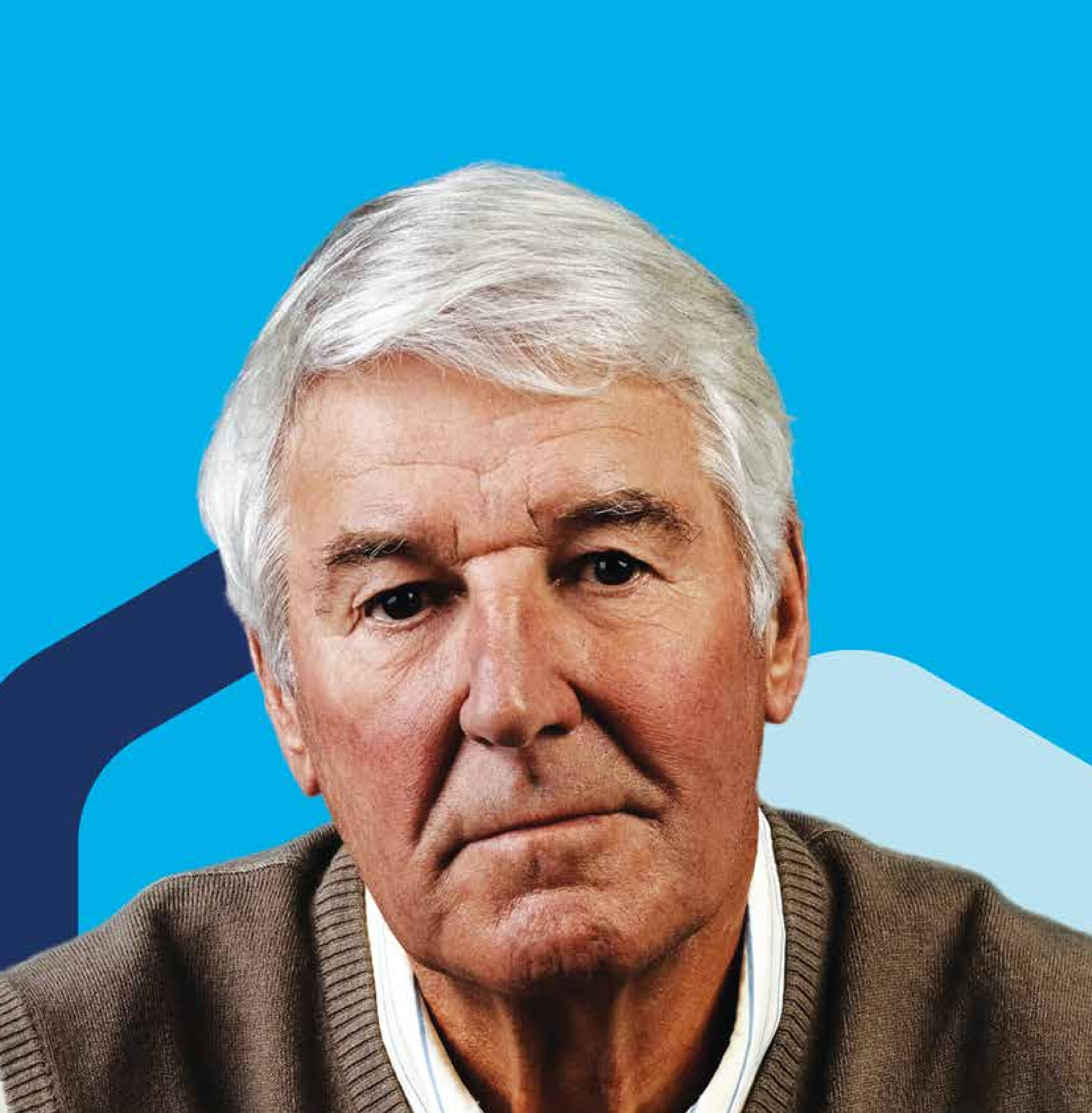
Cogstate

ANNUAL REPORT 2023

#BrainHealthForAll



Every 3 seconds, someone in the world develops dementia.

The societal impacts of Alzheimer’s disease are devastating. However, research breakthroughs for slowing the disease are finally gaining momentum. Cogstate has supported 100+ Alzheimer’s disease trials and developed leading expertise, technology, and operations to empower research teams combating this widespread disease to gather reliable and informative data.

Major Company & Industry Developments

The importance of Alzheimer's disease to Cogstate:

Cogstate works across a range of disease areas, with a particular focus on diseases that impact the central nervous system. In the context of Cogstate's business, Alzheimer's disease has a larger financial impact than any other condition. Over the last two financial years, 24% of new sales opportunities were in Alzheimer's disease; other significant disease areas include Depression, Parkinson's disease, and a number of rare diseases. However, 70% of the value of sales contracts executed over that same period related to Alzheimer's disease trials, reflecting the size and complexity of Alzheimer's disease trials relative to other indications.

Alzheimer's disease as a global health crisis:

Worldwide, at least 55 million people are believed to be living with Alzheimer's disease or other dementias. If breakthroughs are not discovered and adopted, this number will almost double every 20 years, reaching 78 million in 2030 and 139 million in 2050 (Alzheimer's Disease International, 2023). Worldwide dementia care is estimated to cost upwards of US$1 trillion; much of the care is provided by unpaid family and loved ones.

First ever successful phase 3 trials of Alzheimer's disease modifying treatments:

During the last year, both Eisai Co, Ltd (Eisai) and Eli Lilly & Co. (Lilly) have released positive data from phase 3 trials of their respective monoclonal antibodies. In early July, Eisai's treatment—to be marketed in the USA as LEQEMBI—received approval from the U.S. Food & Drug Administration (FDA) to begin marketing to patients.

New drug approvals and a more diverse research landscape in Alzheimer's disease:

Recent drug approvals are bringing hope to millions. However, substantial areas of unmet medical need remain in Alzheimer's, providing ample room for continued and more diverse research. At the start of 2023, there were 141 different treatments being explored across 187 clinical trials, with a wide variety of investigational agents. This represents a 23% increase in the number of clinical trials since 2021, as well as huge diversity in the exploration of biological targets, demonstrating growth and innovation in this field.

New treatments are expected to herald a significant increase in Alzheimer's R&D:

In other disease areas, following successful clinical trials and approved commercial release of a therapy, there is typically a de-risking of investment that results in substantial increase in R&D by pharmaceutical and biotechnology companies. There is no reason to believe Alzheimer's will be any different. Cogstate scientific expertise and technological excellence mean our team is well placed to assist companies seeking to advance new treatments and better health outcomes.

Better diagnostic capability is required to identify patients who can benefit from new treatments:

Several studies have identified that most older adults with dementia are either undiagnosed or unaware of the diagnosis, suggesting shortcomings in detection and communication of dementia. Timely diagnosis is critically important to improved health outcomes, either from new treatments or other changes in care. Cogstate technology has demonstrated sensitivity to the cognitive changes present in the earliest stages of Alzheimer's disease and other dementias. Further, Cogstate technology can provide ease of assessment—via computer, tablet, or smartphone—without the need for supervision by highly trained physicians.

A growing market for Cogstate technology and services:

Given the launch of the first disease modifying treatments of Alzheimer's disease and the expanding and diverse research landscape, **the addressable market for Cogstate—in both its Clinical Trials and Healthcare businesses—is expected to grow across coming years.**

Short term revenue delays; positive long-term outlook

Notwithstanding the very positive macro factors identified above, in FY23 Cogstate's financial results were impacted by revenue delays associated with specific issues for a small number of clinical trials. In order to reset the Group's revenue and expense ratios, in May 2023 Cogstate undertook a restructure that resulted in approximately 13% of the Company's fulltime workforce exiting the company, reducing annual costs by approximately $2.6 million.

With a growing addressable market, a well-validated offering, strong commercial partnerships with the relevant drug developers, and a strong balance sheet, Cogstate is well positioned to return to growth quickly.

Regrettably, rare diseases aren’t all that rare.

400 million people worldwide live with a rare disease and two-thirds of them are children. To develop effective treatments in this area, researchers must detect even the smallest change in behavior or function. Cogstate supports these vital efforts via cognitive assessment services that help teams better interpret impacts of therapeutic candidates.

Contents

Corporate Governance Statement

The Board of Directors of Cogstate Limited is responsible for the corporate governance of the Group. The Corporate Governance Statement has been lodged separately and is available on the Company website: www.cogstate.com

These financial statements are the consolidated financial statements of the Group consisting of Cogstate Limited and its subsidiaries. A list of the major subsidiaries is included in Note 28. The financial statements are presented in US dollars.

Cogstate Limited is a company limited by shares, incorporated and domiciled in Australia, and whose shares are publicly traded on the Australian Securities Exchange (ASX:CGS). Its registered office is Level 2, 161 Collins Street Melbourne Victoria 3000 Australia.

A description of the nature of the Group's operations and its principal activities is included in the Directors' Report.

Through the use of the internet, we have ensured that our corporate reporting is timely, complete and available globally at minimum cost to the Group. All ASX Announcements, reports, presentations and other information are available at our Investor Centre on our website at www.cogstate.com.au/investors/.

The financial statements were authorised for issue by the directors on 22 August 2023.

Financial Performance

Revenue	FY23 $40.5m	FY22 $45.0m
Segment EBITDA	FY23 $5.3m	FY22 $13.0m
EBIT	FY23 $2.7m	FY22 $10.7m
Profit Before Tax before non-recurring restructuring costs	FY23 $3.5m	FY22 $10.7m
Non-recurring Restructuring Costs	FY23 $0.5m	FY22 $0.0m
Profit Before Tax including non-recurring restructuring costs	FY23 $3.0m	FY22 $10.7m
Profit After Tax	FY23 $3.6m	FY22 $7.5m

Summary Financial Results

	1H23 US$	2H23 US$	FY23 US$	FY22 US$	Change %
Total Revenue	**19,544,710**	**20,906,413**	**40,451,123**	**44,980,356**	**(10%)**
Clinical Trials Revenue	17,134,599	18,595,310	35,729,909	40,328,147	(11%)
- Direct costs (excluding direct depreciation)	(7,130,854)	(6,591,218)	(13,722,072)	(13,059,409)	5%
- SG&A costs	(2,040,724)	(1,423,313)	(3,464,037)	(3,143,519)	10%
Clinical Trials Contribution	**7,963,021**	**10,580,779**	**18,543,800**	**24,125,219**	**(23%)**
Contribution %	46%	57%	52%	60%	
Healthcare Revenue	2,218,651	2,182,319	4,400,970	4,456,700	(1%)
- Direct costs	(886,330)	(367,729)	(1,254,059)	(1,214,266)	3%
Healthcare Contribution	**1,332,321**	**1,814,590**	**3,146,911**	**3,242,434**	**(3%)**
Contribution %	60%	83%	72%	73%	
Research Revenue	191,460	128,784	320,244	195,509	64%
- Direct costs	(397,840)	(386,079)	(783,919)	(883,470)	(11%)
Research Contribution	**(206,380)**	**(257,295)**	**(463,675)**	**(687,961)**	**33%**
Operating Expenses					
- Total product development & engineering	(2,650,587)	(2,719,592)	(5,370,179)	(4,962,007)	8%
- Less capitalised software development costs	566,718	359,591	926,309	2,005,846	(54%)
- Less product development costs reimbursed	-	225,004	225,004	596,670	(62%)
Net product development & engineering	(2,083,869)	(2,134,997)	(4,218,866)	(2,359,491)	79%
Computer costs	(882,359)	(956,727)	(1,839,086)	(1,652,827)	11%
Insurance	(458,092)	(391,713)	(849,805)	(768,133)	11%
Professional fees	(615,433)	(1,093,309)	(1,708,742)	(1,411,047)	21%
Marketing	(32,154)	(41,393)	(73,547)	(38,541)	91%
Office & facilities	(39,349)	(178,309)	(217,658)	(248,371)	(12%)
Travel	(241,440)	(161,433)	(402,873)	(30,435)	1224%
Other administration costs	(3,700,266)	(2,924,396)	(6,624,662)	(7,161,646)	(7%)
Total Operating Expenses	**(8,052,962)**	**(7,882,277)**	**(15,935,239)**	**(13,670,491)**	**17%**
EBITDA	**1,036,000**	**4,255,797**	**5,291,797**	**13,009,201**	**(59%)**
Depreciation and amortisation	(1,271,183)	(1,323,759)	(2,594,942)	(2,324,175)	12%
EBIT	**(235,183)**	**2,932,038**	**2,696,855**	**10,685,026**	**(75%)**
Net interest	235,588	430,452	666,040	7,574	8694%
Other Income	-	152,736	152,736	-	N/A
Net Profit before Tax before Non-recurring Restructuring Charges	**405**	**3,515,226**	**3,515,631**	**10,692,600**	**(67%)**
Non-recurring Restructuring Charges	**-**	**(490,520)**	**(490,520)**	**-**	**N/A**
Net Profit before Tax	**405**	**3,024,706**	**3,025,111**	**10,692,600**	**(72%)**

Message from the Chairman and CEO

Welcome to the 2023 Annual Report

Dear shareholder,

The brain is the command centre of the human body and gives rise to every aspect of our shared humanity, yet it isn't monitored with the same consistency and proactivity as other vital signs. As a neuroscience technology company, we believe better brain health *insights* lead to better brain health *outcomes*. That's why we're on a mission to democratise cognitive health by radically simplifying the way it is measured.

In pursuit of this mission Cogstate proudly supports the research needs of biopharmaceutical companies and academic institutions, and the clinical care needs of physicians and individuals around the world. We create easy-to-use digital tests that provide rapid, reliable, and science-backed results and offer endpoint data quality solutions that support the highest fidelity measurements possible.

Across the last year, we have remained focused on our mission and have been encouraged by the historic and overwhelmingly positive data reported by Cogstate customers in their pivotal phase 3 trials of new treatments for Alzheimer's disease. At the same time, we have worked hard to manage revenue delays across the business associated with specific issues in a small number of clinical trials, and current market factors affecting funding for trial activity—particularly for smaller players within the biopharma market.

After more than 19 years on the ASX, Cogstate Board and management is determined to continue to deliver growth for our shareholders. In doing so, we must weigh short-term revenue and profitability pressures against longer-term growth opportunities–deciding when and where to invest to ensure that Cogstate is positioned to grow revenue in both our Clinical Trial and Healthcare business units.

The FY23 year did not deliver the financial results we were expecting. In addition to the revenue delays associated with ongoing clinical trials, we also experienced a significant decline in Clinical Trial sales contracts, particularly through the second half of FY23. The decline in the value of sales contracts executed during the period resulted in lower than expected in-period revenue yield from those new sales contracts.

Faced with declining revenue and falling profits, Cogstate management made the difficult decision to restructure the business, exiting approximately 13% of full-time employees from the business, which has reduced annual costs by $2.6 million. The decision to reduce staff was only made after significant consideration of our ability to deliver on current and new projects. Important to the restructure planning were efficiency gains seen in the second half of FY23 that resulted from investment through FY22 and FY23 in improved technology solutions for management of clinical trials.

During FY23 year, the Cogstate Board was approached by a potential purchaser of the business. The potential strategic buyer saw value in the revenue synergies that Cogstate could bring to their business, particularly as they sought to grow revenue in central nervous systems disease trials. While the discussions ceased without a formal proposal put to shareholders, we believe that the positive nature of the negotiations reflects well on the long-term strategic value we are creating at Cogstate.

Reflecting Cogstate's strong cash position, as well as the Board's view of Cogstate's strategic value, during the year we initiated a share buy back–to date, buying back 0.55 million shares at a total cost of $0.6 million.

In January 2023, Mr David Dolby concluded his term as a non-executive director of Cogstate following a transfer of his family's shareholding to the Dagmar Dolby Fund, a California based charitable foundation, and one of the Dolby family's primary vehicles for charitable giving. More than nine years ago, David joined the Cogstate Board after he made a significant financial investment in Cogstate–that investment came at a critical time and allowed for the continued development of our technology and our business. The Dolby family shares a common vision with all at Cogstate for a future when the measurement of cognition is a routine and critical part of healthcare that provides for earlier identification of impairment and therefore better health outcomes. We thank David for his contribution as a Director.

During the FY23 year, other notable business milestones include:

- **Development of new digital tests and mobile, self-assessment modalities:** Deployed new digital measure for clinical trials in sleep disorders following a request from, and collaboration with, a biopharmaceutical team. Launched new learning modules in the majority of our digital tests to enhance self-assessments data accuracy during remote clinical trials. Progressed smartphone test validation for the deployment of Cogstate tests on smartphone in clinical trials and for individuals wishing to monitor their brain health via the Lila memory app.

- **Commercialization of investments in data analytics and insights:** Dedicated investments toward enhanced data infrastructure led to the creation of applications and processes that delivered key internal efficiencies and, in the future, will provide valuable and insightful information to biopharmaceutical teams on study progress and results.

- **Strong scientific programming at important international conferences:** Senior neuroscientists presented data on innovative digital cognitive assessment approaches, rater services that increase efficiencies in trials, and the furthering of smartphone cognitive assessment.

- **Completed initial stages of Agile transformation in Clinical Operations:** Formation of cross-functional agile delivery teams and continued delivery and execution of agile values and practices throughout the organization, leading to strong results in both customer Net Promoter Score and employee engagement survey results.

- **We continue to invest in improving our cybersecurity posture:** Ongoing and concerted efforts made to examine enterprise security governance including the appointment of a consulting Virtual Chief Information Security Officer.

- **Expanded executive leadership team to align our people strategy with business objectives:** Appointed a Chief People Officer, Sara Giesen, to enhance team member services and further our efforts to build an inclusive and collaborative culture.

- **Restructured the Clinical Trials division to empower talent within the business to drive growth:** As part of the restructure announced in May 2023, Rachel Colite was promoted into the role of Executive Vice President, Clinical Trials, a role in which she will take full P&L responsibility for the Clinical Trials division. The restructure created opportunities for promotion and change of responsibility for other high-performing and high-potential individuals, as part of our talent identification and development program.

Financial results

FY23 was a challenging year for Cogstate, from a financial perspective. Compared to the record breaking FY22 year, sales contracts, revenue and profit all declined. However, the financial results improved in the second half of FY23 when we recorded EBITDA of $4.3 million and profit before tax before non-recurring restructure charge of $3.5 million for the half year. The restructure executed in May 2023 will provide further cost reduction, particularly in the Clinical Trials segment, through FY24.

Therefore, as we look forward, we believe that the business is well placed to record better financial results for the FY24 year – with a strong contracted revenue position, good sales prospects and positive industry sentiment, a lower cost base and a strong cash position to fund growth opportunities.

Thanks to our talented team

The Cogstate team is uniquely comprised of scientists, data engineers, clinicians, software developers and a range of operational and business experts all working together to deliver insights that enable faster and better decision-making for our customers. With 172 full-time employees and 180 clinician consultants, this flexible, virtual-first team of 352 works across more than 30 countries with office hubs in the USA, UK and Australia.

We extend our deepest gratitude and appreciation to this team, whose dedication and hard work have been the driving force behind our success.

Thanks to our unwavering supporters

On behalf of the Board and everyone at Cogstate, we also want to thank our shareholders for your continued support.

We are proud of the impact that Cogstate is already having, and will increasingly have, on the development of new therapies and improved diagnosis for better brain health outcomes for people around the world.

After navigating a difficult 2023 financial year, our sights are set on returning to growth in the 2024 financial year. We eagerly await the commercial launch of the first disease modifying therapies for Alzheimer's disease and the resulting renaissance period spurred by renewed hope and optimism across the scientific and medical communities. We will seek to support our customers, both new and old, through delivery of distinctive offerings combining innovative technologies with unparalleled scientific and operational expertise.

We remain eager to deliver against our long-term growth strategies that we believe will deliver long-term shareholder value. Our shared commitment will undoubtedly shape a brighter future for our organization and the global communities of researchers and patients we serve.

Martyn Myer AO
Chairman

Brad O'Connor
CEO

Cogstate Directors

Martyn Myer AO BE, MESc, MSM

CHAIRMAN

Mr Myer is Chair of the Doherty Institute at the University of Melbourne and the boards of the Australian Chamber Orchestra and Watertrust Australia Limited. He previously served as Deputy Chancellor of the Council of the University of Melbourne, President of The Myer Foundation, one of two principle Myer Family philanthropic funds, President of the Howard Florey Institute of Experimental Physiology and Medicine and was a director of The Florey Institute of Neuroscience and Mental Health, where he participated in the transition of the Institute's research focus towards diagnostic and therapeutic neuroscience, including a focus on degenerative brain diseases.

Committees:

Remuneration and Nomination Committee (Chair) and Audit, Risk and Compliance Committee

Other directorships and interests:

Doherty Institute, the Australian Chamber Orchestra and Watertrust Australia Limited

Brad O'Connor B Bus

MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER

Mr O'Connor has responsibility for Cogstate's overall strategic direction and day-to-day operations as well as development of expansion opportunities outside of the core clinical trials business. Prior to taking the position of CEO at Cogstate in 2005, Mr O'Connor joined Cogstate as Chief Financial Officer and Company Secretary in 2004. Prior to that, Mr O'Connor held senior positions at Spherion Group, Australian Wine Exchange and PricewaterhouseCoopers.

Other directorships and interests:

N/A

Richard Mohs PhD

INDEPENDENT NON-EXECUTIVE DIRECTOR

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.

Committees:

Remuneration and Nomination Committee and Audit, Risk and Compliance Committee

Other directorships and interests:

Alzheimer's Drug Discovery Foundation, Chief Science Officer, Global Alzheimer's Platform Foundation, Consultant for various biotechnology companies, academic institutions and foundations

Ingrid Player BEc and LLB (Hons), GAICD

INDEPENDENT NON-EXECUTIVE DIRECTOR

Ms Player brings deep healthcare sector experience and strong commercial expertise to the Board of Cogstate. She has held senior executive roles with Healthscope Ltd, a leading private healthcare provider in Australia, including the former positions of Group Executive – Legal, Governance and Sustainability, and General Counsel and Company Secretary from 2005 until 2019.

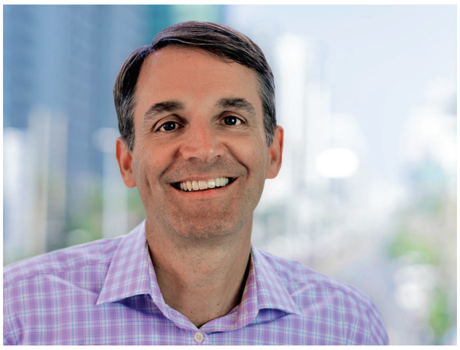
Ms Player also has considerable international commercial and regulatory experience that spans different markets and industries, which she gained in private legal practice in Australia and in The Netherlands. She holds a Bachelor of Economics & Bachelor of Laws (Hons) from Monash University. She is a graduate member of the Australian Institute of Company Directors.

Committees:

Remuneration and Nomination Committee and Audit, Risk and Compliance Committee (Chair)

Other directorships and interests:

Ms Player serves as a non-executive director on the boards of HealthShare Victoria, Cleanaway Waste Management Limited (since March 2021) and Epworth Foundation



Richard van den Broek CFA

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr van den Broek is founder and managing partner of HSMR Advisors LLC, a U.S. based fund manager with an investment emphasis on small and mid-cap biotech public companies. Prior to his time as an investor in the healthcare industry Mr van den Broek had a ten year career as a biotech analyst, starting at Oppenheimer & Co., then Merrill Lynch, and finally at Hambrecht & Quist.

Committees:

Remuneration and Nomination Committee

Other directorships and interests:

PhaseBio Pharmaceuticals Inc and Pulse Biosciences Inc

Kim Wenn BCompSc

INDEPENDENT NON-EXECUTIVE DIRECTOR

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, Kim held the role of Chief Information Officer at Tabcorp Holdings, an ASX50 listed company where Kim led a team of 1,200 technology experts to drive strategic direction through digital transformation. Kim'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.

Committees:

Remuneration and Nomination Committee and Audit, Risk and Compliance Committee

Other directorships and interests:

Volt Bank Limited and Bupa Asia Pacific entities (Bupa ANZ Insurance Pty Ltd, Bupa ANZ Healthcare Holdings Pty Ltd, Bupa HI Pty Ltd, Bupa HI Holdings Pty Ltd and Bupa Foundation (Australia) Limited)

Company Secretary

David Franks **BEc, CA, FFin, FGIA, JP**

David is a Principal of the Automic Group. He is a Chartered Accountant, Fellow of the Financial Services Institute of Australia, Fellow of the Governance Institute of Australia, Justice of the Peace, Registered Tax Agent and holds a Bachelor of Economics (Finance and Accounting) from Macquarie University. With over 30 years' experience in finance, governance and accounting, Mr Franks has been CFO, Company Secretary and/or Director for numerous ASX listed and unlisted public and private companies, in a range of industries covering energy retailing, transport, financial services, mineral exploration, technology, automotive, software development and healthcare. Mr Franks is currently the Company Secretary for the following ASX Listed entities: Applyflow Limited, COG Financial Services Limited, Cogstate Limited, Exopharm Limited, IRIS Metals Limited, IXUP Limited, JCurve Solutions Limited, Noxopharm Limited, Nyrada Inc, White Energy Company Limited and ZIP Co Limited. He was also a Non-Executive Director of JCurve Solutions Limited from 2014 to 2021.

Kristi Geddes **LLB, BPsychSc, Grad Dip Legal Practice, Grad Dip Health and Medical Law**

Appointed Co-Company Secretary on 27 April 2023.

Kristi is General Counsel at Cogstate. She has 20 years' legal experience in private practice and in-house roles, and has undergraduate and post graduate qualifications across law, health and psychological science. She is an Affiliate member of the Governance Institute of Australia.

Retired Director

David Dolby **BSE, MBA**

NON-EXECUTIVE DIRECTOR

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.

Committees:

Remuneration and Nomination Committee

Other directorships and interests:

Dolby Laboratories (from 2011), Salk Institute for Biological Sciences (from 2019), Academy Museum of Motion Pictures (from 2019), CFO of the Ray and Dagmar Dolby Family Fund (since 2010), Therini Bio Inc (since 2022) and Arclight Therapeutics (since 2022)

My Dolby ceased to be a director of Cogstate Ltd on 25 January 2023.

Up to 75% of oncology patients experience cognitive impairment.

Changes in memory, executive function, attention, and processing speed occur across cancer types, making cognition important for pharmaceutical teams to consider when developing therapeutics in adults and children. Cogstate digital assessments help researchers gather vital data to better address cognitive impacts in oncology patients.

Directors' Report

Your directors present their report together with the financial report of the consolidated entity, consisting of Cogstate Limited and the entities it controlled ("the Group" or "Cogstate"), for the financial year ended 30 June 2023 and the auditor's report thereon.

Principal activities

During the year, the principal activities of the Group consisted of:

- Creation, validation and commercialisation of digital brain health assessments; and
- Design and provision of quality assurance services in clinical trials, focused on the administration, scoring and recording of conventional brain health assessments.

Cogstate solutions are widely used in both academic and industry sponsored research. As at 30 June 2023, Cogstate technology had been deployed in more than:

- 1,800 academic research studies
- 530 industry sponsored clinical trials

Business Strategies and Prospects

Cogstate was formed in December 1999 with a business thesis centered around the role of digital brain health assessments in an aging society with an increasing awareness of brain health.

Over time, Cogstate's business has evolved and expanded.

Creation and Scientific Validation of Digital Brain Health Assessments

Cogstate was founded as a disruptive solution that sought to leverage technology to simplify the measurement of cognition (brain health) in order to make cognitive assessment more accessible to the community. Once the initial versions of the technology had been created, focus quickly turned to scientific validation of the technology; proving equivalence and/or superiority to standard measures of cognition such as a neurological exam conducted by specialist physicians. Today, Cogstate technology is scientifically proven, with support provided in the form of over 600 peer reviewed publications across a wide range of indications and drug classes.

The Role of Academic Collaboration in Scientific Validation

Since the development of the first version of its technology, Cogstate has sought to collaborate with academics the world over. As part of these collaborations, Cogstate provides technology at little or no cost to academics, but in return is granted access to data that can be used for validation or marketing. At 30 June 2023, Cogstate technology has been utilised in over 1,800 academic research studies.

Launch of Clinical Trials Offering

Leveraging the validation obtained through academic collaborations, in 2004 Cogstate executed its first commercial agreement with Pfizer to support a clinical trial. Since that time, Cogstate has gained extensive experience in the conduct of clinical trials across a range of different indications. Cogstate has collaborated with more than 135 different customers, in the support of more than 530 clinical trials, in more than 100 languages, involving 13,000 clinical trial sites where Cogstate has trained more than 23,000 site staff in respect of the neuropsychological assessments deployed in the trial.

Extending Cogstate's Total Addressable Market to Include Consumers and Physicians

In 2017, Cogstate's Cognigram product received clearance as a HIPAA compliant U.S. FDA Class II Medical Device, which subsequently received marketing authorisation in multiple additional regulatory jurisdictions around the world. Then in 2020, Cogstate and pharmaceutical company Eisai Co., Ltd established a global partnership to develop and commercialise such digital brain performance assessment tools for individuals and doctors. Eisai chose to partner with Cogstate as a result of our significant scientific and commercial validation. The approval by the U.S. Food and Drug Administration (FDA) of the first ever disease modifying therapy for Alzheimer's disease, Aduhelm, that was developed by Eisai and their development partner Biogen, provides Cogstate with a unique opportunity for our technology to play a critical role in identification of individuals who may benefit from the therapeutic treatment.

Cogstate is organised into two main operating divisions:

Clinical Trials Segment

Over the last 18 years, almost all Cogstate revenue has been generated from the sale of technology and associated services to pharmaceutical and biotechnology companies to demonstrate a drug's impact on cognition in clinical trials. Initially, revenue was derived only from the provision of highly sensitive computerised cognitive tests, as well as service fees associated with the deployment of the technology.

Over time, services were added in respect of the management, training and monitoring of conventional cognitive assessments to improve the reliability and sensitivity. Today, Cogstate's full-service solutions span the entire clinical trial lifecycle from study design to final statistical analysis. Recently expanded offerings include more flexible deployment models and modalities for computerised testing, as well as more efficient and effective rater training and monitoring solutions to meet the quality assurance needs of clinical trials.

Growth strategies in Clinical Trials include:

- Leverage adoption of decentralised clinical trial methodologies to grow market share
- Expand capabilities in key therapeutic indications while continuing to grow market penetration in Alzheimer's disease in line with increased investment in drug development
- Establish and deepen channel partnerships with leading platform and service providers as a means of growing customer base
- Continue scientific publication and marketing of the utility and validity of Cogstate technology
- Leverage brand awareness generated from the launch of consumer and physician tools within the Healthcare market

Healthcare Segment

Outside of the Clinical Trials segment, Cogstate has developed tools specifically designed to aid healthcare professionals with objective assessments of cognition in patients. The system, branded as Cognigram™, allows for regular and standardised testing to assist in the early detection of cognitive decline that could be related to a range of factors including head injury, neurodegenerative disease or side effects following pharmacological treatments. There are additional applications in areas such as pre- and post-operative care—especially critical in vulnerable or aging populations—to help ensure a full recovery and reduce rates of hospital re-admittance. Informative and automated reports allow clinicians to easily track a patient's cognitive change over time, compare results to age-matched normative data, and understand performance on both specific cognitive domains and composite scores.

Notwithstanding the list of applications above, the most significant opportunity for Cognigram is in the area of dementia screening and care. Cognigram has achieved regulatory clearance to be marketed in multiple jurisdictions including the United States, Europe and Australia.

In 2018, Cogstate made a decision to cease independent direct marketing of Cognigram and instead sought to distribute the technology through a strategic partner who would drive the adoption of cognitive testing as part of a broader ecosystem of solutions (including therapeutic treatment) designed to more broadly address dementia in society. The change in strategy has resulted in a decrease in direct sales and marketing costs for Cogstate and opportunities for expansion in new markets.

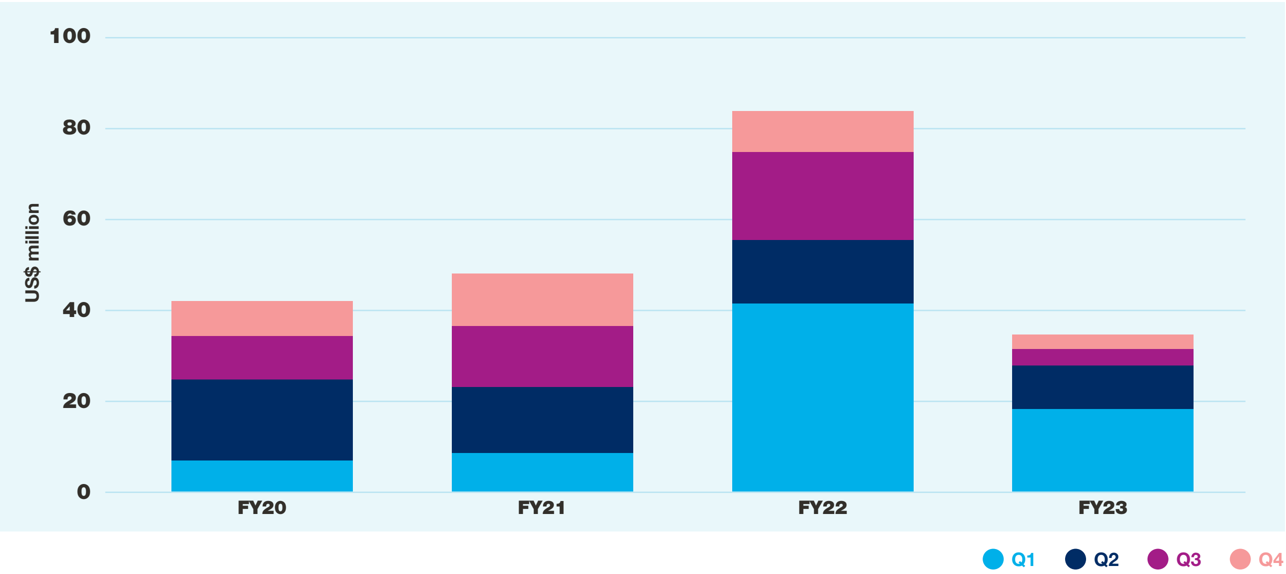
Following the execution of the global license agreement with Eisai Co., Ltd in 2020, growth strategies in Healthcare are focused on the launch and adoption of Cogstate technology to support the launch of the first Alzheimer's disease modifying therapeutic treatment.

Review of Results and Operations

Clinical Trials Sales Contracts

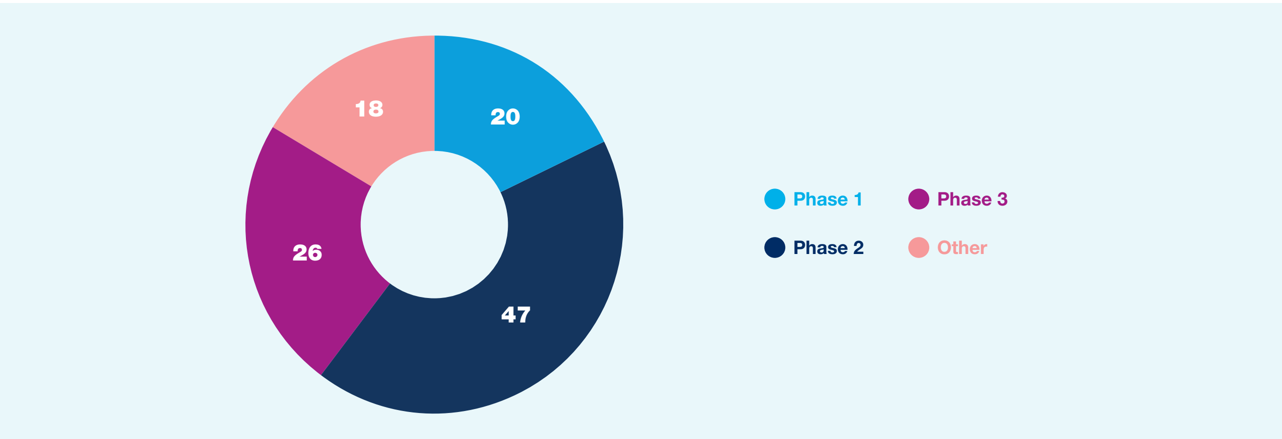
The value of Clinical Trials sales contracts executed during FY23 was $34.0 million, a decrease of 59% compared to the prior year. The timing of Alzheimer's disease trial starts have being impacted by trial readouts and regulatory decisions, and also the capital market conditions slowing decision making and spending by biotechnology companies. Alzheimer's disease continues to represent a significant driver of Clinical Trials sales, representing 70% of the value of contracts executed in FY23, compared to 84% in FY22. Phase 3 trials represented 61% of the value of contracts executed in FY23, compared to 73% in FY22.

Clinical Trial Sales Contracts Executed



Clinical Trials Portfolio

Cogstate is currently managing 111 clinical trials, across all stages of drug development:



Clinical Trials Segment Result

Clinical Trials revenue decreased to $35.7 million in FY23, down 11% from the prior year, primarily a result of enrolment and regulatory delays associated with a small number of trials, and the lower level of new contract sales.

The segment contribution decreased to $18.5 million, down 23% from the prior year (excluding direct depreciation and before non-recurring restructuring costs). Notwithstanding lower revenue, both direct costs of delivery and SG&A costs increased from FY22 to FY23, primarily due to increased staff level in anticipation of revenue growth that was subsequently impacted by delays. The combined revenue decline and cost increase resulted in segment contribution margin falling from 60% in FY22 to 52% in FY23.

Healthcare Segment Result

Revenue for the Healthcare segment was consistent with the prior year and is predominantly made up of revenue from the Eisai global agreement. The segment contribution margin of $3.1 million was a decrease of 3% on the prior year.

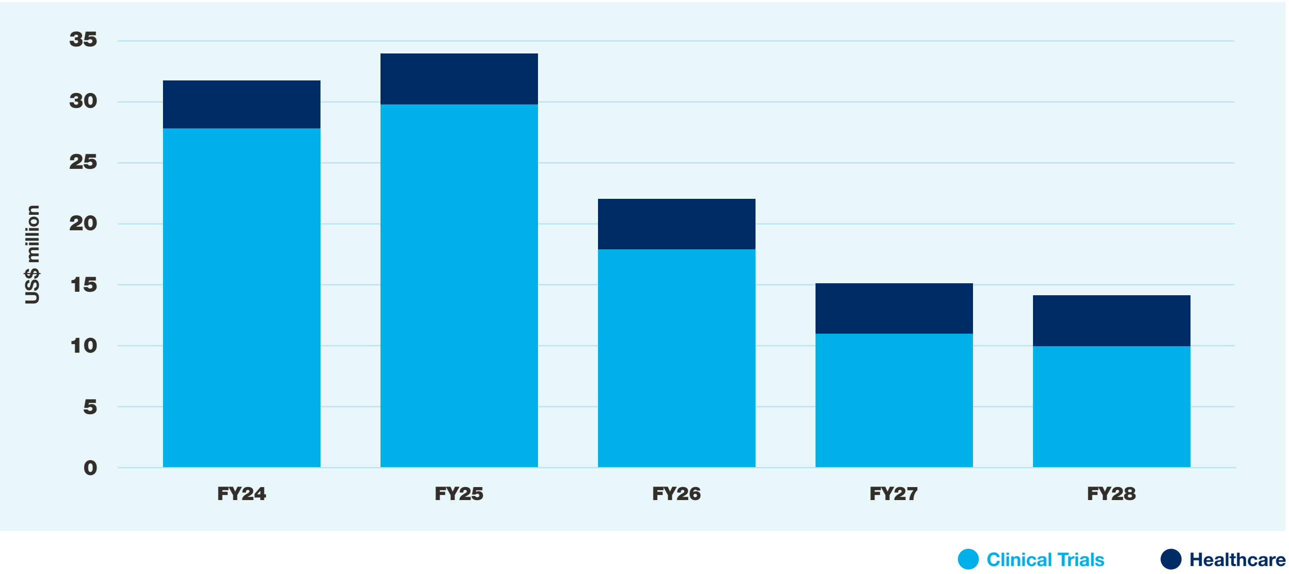
Group Contracted Future Revenue

Total contracted future revenue decreased by 5% to $132.6m as at 30 June 2023, compared to $139.1m at 30 June 2022. The contracted future revenue figure provides insight into future revenue performance of the Group.

The revenue backlog for both the Clinical Trials and Healthcare segments are highlighted in the table below:

	30 June 2023 US$	30 June 2022 US$
Contracted Clinical Trials Revenue	97,951,714	100,242,981
Eisai License - Global (commercial years 1-10)	34,035,590	38,123,444
Eisai License - Japan (10 year license)	615,658	715,576
Contracted future Group revenue at 30 June	**132,602,962**	**139,082,001**

The expected run-off of future revenue backlog is shown in the chart below.



Corporate Governance

The Board of Directors of Cogstate Limited is responsible for the corporate governance framework of the Group having regard to the ASX Corporate Governance Council published guidelines (4th Ed.) as well as its corporate governance principles and recommendations (Recommendations). The Board guides and monitors the business and affairs of Cogstate Limited on behalf of the shareholders by whom they are elected and to whom they are accountable.

The Board seeks to identify the expectations of the shareholders, as well as other regulatory and ethical expectations and obligations. In addition, the Board is responsible for identifying areas of significant business risk and ensuring arrangements are in place to adequately manage those risks. In accordance with the Board Charter, the Board is responsible for ensuring that management's objectives and activities are aligned with the expectations and risk identified by the Board.

The responsibility for the operation and administration of the Group is delegated, by the Board, to the CEO and the executive management team. Whilst at all times the Board retains full responsibility for guiding and monitoring the Group, in discharging its stewardship it makes use of sub-committees. To this end the Board has established the following committees: Audit, Risk & Compliance and Remuneration & Nomination.

The Audit, Risk and Compliance Committee, which operates under a charter approved by the Board, acts on behalf of the Board to ensure that an effective internal control framework exists within the entity. This includes internal controls to deal with both the effectiveness and efficiency of significant business processes, the safeguarding of assets, the maintenance of proper accounting records and the reliability of financial information as well as non- financial considerations. The Board has delegated the responsibility for the establishment and maintenance of a framework of internal control and ethical standards for the management of the Group to the Audit, Risk & Compliance committee. The Audit, Risk & Compliance committee keeps the Board apprised as to these matters.

The Board has established the Remuneration and Nomination Committee to make recommendations to the Board in respect of the Group's objective to provide maximum stakeholder benefit from the retention of a high quality Board and executive team by remunerating directors and key executives fairly and appropriately with reference to relevant employment market conditions. Furthermore the Remuneration and Nomination Committee regularly reviews the composition of the Board, the induction program for new members, available professional development opportunities and the balance of skills, experience and expertise of the Board to ensure that the directors collectively have the appropriate skills mix as Cogstate continues to grow and evolve.

The Corporate Governance of the Group is guided through the ASX Corporate Governance Council guidelines (4th Ed.) as well as its corporate governance principles and recommendations (Recommendations), being the following Recommendations:

- **Principle 1** - Lay solid foundation for management and oversight
- **Principle 2** - Structure of the Board to be effective and add value
- **Principle 3** - Instill a Culture of acting Lawfully, Ethically and Responsibly
- **Principle 4** - Safeguard the integrity of corporate reports
- **Principle 5** - Make timely and balanced disclosure
- **Principle 6** - Respect the rights of shareholders
- **Principle 7** - Recognise and manage risk
- **Principle 8** - Remunerate fairly and responsibly

Full details of the Group's Corporate Governance processes and assessments for the year ended 30 June 2023 are outlined in the Corporate Governance Statement and Appendix 4G released to the ASX and can be located at https://www.cogstate.com/investors/corporate-governance/

Likely Developments

The Group expects to maintain the present status and level of operations.

Financial Position

At 30 June 2023, the net assets of the Group were $37.7 million.

Summary Balance Sheet as at 30 June 2023:

	30 June 2023	30 June 2022	Variance in net assets increase/(decrease)	
	US$	US$	US$	%
Cash and cash equivalents	28,675,988	30,597,170	(1,921,182)	(6%)
Trade and other receivables	7,532,671	8,077,281	(544,610)	(7%)
Property, plant and equipment	369,683	905,192	(535,509)	(59%)
Intangibles	11,112,999	10,765,117	347,882	3%
Other assets	6,375,234	8,101,834	(1,726,600)	(21%)
Total assets	**54,066,575**	**58,446,594**	**(4,380,019)**	**(7%)**
Trade and other payables	4,553,731	10,210,673	5,656,942	55%
Deferred revenue	8,503,406	10,690,919	2,187,513	20%
Other liabilities	3,320,862	4,622,892	1,302,030	28%
Total liabilities	**16,377,999**	**25,524,484**	**9,146,485**	**36%**
Capital	36,318,220	36,145,605	172,615	0%
Accumulated losses	(162,488)	(3,252,806)	3,090,318	95%
Reserves	1,532,844	29,311	1,503,533	5,130%
Total equity	**37,688,576**	**32,922,110**	**4,766,466**	**14%**

Net Cash

The Group had $27.8m net cash as at 30 June 2023.

	2023 US$	2022 US$
Total cash at 30 June	28,675,988	30,597,170
Cash received in advance for future pass-through expenses at 30 June	(882,847)	(1,857,756)
Net cash held for operations at 30 June	**27,793,141**	**28,739,414**

Cash Flow

The table below summarises the annual cashflow, while separating the cash flows that relate to pass-through expenses paid on behalf of Cogstate customers. The summary shows net cash inflow from operations of $0.7m and total cash decrease of $1.9m for the financial year.

	Cogstate Operations US$m	Customer Related Pass-Through Expenses US$m	Total US$m
Cash at 1 July 2022	**28.7**	**1.9**	**30.6**
Cash flow from operations			
Cash flow from ordinary operations	1.7	(1.0)	0.7
Total cash flow from operations	**1.7**	**(1.0)**	**0.7**
Cash flow from investing			
Capitalised software development	(2.1)	0.0	(2.1)
Property, plant & equipment	(0.1)	0.0	(0.1)
Interest received	0.5	0.0	0.5
Total cash flow from investing	**(1.7)**	**0.0**	**(1.7)**
Cash flow from financing			
Proceeds from exercise of options	0.2	0.0	0.2
Share buy back	(0.6)	0.0	(0.6)
Principal portion of lease payments	(0.5)	0.0	(0.5)
Total cash flow from financing	**(0.9)**	**0.0**	**(0.9)**
Net cash flow during the year	**(0.9)**	**(1.0)**	**(1.9)**
Cash at 30 June 2023	**27.8**	**0.9**	**28.7**

Material Business Risks

Cogstate actively manages the risks that could materially impact our ability to sustain our future financial performance and deliver our long term strategy. The material business risks that have the potential to impact achievement of the Group's strategic priorities and business objectives, with relevant mitigation strategies, are outlined below.

These risks should not be taken to be a complete or exhaustive list of the risks and uncertainties associated with Cogstate. Many of the risks are outside the control of the Directors. There can be no guarantee that Cogstate will achieve its stated objectives, that it will meet trading performance or financial results guidance that it may provide to the market, or that any forward looking statements contained in this report will be realised or otherwise eventuate. The more generic risk areas that affect most companies or general economic factors that may impact Cogstate have not been included below.

Risk	The risk and its impact	How are we responding
Competitive offering	Cogstate provides proprietary digital brain health assessments along with scientific and operational expertise in respect of the assessment of cognition in the context of clinical trials. A risk to Cogstate is that it must continually evolve its offering, with new technology, new delivery modalities, better data analytics and new systems to ensure that it remains a leader in a competitive market. Additionally, it is expected that the launch of new Alzheimer's disease treatments will bring an increase in demand for brain health assessment, leading to an increase in competition in the space.	• We identify opportunities for investment within the business that will enable Cogstate to improve its offering to customers (for example, investment in data ingestion, analytics and reporting through FY22 and FY23). • We are continually innovating, with a focus on ensuring we have superior digital cognitive testing available across a range of modalities that can be used in a range of settings. • Our science team is actively engaged with the industry, regularly evaluating market developments and trends. • We regularly scan the market for new entrants or developments within existing competitors. • We have close relationships with major customers, ensuring that we understand their current and future needs and adapt our offering to meet those needs (for example, delivery of fully remote clinical trials).
Technology - Information security and cyber security	Cogstate operates critically important testing which is expected to be available at all relevant business times and involves the collection of personal and confidential data. A risk to Cogstate arises where the business is unable to effectively operate in the event of a major business disruption meaning it is unable to provide services to customers causing significant impact to customers. A further risk to Cogstate is a security breach of the Group's technology with private data accessed by an unauthorised third party resulting in Cogstate breaching regulations, customer contracts and/or employee agreements.	• During FY23 we developed a Cybersecurity Risk Appetite Statement to guide a strategic approach to security, including a program of works to continually improve cybersecurity framework. • We regularly monitor the availability of our technology against targets to ensure availability. • We monitor the health of critical systems and have contingency plans in place for disruptions. • We engage external expertise to review our controls framework and conduct penetration testing, and more specifically our cyber security controls, to ensure we continue to improve our tools and processes. • We provide regular staff training on cyber security risks and policies. • We have business continuity plans that are regularly reviewed and tested.

Risk	The risk and its impact	How are we responding
Talent	Cogstate relies on the skills and commitment of key talent to deliver services to customers. A risk to Cogstate is the loss of key talent and the inability to attract and retain key talent in a competitive market. This could result in an inability to deliver service to our customers or a deterioration in the quality of service provided to our customers.	• We regularly review our employee remuneration and reward strategy to ensure we are market competitive. • We conduct regular employee engagement surveys and create action plans to address employee feedback. • We invest in employee development through a Learning@Cogstate program and continually invest in our employees' development. • We have implemented a "virtual-first" model where the majority of employees work remotely, providing Cogstate with access to a wider geographical spread of employees giving a greater access to skills and talent.
Business concentration	The Clinical Trials segment generated 88% of Cogstate's FY23 revenue and is a significant contributor to Cogstate's overall financial performance, whilst one customer represented 39% of Cogstate revenue. Additionally, in the Clinical Trials segment, Cogstate derived approximately 64% of its FY23 revenue from Alzheimer's disease clinical trials. The loss of a key customer represents a significant risk to the ongoing growth of Cogstate's business and a downturn in Alzheimer's disease research could negatively impact Cogstate revenue and earnings.	• While continuing to focus on Alzheimer's disease and win new work in that expanding market, we are expanding our capabilities into other indications. • We are leveraging our relationships with key customers in Alzheimer's disease to grow revenue in other disease areas. • We are continuing to establish a leadership position in remote digital cognitive assessments. • We are expanding the use of cognitive testing as a safety end point. • We have established a global licensing agreement with Eisai to grow the use of digital cognitive assessments in general healthcare to diversify our revenue base beyond clinical trials.

Board of Directors

The following persons held office as directors of Cogstate Limited during the financial year:

- Martyn Myer (Chairman)
- Brad O'Connor (CEO)
- Richard Mohs
- Ingrid Player
- Richard van den Broek
- Kim Wenn
- David Dolby (retired on 25 January 2023)

Company secretary

The following persons held office as Company Secretary of Cogstate Limited during the financial year:

- David Franks
- Kristi Geddes (appointed Co-Company Secretary on 27 April 2023)

Meetings of directors

The number of meetings of the Group's Board of Directors and of each Board committee held during the year ended 30 June 2023, and the numbers of meetings attended by each director were:

	Board meetings		Board meetings (sub-committee)		Audit, Risk & Compliance committee meetings		Remuneration & Nomination committee meetings	
	A	B	A	B	A	B	A	B
Martyn Myer	13	13	6	6	5	5	3	3
Brad O'Connor	13	13	6	6	N/A	N/A	N/A	N/A
David Dolby	7	7	N/A	N/A	N/A	N/A	1	3
Richard Mohs	12	13	N/A	N/A	5	5	3	3
Ingrid Player	12	13	6	6	5	5	3	3
Richard van den Broek	13	13	N/A	N/A	N/A	N/A	2	3
Kim Wenn	11	13	1	3	5	5	2	3

A: Number of meetings attended

B: Number of meetings held during the year

Audit, Risk & Compliance

Ingrid Player (Chair), Martyn Myer AO, Richard Mohs, Kim Wenn

Remuneration & Nomination

Martyn Myer AO (Chair), Richard van den Broek, Richard Mohs, Ingrid Player, Kim Wenn

Interests in the shares and options of the Company

As at the date of this report, the interests of the directors in the shares and options of Cogstate Limited were:

	Number of Ordinary Shares	Number of Options over Ordinary Shares
Mr Martyn Myer	23,614,566	-
Mr Richard Mohs	67,000	-
Ms Ingrid Player	134,098	-
Mr Richard van den Broek	4,458,500	-
Ms Kim Wenn	12,586	-
Mr Brad O'Connor	4,438,102	3,250,000

Proceedings on behalf of the Group

No person has applied for leave of Court to bring proceedings on behalf of Cogstate Limited or any of its subsidiaries.

Dividends

No dividends have been paid during the financial year. The directors do not recommend that a dividend be paid in respect of the financial year (2022: US$nil).

Significant changes in the state of affairs

There have been no significant changes in the state of affairs of the Group during the year.

Matters subsequent to the end of the financial year

No matter or circumstance has arisen since 30 June 2023 that has significantly affected, or may significantly affect:

(a) the Group's operations in future financial years, or

(b) the results of those operations in future financial years, or

(c) the Group's state of affairs in future financial years.

Environmental regulation

The Group is not affected by any significant environmental regulation in respect of its operations.

Unissued shares

As at the date of this report, there were 371,042 performance rights and 12,612,886 unissued ordinary shares under employee options.

Option holders do not have any right, by virtue of the option, to participate in any share issue of the Company or any related body corporate.

Shares issued on the exercise of options

The following ordinary shares of Cogstate Limited were issued during the year ended 30 June 2023 on the exercise of options granted under the Cogstate Employee Equity Plan. No further shares have been issued since that date. No amounts are unpaid on any of the shares.

Date options exercised	Issue price of shares	Number of shares issued
21/Sep/22	0.32	16,667
13/Oct/22	0.69	25,000
18/Oct/22	0.64	50,000
2/Mar/23	0.69	20,860
13/Mar/23	0.64	33,333
13/Mar/23	0.69	24,360
22/Mar/23	1.00	100,000
22/Mar/23	0.69	34,600
8/May/23	0.69	32,025
8/May/23	0.69	16,800
15/Jun/23	0.78	16,667
		370,312

Insurance of officers

During the financial year, the Company has paid premiums in respect of a contract insuring all the directors of Cogstate Limited against costs incurred in defending proceedings for conduct involving any wrongful act by a director. Under the policy, the Company cannot release to any third party or otherwise publish the amount of the premium. Accordingly, the Company relies on section 300(9) of the *Corporations Act 2001* to exempt it from the requirement to disclose the premium amount of the relevant policy.

Non-audit services

The Board of Directors has considered the position and, in accordance with advice received from the Audit, Risk and Compliance committee, is satisfied that the provision of the non-audit services is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*. The directors are satisfied that the provision of non-audit services by the auditor, as set out below, did not compromise the auditor independence requirements of the *Corporations Act 2001* for the following reasons:

- all non-audit services have been reviewed by the Audit, Risk and Compliance committee to ensure they do not impact the impartiality and objectivity of the auditor; and
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)*.

During the year the following fees were paid or payable for non-audit services provided by the auditor of the parent entity, its related practices and non-related audit firms:

	Consolidated	
	2023 US$	2022 US$
Taxation services		
Pitcher Partners firm (Melbourne):	-	-
Network firms of Pitcher Partners	11,128	7,437
Total remuneration for taxation services	**11,128**	**7,437**
Other services		
Pitcher Partners firm (Melbourne):	-	-
Network firms of Pitcher Partners	-	-
Total remuneration for non-audit services	**11,128**	**7,437**

Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the *Corporations Act 2001* in relation to the audit for the financial year is provided with this report.

Rounding of amounts

In accordance with *ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191*, the amounts in the directors' report and in the financial statements have been rounded to the nearest dollar.

COGSTATE LIMITED

AUDITOR'S INDEPENDENCE DECLARATION
TO THE DIRECTORS OF COGSTATE LIMITED

In relation to the independent audit for the year ended 30 June 2023, to the best of my knowledge and belief there have been:

(i) No contraventions of the auditor independence requirements of the *Corporations Act 2001*; and

(ii) No contraventions of APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)*.

This declaration is in respect of Cogstate Limited and the entities it controlled during the year.

M J HARRISON
Partner

22 August 2023

PITCHER PARTNERS
Melbourne

Dear shareholder,

On behalf of the Board, I am pleased to present the Remuneration Report for Cogstate for the year ended 30 June 2023 (FY23).

FY23 Performance

FY23 was a challenging year for Cogstate with revenue delays associated with ongoing clinical trials and a significant decline in Clinical Trials sales contracts, particularly through the second half of the financial year. As a result of the decline in sales and associated in-period revenue recognition, and resulting decline in revenue and profits, Cogstate management made the difficult decision to restructure the business in May 2023, exiting approximately 13% of full-time employees from the business, which has reduced annual costs by $2.6 million. These actions did not produce any cost savings in FY23 but have positioned the Group well for FY24.

Despite the challenging FY23, Cogstate management believe the business is well placed to record better financial results for FY24 with the strong future contracted revenue position, good sales prospects, and positive industry developments, combined with a lower cost base and strong cash position.

FY23 Remuneration Outcomes

The remuneration outcomes for FY23 reflect the intended operation of the remuneration framework. At the heart of Cogstate's remuneration framework is our commitment to deliver competitive remuneration to its key people, to encourage the achievement of the Group's strategic priorities, and deliver value to shareholders.

Reflecting Cogstate's financial performance in FY23, and also taking into account individual objectives, the total STI awarded was 25% of maximum for the CEO and between 0% - 50% of maximum for other Senior Executives.

As flagged in my Chair letter last year and as approved by shareholders at the 2022 Annual General Meeting, effective in FY23 the LTI was updated to better reflect the objectives of the remuneration framework such that the design will:

- operate to incentivise on Cogstate's strategic agenda and retain key talent;
- reflect industry best practice and is market competitive;
- provides for strong shareholder alignment and encourages an owner's mindset; and,
- is simple and understood by participants and shareholders.

Going forward, grants under the LTI will now be assessed across a 3-year performance based on Group-wide EPS and Revenue targets. Further detail on the new LTI structure is provided in Section 4c of the Report. It is noted that, during FY23, the only grant of LTI to KMP was the issue of 350,000 employee share options to Rachel Colite in June 2023 (reflecting her promotion to the role of Executive Vice President, Clinical Trials). There was no grant under the new LTI structure made to the CEO or CFO during the FY23 year.

With the changes to executive roles and responsibilities throughout the year, we have reviewed the make-up of KMP and have reflected those changes in this Report.

Notwithstanding a tight market for talent, CEO base salary was not changed during FY23. The CEO remuneration package, with a large at-risk component, is designed to closely align total remuneration to company performance, resulting in a substantial decrease in CEO remuneration in FY23 compared to FY22.

Across the rest of the KMP, increases in base salary during FY23 were in the range of 3%-4%. The exception being in the case of promotion, with increased base salary reflecting greater responsibility.

FY24 Remuneration Changes

The Board has assessed CEO remuneration and will again keep base salary unchanged in FY24. Across other KMP, increases in Base Salary for FY24 will be in the range of 3% - 5%.

As we transition from the previous LTI structure to the new LTI structure, the Board has determined that existing LTI on issue to CEO, CFO and most other KMP is sufficient for FY24 and therefore there will be only limited grants of LTI during the FY24 year to those individuals.

I invite you to read our Report and trust that you will find that it outlines the link between our strategy, performance and executive remuneration outcomes.

On behalf of the Board, we look forward to welcoming you and receiving your feedback at our 2023 AGM.

Yours sincerely,

Martyn Myer AO
Remuneration and Nomination Committee Chair
22 August 2023

Audited Remuneration Report

Table of Contents

1. Who does this report cover?

The directors present the Cogstate Limited 2023 remuneration report, outlining key aspects of our remuneration policy and framework, and remuneration awarded this year.

This remuneration report outlines the director and executive remuneration arrangements of the Company and the Group in accordance with the requirements of the *Corporations Act 2001* and its Regulations. For the purposes of this report, key management personnel (KMP) of the Group are defined as those persons having authority and responsibility for planning, directing, and controlling the major activities of the Company and the Group, directly or indirectly, including any director (whether executive or otherwise) of the parent Company, and includes the four executives in the parent and the Group receiving the highest remuneration.

For the purposes of this report, the term 'executive' encompasses the chief executive, senior executives and general managers of the parent and the Group.

Name	Position	Term
Non-Executive Directors		
Martyn Myer AO	Chairman (Non-Executive)	Full Year
Richard Mohs	Non-Executive Director	Full Year
Ingrid Player	Non-Executive Director	Full Year
Richard van den Broek	Non-Executive Director	Full Year
Kim Wenn	Non-Executive Director	Full Year
Key Management Personnel		
Brad O'Connor	Managing Director and CEO	Full Year
Darren Watson	Chief Financial Officer	Full Year
Rachel Colite	Executive Vice President, Clinical Trials	Appointed on 1 June 2023
Chris Edgar	Chief Science Officer	Full Year

Former Non-Executive Directors and Key Management Personnel

Name	Position	Term
Non-Executive Directors		
David Dolby	Non-Executive Director	Retired 25 January 2023
Key Management Personnel		
Paul Maruff	Chief Innovation Officer	Moved to non-KMP role 1 July 2022
Ken Billard	Chief Commercial Officer	Moved to non-KMP role 1 June 2023
Ben Bloomfield	Chief Technology Officer	Resigned 25 January 2023

Voting and comments made at the Company's 2022 Annual General Meeting

Cogstate Limited received 97% of "yes" votes on its remuneration report for the 2022 financial year.

2. Overview of executive remuneration strategy and framework

a. Remuneration principles

The Group is committed to attracting and retaining the best people to work in the organisation, including directors and senior management. A key element in achieving that objective is to ensure that the Group is able to remunerate its key people adequately and appropriately given market conditions and their experience.

The Group has established a framework for remuneration that is designed to:

1. ensure that coherent remuneration policies and practices are observed which:
    a. enable the attraction and retention of directors and management who will create value for shareholders; and
    b. are aligned with the overall risk management framework of the Group;
2. fairly and responsibly reward directors and senior management having regard to the Group's performance, the performance of the senior management and the general pay environment; and
3. comply with all relevant legal and regulatory provisions.

b. Remuneration policy

Remuneration structure

In accordance with best practice corporate governance, the structure of executive and non-executive directors and key management personnel remuneration is separate and distinct.

Senior Executives

Executive remuneration policy and framework

The objective of the remuneration policy is to design and implement a remuneration framework to meet the remuneration principles outlined above.

Cogstate's remuneration philosophy is to attract and retain talented employees through an engaging and equitable reward framework. It aims to encourage and recognise high performance in a manner which is aligned with the long-term interests of Cogstate and its shareholders.

The principles that underpin the remuneration policy for the executives are the same as those that apply to other employees. The CEO's arrangements have a greater emphasis on a higher proportion of remuneration in performance related pay. The performance measures used to determine short term incentives for the CEO and all employees are linked to the delivery of strategy consistent with Cogstate's purpose.

The Remuneration and Nomination Committee believes that the appropriate remuneration framework for the Cogstate KMPs is comprised of fixed and variable elements. The fixed component comprises base salary and pension / superannuation, in line with relevant statutory provisions. The variable component is comprised of short and long term incentives. In setting remuneration, the Committee takes into account reports and advice detailing market levels of remuneration for comparable roles.

The CEO's remuneration is benchmarked in the USA. For all other executives, remuneration is benchmarked and determined in the home jurisdiction of the executive.

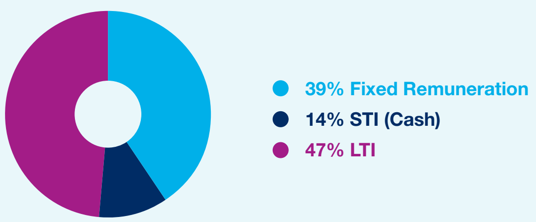
This philosophy resulted in a Senior Executive remuneration framework for the 2023 financial year consisting of both fixed and variable remuneration components. The objectives and key elements of each component are presented below:

c. Remuneration Framework

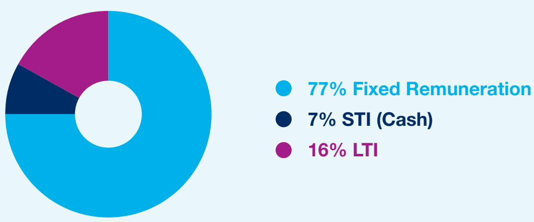
	Fixed	Variable 'At-Risk'	
Objective	The fixed component is in place to attract and retain key talent	The variable component is performance-based and aligned with Cogstate's strategic direction to deliver both short and long term value creation to shareholders	
Component	Fixed remuneration	Short Term Incentive (STI)	Long Term Incentive (LTI)
Basis of Quantum	Fixed remuneration reflects seniority, complexity, nature and size of the role and is reviewed annually	Awards based on the achievement of the company's strategic priorities and operational targets and commensurate with the remuneration received by executives. Performance measures each year are chosen on the basis that they are expected to have a significant short and long-term impact on the company's success and are both financial and non-financial targets	Awards to executives based on a manner which aligns this element of remuneration with the creation of shareholder wealth
Vehicle	Cash	Cash	Employee Equity Plan

The FY23 remuneration framework for all Senior Executives is unchanged from FY22. The applied remuneration mix for actual performance is shown in the diagrams below.

CEO



OTHER KEY MANAGEMENT PERSONNEL



3. Cogstate's performance and link to FY23 remuneration outcomes

a. FY23 company performance

The following table shows key performance indicators for the Group over the last 5 years:

Consolidated	2023	2022	2021	Restated 2020	2019
Profit/(loss) for the year attributable to owners of Cogstate Ltd (US$'000)	3,568	7,520	5,233	(1,957)	(2,496)
Basic earnings/(loss) per share (cents)	2.1	4.4	3.1	(1.2)	(2.1)
Dividend payments (cents)	-	-	-	-	-
Dividend payout ratio (%)	-	-	-	-	-
Increase/(decrease) in share price (cents)	13	17	100	17	(57)
Increase/(decrease) in share price (%)	8.2%	12.1%	277.8%	84.6%	(74.3%)
KMP short-term incentives as a percentage of profit/(loss) for the year (%)	7.2%	18.5%	21.7%	(48.0%)	(17.5%)

The above table illustrates the link between Cogstate Limited's profit/(loss) after tax and payments made under the STI plan. The relationship between the two will differ from year to year, since STI awards are made on an assessment of both financial and non-financial criteria.

b. STI awards for FY23

STI awards for key management personnel ranged between below threshold and not paid, to target.

The table below summarises the STI outcomes for each scorecard measure for eligible FY23 participants.

	Profit Before Tax	Divisional Financial Measures	Non- Financial Measures	Percentage of Maximum STI	
				% Awarded	% Not awarded
Key Management Personnel					
Brad O'Connor *CEO*	🔴	🔴	🟢	25	75
Darren Watson *Chief Financial Officer*	🔴	N/A	🟢	40	60
Rachel Colite[1] *Executive Vice President, Clinical Trials*	🔴	N/A	🔵	50	50
Chris Edgar[2] *Chief Science Officer*	🔴	N/A	🟢	40	60
Former Key Management Personnel					
Ken Billard[3] *Chief Commercial Officer*	N/A	🔴	N/A	-	100

Key 🔵 At target 🟢 Between threshold & target 🟣 Between target and stretch 🔴 Below Threshold and not paid

[1] R Colite appointed KMP effective 1 June 2023
[2] C Edgar appointed KMP effective 1 July 2022
[3] K Billard was KMP until 1 June 2023

c. LTI vested in FY23

2023 Name	Vesting Date	Number of Options
Executive director		
B O'Connor	21/Oct/22	666,666
B O'Connor	27/Oct/22	416,667
Other key management personnel (Group)		
D Watson	28/Feb/23	100,000
R Colite[1]	31/Aug/22	48,750
C Edgar[2]	31/Aug/22	118,333
K Billard[3]	31/Aug/22	300,000

[1] R Colite appointed KMP effective 1 June 2023
[2] C Edgar appointed KMP effective 1 July 2022
[3] K Billard was KMP until 1 June 2023

4. Detailed overview of Executive Remuneration Framework for FY23

a. Fixed remuneration structure

Fixed Remuneration is made up of cash salary, superannuation and other approved benefits and is reviewed annually to assess its alignment to individual performance and market practice.

	Short-term employee benefits			Post-employment benefits	Long-term benefits		Share-based payments	
2023 Name	**Cash salary and fees US$**	**Cash bonus* US$**	**Non-monetary benefits US$**	**Superannuation US$**	**Long service leave US$**	**Termination Benefits US$**	**Options US$**	**Total US$**
Current non-executive directors								
M Myer	85,630	-	-	8,991	-	-	-	94,621
R Mohs	62,755	-	-	-	-	-	-	62,755
I Player	64,223	-	-	6,743				70,966
R van den Broek	56,149	-	-	-	-	-	-	56,149
K Wenn	58,106	-	-	6,101	-	-	-	64,207
Former non-executive directors								
D Dolby[1]	32,192	-	-	-	-	-	-	32,192
Sub-total non-executive directors	**359,055**	**-**	**-**	**21,835**	**-**	**-**	**-**	**380,890**
Current key management personnel (Group)								
Executive director								
B O'Connor	363,382	156,000	40,419	18,586	7,772	-	512,140	1,098,299
Other key management personnel (Group)								
D Watson	275,337	57,681	-	18,586	4,572	-	112,884	469,060
R Colite[2]	23,692	3,719	-	2,843	-	-	11,411	41,665
C Edgar[3]	265,268	38,891	-	32,347	-	-	85,423	421,929
Former key management personnel (Group)								
P Maruff[4]	-	-	-	-	-	-	-	-
K Billard[5]	352,404	-	-	32,705	-	-	18,963	404,072
B Bloomfield[6]	164,298	-	-	10,844	-	-	10,694	185,836
Total key management personnel compensation (Group)	**1,803,436**	**256,291**	**40,419**	**137,746**	**12,344**	**-**	**751,515**	**3,001,751**

*Bonuses are accrued at 30 June and paid in the following financial year
[1] D Dolby retired on 25 January 2023
[2] R Colite appointed KMP effective 1 June 2023. Her FY23 remuneration has been pro-rated to reflect that she was KMP for part of the year.
[3] C Edgar appointed KMP effective 1 July 2022
[4] P Maruff moved to non-KMP role 1 July 2022
[5] K Billard was KMP until 1 June 2023. His FY23 remuneration has been pro-rated to reflect that he was KMP for part of the year.
[6] B Bloomfield ceased employment effective 25 January 2023

	Short-term employee benefits			Post-employment benefits	Long-term benefits		Share-based payments	
2022 Name	**Cash salary and fees US$**	**Cash bonus* US$**	**Non-monetary benefits US$**	**Superannuation US$**	**Long service leave US$**	**Termination Benefits US$**	**Options US$**	**Total US$**
Non-executive directors								
M Myer	92,133	-	-	9,213	-	-	-	101,346
R Mohs	68,823	-	-	-	-	-	-	68,823
I Player	69,102	-	-	6,910				76,012
R van den Broek	61,520	-	-	-	-	-	-	61,520
K Wenn	62,519	-	-	6,252	-	-	-	68,771
D Dolby	61,520	-	-	-	-	-	-	61,520
Sub-total non-executive directors	**415,616**	**-**	**-**	**22,375**	**-**	**-**	**-**	**437,992**
Executive director								
B O'Connor	346,472	667,680	47,518	19,932	6,470	-	500,683	1,588,755
Other key management personnel (Group)								
P Maruff	282,816	216,956	12,532	19,932	4,928	-	43,751	580,915
K Billard	361,437	230,750	-	24,115	-	-	60,027	676,329
D Watson	280,857	152,513	-	19,932	4,686	-	122,058	580,046
B Bloomfield	280,857	123,463	-	19,932	4,686	-	122,058	550,996
Total key management personnel compensation (Group)	**1,968,057**	**1,391,361**	**60,050**	**126,219**	**20,769**	**-**	**848,576**	**4,415,033**

*Bonuses are accrued at 30 June and paid in the following financial year.

b. STI structure

PURPOSE	The objective of the STI is to link achievement of the Group's strategic priorities and operational targets with the remuneration received by executives. Performance measures each year are chosen on the basis that they are expected to have a significant short and long term impact on the company's success.
OPPORTUNITY	35% - 150% of fixed remuneration.
PERFORMANCE PERIOD	Targets were set at the commencement of FY23 and assessed at the end of the financial year, based on the Group's audited annual results and individual performance against non-financial targets.
PERFORMANCE CONDITIONS	For FY23, all STI targets for Senior Executives were aligned with the strategic goals across the Group. The composition of these targets is set out below for eligible STI participants in FY23.

Targets and Weightings (as a percentage of STI opportunity for target performance)

Senior Executive	Position	Group Operating Profit Before Tax	Divisional Financial Measure(s)	Non-Financial Measures
Brad O'Connor	CEO	50%	20%	30%
Darren Watson	Chief Financial Officer	50%	N/A	50%
Rachel Colite	Executive Vice President, Clinical Trials	50%	N/A	50%
Chris Edgar	Chief Science Officer	50%	N/A	50%
Ken Billard	Chief Commercial Officer	0%	100%	0%

Profit before tax is the statutory result. All executives at Cogstate work towards the same profit before tax goal.

Divisional financial measures comprise specific financial targets, at either a segment or Group level, that are specific to the individual executive and his or her area of expertise and control. Examples of divisional financial measures include:

- Achievement of Clinical Trials sales targets; and
- Achievement of segment profit contribution targets.

Other non-financial measures comprise specific targets and goals that are both strategic for the company and specific to the individual executive and his or her area of expertise and control. Examples of such non-financial measures include:

- Development of new technology platforms and/or new forms of assessment that are relevant for continued expansion of the Group's business;
- Conduct of scientific activity, such as publication of peer reviewed data, that supports use of Cogstate assessments or systems in commercial environments;
- Establishment of new sales channels;
- Implementation of operational efficiency measures or system updates; or
- Other divisional specific goals considered strategic to the business.

All of these are areas which are aligned with Cogstate's strategic goals and are key to positive outcomes for Cogstate and its stakeholders.

Performance against targets is assessed by the Board based on the Group's annual audited results and financial statements. The methods adopted to assess performance have been chosen as the Board believes they are the most appropriate way to assess the true financial performance of the company and determine remuneration outcomes.

TREATMENT ON CESSATION	On cessation of employment, Senior Executives are not entitled to any unpaid STI, other than where the Senior Executive resigns for illness or other approved reasons, or where employment is terminated due to redundancy. In such cases, the Senior Executive, subject to Board discretion, may receive a pro-rata STI award based on performance over the period of the year that they were employed.

c. LTI structure

Long Term Incentive (LTI)

PURPOSE

The LTI is designed to align the interests of Senior Executives with the interests of shareholders by providing them with the opportunity to acquire Shares in Cogstate for the purpose of motivating, attracting and retaining key employees.

OPPORTUNITY

35% - 150% of Fixed Remuneration

PERFORMANCE PERIOD

Performance will be measured over a 3-year performance period.

PARTICIPATION

Select Senior Executives identified by Cogstate as having the ability to influence Company performance and execution of strategy.

VEHICLE AND ALLOCATION METHODOLOGY

Options are issued for nil consideration. Each option entitles the holder to subscribe for one fully paid ordinary share in the Company subject to satisfaction of applicable performance criteria (see below) and payment of the specified exercise price. The Option may be exercised following the end of the performance period. Options expire after five years.

The number of options issued is calculated taking into account the 5-day volume-weighted average price (VWAP) following release of full year results.

Options are measured at fair value using a binomial option pricing model, which takes account of factors including the option exercise price, the current level and volatility of the underlying share price, the risk-free interest rate, expected dividends on the underlying share, current market price of the underlying share and the expected life of the option. For further details relating to the options, refer to Note 30.

Each option does not carry any voting or dividend entitlements.

PERFORMANCE CRITERIA

Vesting of any Options will be subject to achievement of the following performance conditions:

Earnings per share (EPS Condition) (50%)

The Options subject to the EPS Condition will vest as set out in the table below:

EPS over the Performance Period*	% of Options subject to EPS condition that vest
<15% (threshold)	Nil
15% - 20% (target)	50% - 100% (linear)
>20% (stretch)	100%

*Target for EPS expressed as a 3-year compound annual growth rate (CAGR).

Revenue (Revenue Condition) (50%)

The Options subject to the Revenue Condition will vest as set out in the table below:

Revenue growth over the Performance Period*	% of Options subject to Revenue condition that vest
<10% (threshold)	Nil
10% - 15% (target)	50% - 100% (linear)
>15% (stretch)	100%

*Target for Revenue growth expressed as a 3-year CAGR.

TREATMENT ON CESSATION

Where a participant ceases employment for cause or due to resignation (other than due to death, ill health, or disability) during the performance period all unvested Options will automatically lapse. In all other circumstances, the Options will remain on foot and subject to the original performance conditions, as if the participant had not ceased employment.

However, pursuant to the Employee Equity Plan Rules, the Board retains absolute discretion to determine to vest or lapse some or all Options in all circumstances.

CHANGE OF CONTROL

Where a change of control occurs (e.g., a takeover, scheme of arrangement or winding up of the Company), unless the Board determines a different treatment (which may be at a time when the Board considers a change of control is likely to occur), the participant's unvested Awards vest to the extent that the Board determines the vesting / performance conditions have been satisfied (or are estimated to have been satisfied).

MALUS AND CLAWBACK

The Board may, at its discretion reduce or clawback all vested and unvested LTI awards in certain circumstances. The circumstances in which the Board may make a determination include (but are not limited to):

- fraud, or dishonest, gross misconduct or gross incompetence in relation to the affairs of the Group;
- behaviour that brings the Group into disrepute;
- is in breach of their obligations or constitutes a failure to performance or act reasonably and lawfully; or
- has the effect of delivering strong Group performance in a manner which is unsustainable or involves unacceptably high risk, and results or is likely to result in a detrimental impact on Group performance.

5. Overview of NED remuneration

a. Non-Executive Directors (NEDs) remuneration policy

Cogstate's remuneration policy for NEDs aims to ensure that Cogstate can attract and retain suitably qualified and experienced NEDs having regard to:

- the level of fees paid to NEDs of other ASX listed Australian companies;
- the size and complexity of Cogstate's operations; and
- the responsibilities and work requirements of Board members.

b. Overview of any NED fee increases

There were no increases to NED fees during the FY23 year.

c. NED fees

Position	Board Fees* Base fee
Board Chairman	A$120,000
Non-Executive Director	A$85,000
Committee Chairman (Audit, Risk & Compliance Chair and Remuneration & Nomination Chair)	A$10,000
Committee Member	A$10,000

*Board fees are inclusive of superannuation for Australian-based non-executive directors.

The current NED fee pool is A$750,000 per annum (set by shareholders at the 2022 AGM) and the total fees for FY23 including superannuation contributions were A$568,671 which is below the agreed limit. NEDs do not receive any performance-related remuneration.

NEDs are also entitled to be reimbursed for all travel and other expenses reasonably incurred in attending to Cogstate's affairs. In order to maintain independence, NEDs are not eligible for any performance-based payments.

6. Remuneration governance and employment contracts

a. Remuneration governance framework

The Board is responsible for ensuring that Cogstate's remuneration structures are equitable and aligned with the long-term interests of Cogstate and its stakeholders. The Remuneration Committee, established by the Board, is made up of a majority of independent directors, with responsibility for reviewing key aspects of Cogstate's remuneration structure and arrangements.

The Remuneration Committee reviews and recommends to the Board:

- fixed remuneration and incentive arrangements for the Senior Executives and other executives reporting to the CEO;
- major changes and developments to employee incentive plans; and
- remuneration arrangements for Non-Executive Directors.

b. Executive agreements

Key terms of executive service agreement for Brad O'Connor (CEO)

Duration	Ongoing
Periods of notice required to terminate	Either party may terminate the contract by providing twelve months written notice. The Company may terminate the contract immediately upon the event of certain specified acts or omissions by Mr O'Connor.
Termination payments	May not exceed the maximum amount which the Company is permitted to pay the CEO under the *Corporations Act 2001*. STI is not payable where the CEO has resigned and terminates before the payment becomes payable (as determined at the sole discretion of the Board). STI is payable if the STI becomes due and employment is terminated by the Company, other than for cause. Vested Employee Share Options will be treated in accordance with the relevant Plan Rules, whereby any vested options must be exercised within 30 days following the date of cessation of employment and any vested options not exercised post that date will lapse. Any unvested options at the date of cessation of employment will lapse, in accordance with Plan Rules.

Key terms of executive service agreement for other Senior Executives

Duration	Ongoing
Periods of notice required to terminate	Other Senior Executives have 1-6-month notice periods (other than where employment is terminated for serious misconduct, in which case no notice is required). Payment in lieu of all or a portion of the notice period may be made at the Company's discretion.
Termination payments	May not exceed the maximum amount which the Company is permitted to pay the Senior Executive under the *Corporations Act 2001*. STI is not payable where the Senior Executive has resigned and terminates before the payment becomes payable (as determined at the sole discretion of the Board). STI is payable if the STI becomes due and employment is terminated by the Company, other than for cause. Vested Employee Share Options will be treated in accordance with the relevant Plan Rules, whereby any vested options must be exercised within 30 days following the date of cessation of employment and any vested options not exercised post that date will lapse. Any unvested options at the date of cessation of employment will lapse, in accordance with Plan Rules.

The *Corporations Act 2001* restricts the termination benefits that can be provided to KMP on cessation of their employment unless shareholder approval is obtained.

7. Statutory remuneration disclosures

Movements in Employee Share Options held by Senior Executives

Options granted to Non-Executive Directors, Executive Directors and Key Management Personnel during the year are detailed in the below table:

FY2023	Granted number	Grant date	Fair value per option (at grant date) A$[a]	Exercise price per option A$	First vesting date	Final vesting date	Expiry date	Value of options exercised during the year US$*	Amount paid for options exercised US$[c]	Number of options lapsed/ cancelled during the year US$
Non- Executive Directors of Cogstate Limited										
M Myer	-	-	-	-	-	-	-	-	-	-
R Mohs	-	-	-	-	-	-	-	-	-	-
I Player	-	-	-	-	-	-	-	-	-	-
R van den Broek	-	-	-	-	-	-	-	-	-	-
K Wenn	-	-	-	-	-	-	-	-	-	-
Executive Directors of Cogstate Limited										
B O'Connor	-	-	-	-	-	-	-	-	-	-
Key Management Personnel										
D Watson	-	-	-	-	-	-	-	-	-	-
R Colite	350,000	20/6/2023	1.02	1.71	31/8/2025	31/8/2025	20/06/2028	-	-	-
C Edgar	-	-	-	-	-	-	-	12,779	3,556	-
B Bloomfield[1]	-	-	-	-	-	-	-	28,454	66,950	900,000

[a]The fair value of options granted during the financial year is determined at grant date, using the binomial model. This amount is included in remuneration of executive directors and other key management personnel over the vesting period (i.e., a portion is allocated to each financial year within the vesting period).

[b]The value of options exercised during the financial year is determined at the exercise date, measured at the market value of the shares at the date the options were exercised less the price paid to exercise the options.

[c]No amounts remain unpaid on options exercised during the year.

[1]B Bloomfield ceased employment effective 25 January 2023

Equity instrument disclosures relating to key management personnel

(i) Option holdings

The numbers of options over ordinary shares in the Company held during the financial year by each director of Cogstate Limited and other key management personnel of the Group, including their personally related parties, are set out below.

Consolidated 2023 Name	Balance at start of the year	Granted as compensation	Exercised	Other changes	Balance at end of the year	Vested and exercisable	Unvested
Directors of Cogstate Limited							
B O'Connor#	3,250,000	-	-	-	3,250,000	1,416,667	1,833,333
Total	**3,250,000**	**-**	**-**	**-**	**3,250,000**	**1,416,667**	**1,833,333**
Other key management personnel of the Group							
D Watson	1,000,000	-	-	-	1,000,000	100,000	900,000
R Colite[1]	596,250	350,000	-	-	946,250	198,750	747,500
C Edgar[2]	605,000	-	(16,667)	-	588,333	-	588,333
Former key management personnel of the Group							
P Maruff[3]	323,125	-	-	-	323,125	74,375	248,750
K Billard[4]	1,500,000	-	-	-	1,500,000	300,000	1,200,000
B Bloomfield[5]	1,000,000	-	(100,000)	(900,000)	-	-	-
Total	**5,024,375**	**350,000**	**(116,667)**	**(900,000)**	**4,357,708**	**673,125**	**3,684,583**

#Tanya O'Connor holds 400,000 options at 30 June 2023 which were issued during the financial year as part of her employment at Cogstate

[1] R Colite appointed KMP effective 1 June 2023

[2] C Edgar appointed KMP effective 1 July 2022

[3] P Maruff moved to non-KMP role 1 July 2022

[4] K Billard was KMP until 1 June 2023

[5] B Bloomfield ceased employment effective 25 January 2023

All vested options are exercisable at the end of the year.

Consolidated 2022 Name	Balance at start of the year	Granted as compensation	Exercised	Other changes	Balance at end of the year	Vested and exercisable	Unvested
Directors of Cogstate Limited							
M Myer	200,000	-	(200,000)	-	-	-	-
D Dolby	100,000	-	(100,000)	-	-	-	-
R van den Broek	100,000	-	(100,000)	-	-	-	-
B O'Connor#	2,250,000	1,000,000	-	-	3,250,000	333,334	2,916,666
Total	**2,650,000**	**1,000,000**	**(400,000)**	**-**	**3,250,000**	**333,334**	**2,916,666**
Other key management personnel of the Group							
D Watson	1,000,000	-	-	-	1,000,000	-	1,000,000
K Billard	1,500,000	-	-	-	1,500,000	-	1,500,000
P Maruff	873,125	100,000	(650,000)	-	323,125	-	323,125
B Bloomfield	1,000,000	-	-	-	1,000,000	-	1,000,000
Total	**4,373,125**	**100,000**	**(650,000)**	**-**	**3,823,125**	**-**	**3,823,125**

#Tanya O'Connor holds 400,000 options at 30 June 2022 which were issued during the financial year as part of her employment at Cogstate

All vested options are exercisable at the end of the year.

(ii) Share holdings

The numbers of shares in the Company held during the financial year by each director of Cogstate Limited and other key management personnel of the Group, including their personally related parties, are set out below. There were no shares granted during the reporting period as compensation.

Consolidated 2023 Name	Balance at the start of the year	Received during the year on the exercise of options	Other changes during the year	Balance at end of the year
Directors of Cogstate Limited				
Ordinary shares				
M Myer	23,564,566	-	50,000	23,614,566
R Mohs	55,000	-	12,000	67,000
I Player	134,098	-	-	134,098
R van den Broek	4,458,500	-	-	4,458,500
K Wenn	12,586	-	-	12,586
D Dolby[1]	25,932,802	-	-	25,932,802
B O'Connor[#]	4,373,102	-	65,000	4,438,102
Other key management personnel of the Group				
R Colite[2]	100,000	-	-	100,000
C Edgar[3]	33,333	16,667	-	50,000

[#]Holding excludes related party, Tanya O'Connor, who holds 458,333 shares.

[1] D Dolby retired on 25 January 2023. This balance represents his share holdings on this date.

[2] R Colite appointed KMP effective 1 June 2023

[3] C Edgar appointed KMP effective 1 July 2022

Consolidated 2022 Name	Balance at the start of the year	Received during the year on the exercise of options	Other changes during the year	Balance at end of the year
Directors of Cogstate Limited				
Ordinary shares				
M Myer	23,614,566	200,000	(250,000)	23,564,566
R Mohs	55,000	-	-	55,000
I Player	134,098	-	-	134,098
R van den Broek	4,358,500	100,000	-	4,458,500
K Wenn	900	-	11,686	12,586
D Dolby	25,832,802	100,000	-	25,932,802
B O'Connor[#]	4,373,102	-	-	4,373,102
Other key management personnel of the Group				
P Maruff	500,000	650,000	-	1,150,000

[#] Holding excludes related party, Tanya O'Connor, who holds 458,333 shares.

Director-related entity transactions

Directors of the Group and their director-related entities, conduct transactions with the Group within a normal employee, customer or supplier relationship on terms and conditions no more favourable than those with which it is reasonable to expect the Group would have adopted if dealing with a director or director-related entity at arm's length in similar circumstances.

A related party of Brad O'Connor ceased employment with Cogstate Ltd within FY23. Remuneration and terms of this employment were made on a normal arm's length basis.

End of audited remuneration report.

Martyn Myer AO, Chairman
Melbourne, 22 August 2023

Parkinson's disease patients suffer from many symptoms impacting their everyday lives.

Motor impairment may be most visible, but drug development teams are increasingly looking to address non-motor aspects. Cogstate helps researchers gather high quality data on the impact of their therapeutics across the full range of Parkinson's symptoms including motor function, cognition, depression, and sleep.

Financial Report

Financial Statements

Notes to the Consolidated Financial Statements

These financial statements are the consolidated financial statements of the Group consisting of Cogstate Limited and its subsidiaries. A list of the major subsidiaries is included in Note 28. The financial statements are presented in US dollars.

Cogstate Limited is a company limited by shares, incorporated and domiciled in Australia whose shares are publicly traded on the Australian securities exchange (ASX:CGS).

Its registered office is: Cogstate Limited, Level 2, 161 Collins Street, Melbourne, VIC, 3000 Australia

A description of the nature of the Group's operations and its principal activities is included in the Directors' Report.

The financial statements were authorised for issue by the directors on 22 August 2023.

Consolidated statement of profit or loss and other comprehensive income

For the year ended 30 June 2023

	Notes	2023 US$	2022 US$
Operations			
Revenue	5	40,451,123	44,980,356
Finance income	5	702,648	53,094
Total revenue	5	41,153,771	45,033,450
Cost of sales	6	(19,804,237)	(18,697,238)
Gross profit		**21,349,534**	**26,336,212**
Other income	7	152,736	-
Employee benefits expense	8	(9,987,528)	(8,667,853)
Depreciation & amortisation	9	(2,394,852)	(1,927,601)
Occupancy		(217,658)	(248,371)
Marketing		(73,547)	(38,541)
Professional fees		(1,807,934)	(1,541,792)
General administration		(3,468,263)	(2,882,404)
Net foreign exchange gain/(loss)		(11,881)	(132,494)
Travel expenses		(402,873)	(30,435)
Finance expenses		(69,788)	(88,281)
Other income/(expenses)		(42,835)	(85,840)
Profit before income tax		**3,025,111**	**10,692,600**
Income tax benefit (expense)	10	542,622	(3,172,866)
Profit from continuing operations		**3,567,733**	**7,519,734**
Profit for the year		**3,567,733**	**7,519,734**
Total comprehensive profit		**3,567,733**	**7,519,734**
Profit is attributable to: Owners of Cogstate Limited		3,567,733	7,519,734
Total comprehensive profit for the year is attributable to: Owners of Cogstate Limited		3,567,733	7,519,734
Total comprehensive profit for the year attributable to owners of Cogstate Limited arises from: Continuing operations		3,567,733	7,519,734

		Cents	Cents
Earnings per share from profit from continuing operations attributable to the ordinary equity holders of the Company			
Basic profit per share	13(a)	2.06	4.35
Diluted profit per share	13(b)	2.02	4.25
Earnings per share from profit attributable to the ordinary equity holders of the Company			
Basic profit per share	13(a)	2.06	4.35
Diluted profit per share	13(b)	2.02	4.25

The above consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying Notes.

Consolidated statement of financial position

As at 30 June 2023

	Notes	2023 US$	2022 US$
ASSETS			
Current assets			
Cash and cash equivalents (excluding bank overdrafts)	14	28,675,988	30,597,170
Trade and other receivables	15	7,532,671	8,077,281
Other current assets	16	2,573,113	3,325,005
Total current assets		**38,781,772**	**41,999,456**
Non-current assets			
Property, plant and equipment	17	369,683	905,192
Intangible assets	18	11,112,999	10,765,117
Lease assets	19	226,706	1,113,040
Deferred tax assets	11	3,575,415	3,663,789
Total non-current assets		**15,284,803**	**16,447,138**
Total assets		**54,066,575**	**58,446,594**
LIABILITIES			
Current liabilities			
Trade and other payables	20	4,553,731	10,210,673
Deferred revenue	21	5,011,404	4,639,672
Short-term borrowings	22	115,902	183,348
Provisions	23	2,252,481	2,593,020
Lease liabilities	19	236,080	636,026
Total current liabilities		**12,169,598**	**18,262,739**
Non-current liabilities			
Provisions	23	19,330	23,181
Deferred revenue	21	3,492,002	6,051,247
Lease liabilities	19	26,910	592,377
Deferred tax liabilities	12	670,159	594,940
Total non-current liabilities		**4,208,401**	**7,261,745**
Total liabilities		**16,377,999**	**25,524,484**
Net assets		**37,688,576**	**32,922,110**
EQUITY			
Share capital	24	36,318,220	36,145,605
Other reserves	25	1,532,844	29,311
Accumulated losses		(162,488)	(3,252,806)
Capital and reserves attributable to owners of Cogstate Limited		**37,688,576**	**32,922,110**
Total equity		**37,688,576**	**32,922,110**

The above consolidated statement of financial position should be read in conjunction with the accompanying Notes.

Consolidated statement of changes in equity

For the year ended 30 June 2023

	Notes	Contributed equity US$	Share based payments reserve US$	Foreign currency translation reserve US$	Accumulated losses US$	Total equity US$
		Attributable to owners of Cogstate Limited				
As at 1 July 2021		34,026,408	1,714,482	(3,154,791)	(10,802,762)	21,783,337
Profit for the year		-	-	-	7,519,734	7,519,734
Total comprehensive income for the year		**-**	**-**	**-**	**7,519,734**	**7,519,734**
Dissolution of foreign subsidiary	28(a)	-	-	(30,222)	30,222	-
Transactions with owners in their capacity as owners						
Transfer to share capital on exercise of options	24(b)	710,930	(710,930)	-	-	-
Exercise of options	24(b)	1,408,267	-	-	-	1,408,267
Cost of share-based payment	25(a)	-	2,210,772	-	-	2,210,772
As at 30 June 2022		**36,145,605**	**3,214,324**	**(3,185,013)**	**(3,252,806)**	**32,922,110**
As at 1 July 2022		36,145,605	3,214,324	(3,185,013)	(3,252,806)	32,922,110
Profit for the year		-	-	-	3,567,733	3,567,733
Total comprehensive income for the year		**-**	**-**	**-**	**3,567,733**	**3,567,733**
Transactions with owners in their capacity as owners						
Transfer to share capital on exercise of options	24(b)	81,357	(81,357)	-	-	-
Exercise of options	24(b)	184,367	-	-	-	184,367
Cost of share-based payment	25(a)	-	1,584,890	-	-	1,584,890
Share buy-back	24(b)	(93,109)	-	-	(477,415)	(570,524)
As at 30 June 2023		**36,318,220**	**4,717,857**	**(3,185,013)**	**(162,488)**	**37,688,576**

The above consolidated statement of changes in equity should be read in conjunction with the accompanying Notes.

Consolidated statement of cash flows

For the year ended 30 June 2023

	Notes	2023 US$	2022 US$
Cash flows from operating activities			
Receipts from customers		39,569,069	40,622,762
Payments to suppliers and employees		(37,996,252)	(31,525,886)
Finance costs		(37,127)	(46,963)
Government grants and tax incentives		152,736	-
Net cash flows pre impact of pass-through charges		**1,688,426**	**9,049,913**
Net pass-through		(1,034,297)	676,220
Net cash flows provided by/(used in) operating activities*	**27**	**654,129**	**9,726,133**
Cash flows from investing activities			
Purchase of property, plant & equipment		(131,423)	(422,187)
Payment for capitalised software development costs	18	(2,079,035)	(3,139,235)
Interest received		530,025	31,310
Net cash flows provided by/(used in) investing activities		**(1,680,433)**	**(3,530,112)**
Cash flows from financing activities			
Proceeds from issue of shares	24(b)	184,367	1,408,267
Share buy-back payments		(570,525)	-
Principal portion of lease payments		(508,720)	(647,907)
Net cash flows provided by/(used in) financing activities		**(894,878)**	**760,360**
Net increase in cash and cash equivalents		**(1,921,182)**	**6,956,381**
Cash and cash equivalents at beginning of period		30,597,170	23,640,789
Cash and cash equivalents at end of year	**14**	**28,675,988**	**30,597,170**

*Net cash flows from operating activities account for the cash flows that relate to pass-through expenses paid on behalf of Cogstate customers.

The above consolidated statement of cash flows should be read in conjunction with the accompanying Notes.

Notes to the Consolidated Financial Statements

1 Summary of significant accounting policies

(a) Basis of preparation

The principal accounting policies adopted in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial statements are for the Group consisting of Cogstate Limited and its subsidiaries.

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and interpretations issued by the Australian Accounting Standards Board and the *Corporations Act 2001*. Cogstate Limited is a for-profit entity for the purpose of preparing the financial statements.

(i) Compliance with IFRS

The consolidated financial statements of the Group also comply with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

(ii) New and amended standards adopted by the Group

The Group has applied all new and revised Australian Accounting Standards that apply to annual reporting periods beginning on or after 1 July 2022. The application of these Standards has not materially impacted the financial statements of the Group.

(iii) Early adoption of standards

The Group has not elected to apply any pronouncements before their operative date in the annual reporting period beginning 1 July 2022.

(iv) Historical cost convention

These financial statements have been prepared under the historical cost convention as modified by revaluations to fair value for certain classes of assets as described in the accounting policies, and derivative financial instruments, which have been measured at fair value.

(v) Critical accounting estimates

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in Note 3.

(b) Principles of consolidation

The consolidated financial statements are those of the Group, comprising the financial statements of the parent entity and of all entities which the parent entity controls. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

The financial statements of subsidiaries are prepared for the same reporting period as the parent entity, using consistent accounting policies. Adjustments are made to bring into line any dissimilar accounting policies, which may exist.

All inter-company balances and transactions, including any unrealised profits or losses have been eliminated on consolidation. Subsidiaries are consolidated from the date on which control is established.

(c) Foreign currency translation

(i) Transactions and balances

The financial statements are presented in US dollars which is the Group's functional and presentation currency.

Transactions in foreign currencies of entities within the Group are translated into functional currency at the rate of exchange ruling at the date of the transaction.

Foreign currency monetary items that are outstanding at the reporting date (other than monetary items arising under foreign currency contracts where the exchange rate for that monetary item is fixed in the contract) are translated using the spot rate at the end of the financial year.

All resulting exchange differences arising on settlement or restatement are recognised as revenues and expenses for the financial year.

(d) Revenue

The Group derives revenue from the sale of licensed software and cognitive testing services. Revenue is recognised as, or when, goods or services are transferred to the customer, and is measured at an amount that reflects the consideration to which the Group expects to be entitled in exchange for the goods or services.

Revenue from the provision of licensed software

The Group provides licensed software to Clinical Trials, Healthcare & Research customers, comprising access to the software.

Revenue is recognised at a point in time when the licensed software is released to the customer, as risks and rewards of ownership are considered passed to the buyer at this point. As such, no right to a refund exists.

Customers are generally invoiced on a monthly basis, and outstanding invoices are due for payment within 30-90 days of the invoice date.

Revenue from the provision of cognitive testing services

The Group's Clinical Trials division provides cognitive testing services to customers in respect to project management, data management, scientific consulting, statistical analysis, scales procurement, rater training and monitoring solutions. Revenue is recognised over time as the services are provided to the customer.

Customers are generally invoiced on a monthly basis, and outstanding invoices are due for payment within 30-90 days of the invoice date.

Receivables from contracts with customers

A receivable from a contract with a customer represents the Group's unconditional right to consideration arising from the transfer of goods or services to the customer (i.e., only the passage of time is required before payment of the consideration is due).

Contract assets

A contract asset represents the Group's right to consideration (not being an unconditional right recognised as a receivable) in exchange for goods or services transferred to the customer. Contract assets are measured at the amount of consideration that the Group expects to be entitled in exchange for goods or services transferred to the customer.

Contract liabilities

A contract liability represents the Group's obligation to transfer goods or services to the customer for which the Group has received consideration (or an amount of consideration is due) from the customer. Amounts recorded as contract liabilities are subsequently recognised as revenue when the Group transfers the contracted goods or services to the customer.

Grant income

Grant income, received from the Alzheimer's Drug Discovery Foundation (ADDF) to develop a well-established memory test, called the International Shopping List Test (ISLT), for use on smartphones and tablets, shall be recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate.

Royalty income

The entitlement to a sales-based royalty in exchange for a license of intellectual property is recognised as revenue as, or when, the subsequent sale occurs, or the performance obligation to which some or all of the sales-based royalty has been allocated has been satisfied (or partially satisfied), whichever event is the later to occur.

Interest income

Interest revenue is recognised when it becomes receivable on a proportional basis taking into account the interest rates applicable to the financial assets.

All revenue is stated net of the amounts of goods and services tax (GST).

(e) Income tax

Current income tax expense or revenue is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities.

Deferred tax balances

Deferred tax assets and liabilities are recognised for temporary differences at the applicable tax rates when the assets are expected to be recovered or liabilities are settled. Deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction, other than a business combination, that at the time of the transaction affects neither accounting nor taxable profit or loss.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Cogstate Limited and its wholly-owned Australian controlled entities have implemented the tax consolidation legislation. As a consequence, these entities are taxed as a single entity and the deferred tax assets and liabilities of these entities are set out in the consolidated financial statements.

Current and deferred tax balances attributable to amounts recognised directly in equity are also recognised directly in equity.

(f) Leases

At the commencement date of a lease (other than leases of 12-months or less and leases of low value assets), the Group recognises a lease asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments.

Lease assets

Lease assets are initially recognised at cost, comprising the amount of the initial measurement of the lease liability, any lease payments made at or before the commencement date of the lease, less any lease incentives received, any initial direct costs incurred by the Group, and an estimate of costs to be incurred by the Group in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories.

Subsequent to initial recognition, lease assets are measured at cost (adjusted for any remeasurement of the associated lease liability), less accumulated depreciation and any accumulated impairment loss.

Lease assets are depreciated over the shorter of the lease term and the estimated useful life of the underlying asset, consistent with the estimated consumption of the economic benefits embodied in the underlying asset.

Lease liabilities

Lease liabilities are initially recognised at the present value of the future lease payments (i.e., the lease payments that are unpaid at the commencement date of the lease). These lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined, or otherwise using the Group's incremental borrowing rate.

Subsequent to initial recognition, lease liabilities are measured at the present value of remaining lease payments (i.e., the lease payments that are unpaid at the reporting date). Interest expense on lease liabilities is recognised in profit or loss (presented as a component of finance costs). Lease liabilities are remeasured to reflect changes to lease terms, changes to lease payments and any lease modifications not accounted for as separate leases.

Variable lease payments not included in the measurement of lease liabilities are recognised as an expense when incurred.

Leases of 12-months or less and leases of low value assets

Lease payments made in relation to leases of 12-months or less and leases of low value assets (for which a lease asset and a lease liability has not been recognised) are recognised as an expense on a straight-line basis over the lease term.

(g) Impairment of non-financial assets

Goodwill, intangible assets not yet ready for use and intangible assets that have an indefinite useful life are not subject to amortisation and are therefore tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired.

For impairment assessment purposes, assets are generally grouped at the lowest levels for which there are largely independent cash flows ('cash generating units'). Accordingly, most assets are tested for impairment at the cash-generating unit level. Because it does not generate cash flows independently of other assets or Groups of assets, goodwill is allocated to the cash generating unit or units that are expected to benefit from the synergies arising from the business combination that gave rise to the goodwill.

Assets other than goodwill, intangible assets not yet ready for use and intangible assets with indefinite useful lives are assessed for impairment whenever events or circumstances arise that indicate the asset may be impaired.

An impairment loss is recognised when the carrying amount of an asset or cash generating unit exceeds the asset's or cash generating unit's recoverable amount. The recoverable amount of an asset or cash generating unit is defined as the higher of its fair value less costs to sell and value in use. Refer to Note 18 for further information.

Impairment losses in respect of individual assets are recognised immediately in profit or loss unless the asset is carried at a revalued amount such as property, plant and equipment, in which case the impairment loss is treated as a revaluation decrease. Impairment losses in respect of cash generating units are allocated first against the carrying amount of any goodwill attributed to the cash generating unit with any remaining impairment loss allocated on a pro rata basis to the other assets comprising the relevant cash generating unit.

(h) Cash and cash equivalents

Cash and cash equivalents include cash on hand and at financial institutions held at call and short-term deposits with a maturity of six months or less with financial institutions.

Short term deposits are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes. They are convertible to a known amount of cash within a period of six months or less and are subject to an insignificant risk of diminution in value.

(i) Financial Instruments

Initial recognition and measurement

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. For financial assets, this is equivalent to the date that the Group commits itself to either the purchase or sale of the asset (i.e. trade date accounting is adopted).

Financial instruments are initially measured at fair value adjusted for transaction costs, except where the instrument is classified as fair value through profit or loss, in which case transaction costs are immediately recognised as expenses in profit or loss.

Classification of financial assets

Financial assets recognised by the Group are subsequently measured in their entirety at either amortised cost or fair value, subject to their classification and whether the Group irrevocably designates the financial asset on initial recognition at fair value through other comprehensive income (FVtOCI) in accordance with the relevant criteria in AASB 9.

Financial assets not irrevocably designated on initial recognition at FVtOCI are classified as subsequently measured at amortised cost, FVtOCI or fair value through profit or loss (FVtPL) on the basis of both:

(a) the Group's business model for managing the financial assets; and

(b) the contractual cash flow characteristics of the financial asset.

Classification of financial liabilities

Financial liabilities classified as held-for-trading, contingent consideration payable by the Group for the acquisition of a business, and financial liabilities designated at FVtPL, are subsequently measured at fair value.

All other financial liabilities recognised by the Group are subsequently measured at amortised cost.

Trade and other receivables

Trade and other receivables arise from the Group's transactions with its customers and are normally settled within 30-90 days.

Consistent with both the Group's business model for managing the financial assets and the contractual cash flow characteristics of the assets, trade and other receivables are subsequently measured at amortised cost.

Loans to related parties

Loans to related parties are debt instruments, and are classified (and measured) at amortised cost on the basis that:

(a) they are held within a business model whose objective is achieved by the Group holding the financial asset to collect contractual cash flows; and

(b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Impairment of financial assets

The following financial assets are tested for impairment by applying the 'expected credit loss' impairment model:

(a) debt instruments measured at amortised cost;

(b) debt instruments classified at fair value through other comprehensive income; and

(c) receivables from contracts with customers and contract assets.

The Group applies the simplified approach under AASB 9 to measuring the allowance for credit losses for both receivables from contracts with customers and contract assets. Under the AASB 9 simplified approach, the Group determines the allowance for credit losses for receivables from contracts with customers and contract assets on the basis of the lifetime expected credit losses of the financial asset. Lifetime expected credit losses represent the expected credit losses that are expected to result from default events over the expected life of the financial asset.

For all other financial assets subject to impairment testing, when there has been a significant increase in credit risk since the initial recognition of the financial asset, the allowance for credit losses is recognised on the basis of the lifetime expected credit losses. When there has not been an increase in credit risk since initial recognition, the allowance for credit losses is recognised on the basis of 12-month expected credit losses. The 12-month expected credit losses is the portion of lifetime expected credit losses that represent the expected credit losses that result from default events on a financial instrument that are possible within the 12 months after the reporting date.

The Group consider a range of information when assessing whether the credit risk has increased significantly since initial recognition. This includes such factors as the identification of significant changes in external market indicators of credit risk, significant adverse changes in the financial performance or financial position of the counterparty, significant changes in the value of collateral, and past due information.

The Group assumes that the credit risk on a financial asset has not increased significantly since initial recognition when the financial asset is determined to have a low credit risk at the reporting date. The Group considers a financial asset to have a low credit risk when the counterparty has an external 'investment grade' credit rating (if available) of BBB or higher, or otherwise is assessed by the Group to have a strong financial position and no history of past due amounts from previous transactions with the Group.

The Group assumes that the credit risk on a financial instrument has increased significantly since initial recognition when contractual payments are more than 30 days past due.

The Group determines expected credit losses using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the financial asset as well as current and future expected economic conditions relevant to the financial asset. When material, the time value of money is incorporated into the measurement of expected credit losses. There has been no change in the estimation techniques or significant assumptions made during the reporting period.

The Group has identified contractual payments more than 90 days past due as default events for the purpose of measuring expected credit losses. These default events have been selected based on the Group's historical experience. Because contract assets are directly related to unbilled work in progress, contract assets have a similar credit risk profile to receivables from contracts with customers. Accordingly, the Group applies the same approach to measuring expected credit losses of receivables from contracts with customers as it does to measuring impairment losses on contract assets.

The measurement of expected credit losses reflects the Group's 'expected rate of loss', which is a product of the probability of default and the loss given default, and its 'exposure at default', which is typically the carrying amount of the relevant asset. Expected credit losses are measured as the difference between all contractual cash flows due and all contractual cash flows expected based on the Group's exposure at default, discounted at the financial asset's original effective interest rate.

Financial assets are regarded as 'credit-impaired' when one or more events have occurred that have a detrimental impact on the estimated future cash flows of the financial asset. Indicators that a financial asset is 'credit-impaired' include observable data about the following:

(a) significant financial difficulty of the issuer or the borrower;

(b) breach of contract;

(c) the lender, for economic or contractual reasons relating to the borrower's financial difficulty, has granted concessions to the borrower that the lender would not otherwise consider; or

(d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

The gross carrying amount of a financial asset is written off (i.e., reduced directly) when the counterparty is in severe financial difficulty and the Group has no realistic expectation of recovery of the financial asset. Financial assets written off remain subject to enforcement action by the Group. Recoveries, if any, are recognised in profit or loss.

(j) Property, plant and equipment

Plant and equipment is stated at historical cost less accumulated depreciation and any accumulated impairment losses.

Depreciation is calculated on a diminishing value basis over the estimated useful life of the assets as follows:

- Office Equipment 3 - 15 years
- Computer Equipment 1 - 5 years
- Leasehold Improvements 5 - 10 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss.

(k) Intangible assets

(i) Intangible assets

Intangible assets acquired separately or in a business combination are initially measured at cost. The cost of an intangible asset acquired in a business combination is its fair value as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. Internally generated intangible assets, excluding capitalised development costs, are not capitalised and expenditure is charged against profits in the year in which the expenditure is incurred.

The useful lives of intangible assets are assessed to be either finite or indefinite.

Intangible assets include acquired intellectual property rights over key business technologies and processes. These intangible assets relating to the Clinical Trials business unit have been determined to have indefinite useful lives and the cost model is utilised for their measurement. These technologies form the basis of the Cogstate business and this fact has allowed the Group to determine that these assets have an indefinite useful life.

(ii) Software development costs

Costs incurred in developing software are initially recognised as an asset, and are subsequently amortised over their estimated useful lives commencing from the time the asset is available for use. Capitalised software development costs are amortised over a useful life which is consistent with the estimated consumption of economic benefits of the asset. Subsequent to initial recognition, software development costs recognised as an intangible asset are measured at cost, less accumulated amortisation and any accumulated impairment losses.

(iii) Research and development

Expenditure on research activities is recognised as an expense as incurred.

Expenditure on development activities is capitalised only when technical feasibility studies demonstrate that the project will deliver future economic benefits and these benefits can be measured reliably. Capitalised development expenditure is stated at cost less accumulated amortisation. Amortisation is calculated using a straight-line method to allocate the cost of the intangible assets over their estimated useful lives. Amortisation commences when the asset is available for use.

Other development expenditure is recognised as an expense when incurred.

(l) Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount has been reliably estimated.

(m) Employee benefits

(i) Short-term obligations

Liabilities for wages and salaries, annual leave and any other employee benefits (other than termination benefits) expected to be settled wholly before twelve months after the end of the annual reporting period are measured at the (undiscounted) amounts based on remuneration rates which are expected to be paid when the liabilities are settled. The expected cost of short-term employee benefits in the form of compensated absences such as annual leave is recognised in the provision for employee benefits. All other short-term employee benefit obligations are presented as payables in the statement of financial position.

(ii) Other long-term employee benefit obligations

The provision for other long-term employee benefits, including obligations for long service leave and annual leave, which are not expected to be settled wholly before twelve months after the end of the reporting period, are measured at the present value of the estimated future cash outflow to be made in respect of the services provided by employees up to the reporting date. Expected future payments incorporate anticipated future wage and salary levels, durations of service and employee turnover, and are discounted at rates determined by reference to market yields at the end of the reporting period on high quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms approximating to the terms of the related obligation. For currencies in which there is no deep market in such high quality corporate bonds, the market yields (at the end of the reporting period) on government bonds denominated in that currency are used. Any remeasurements for changes in assumptions of obligations for other long-term employee benefits are recognised in profit or loss in the periods in which the change occurs.

(iii) Share-based payments

The Group provides benefits to employees (including senior executives) of the Group in the form of equity-based payments, whereby employees render services in exchange for rights over shares (equity-settled transactions).

The Group's Employee Equity Plan (EEP) provides benefits to senior executives and employees. Information relating to this Plan is set out in Note 30.

The cost of these equity-settled transactions with employees is measured by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined using a binomial model, further details of which are given in Note 30.

In valuing equity-settled transactions, the Board has the option to impose additional vesting criteria, in the form of performance hurdles that must be met before an award will vest; as well as no account is taken of any performance conditions, other than conditions linked to the price of the shares of Cogstate Limited (market conditions) if applicable.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award (the vesting date).

At each subsequent reporting date until vesting, the cumulative charge to the profit or loss is the product of

(i) the grant date fair value of the award;

(ii) the current best estimate of the number of awards that will vest, taking into account such factors as the likelihood of employee turnover during the vesting period and the likelihood of non-market performance conditions being met and

(iii) the expired portion of the vesting period.

The charge to the profit or loss for the period is the cumulative amount as calculated above less the amounts already charged in previous periods. There is a corresponding credit to equity.

Until an award has vested, any amounts recorded are contingent and will be adjusted if more or fewer awards vest than were originally anticipated to do so. Any award subject to a market condition is considered to vest irrespective of whether or not that market condition is fulfilled, provided that all other conditions are satisfied.

If the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payment arrangement, or is otherwise beneficial to the employee, as measured at the date of modification.

The dilutive effect, if any, of outstanding options is reflected as additional share dilution in the computation of earnings per share (see Note 13).

(n) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the taxation authority. In this case it is recognised as part of the cost of acquisition of the asset or as part of the expense. Receivables and payables in the statement of financial position are shown inclusive of GST.

Cash flows are presented on a gross basis except for the GST component of investing or financing activities which are presented as operating cash flows.

(o) Government Grants

Government grants are recognised when there is reasonable certainty that the grant will be received and all grant conditions are met.

Grants relating to expense items are recognised as income over the periods necessary to match the grant to the costs they are compensating.

(p) Comparatives

Where necessary, comparative information has been reclassified and repositioned for consistency with current year disclosures.

(q) Rounding of amounts

The Group has applied the relief available under *ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191* and accordingly, the amounts in the consolidated financial statements and in the directors' report have been rounded to the nearest dollar, or in certain cases, to the nearest thousand dollars (where indicated).

(r) Going Concern Assumption

The 2023 financial statements have been prepared on a going concern basis. This is based on the Group continuing to be in a positive net asset position and continuing to carry significant cash reserves that enable the Group to meet its debts as and when they fall due.

2 Financial risk management

The Group's principal financial instruments comprise receivables, payables, cash, short-term deposits and derivatives.

The Group manages its exposure to key financial risks, including interest rate and currency risk in accordance with the Group's financial risk management policy. The objective of the policy is to support the delivery of the Group's financial targets whilst protecting future financial security.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The Group uses different methods to measure and manage different types of risks to which it is exposed. These include monitoring levels of exposure to interest rate and foreign exchange risk and assessments of market forecasts for interest rate and foreign exchange. Ageing analyses and monitoring of specific credit allowances are undertaken to manage credit risk, liquidity risk is monitored through the development of future rolling cash flow forecasts.

Primary responsibility for identification and control of financial risks rests with the Audit, Risk & Compliance Committee under the authority of the Board. The Board reviews and agrees policies for managing each of the risks identified below, including interest rate risk, credit allowances, and future cash flow forecast projections.

The Group holds the following financial instruments:

	2023 US$	2022 US$
Financial assets		
Cash and cash equivalents	28,675,988	30,597,170
Trade and other receivables	7,622,953	8,101,636
	36,298,941	**38,698,806**
Financial liabilities		
Trade and other payables	4,553,731	10,210,673
Short term borrowings	115,902	183,348
Lease liabilities	262,990	1,228,403
	4,932,623	**11,622,424**

(a) Market risk

(i) Foreign exchange risk

Approximately 99% (2022: 99%) of the Group's sales are denominated in the functional currency, whilst approximately 79% (2022: 85%) of costs are denominated in the Group's functional currency.

The Group's exposure to foreign currency risk at the end of the reporting period, expressed in USD, was as follows:

	30 June 2023 US$	30 June 2022 US$
Cash and cash equivalents	2,076,453	1,339,559
Trade receivables	(58,757)	110,339
Trade payables	(178,922)	(649,870)
Provisions	(892,170)	(1,213,220)
Income tax	270,547	(819,081)
Net exposure	**1,217,151**	**(1,232,273)**

Sensitivity

At 30 June 2023, had the US Dollar moved, as illustrated in the table below, with all other variables held constant and based on a base rate of US$1.00 = A$1.5083 and US$1.00 = EUR0.9199, post tax profit and equity would have been affected as follows:

	Post tax profit		Equity	
	Better/(Worse) 2023 US$	Better/(Worse) 2022 US$	Better/(Worse) 2023 US$	Better/(Worse) 2022 US$
USD:AUD+10%	208,510	574,244	208,510	574,244
USD:EUR+10%	-	52,115	-	52,115
TOTAL	**208,510**	**626,359**	**208,510**	**626,359**
USD:AUD-10%	(208,510)	(574,244)	(208,510)	(574,244)
USD:EUR-10%	-	(52,115)	-	(52,115)
TOTAL	**(208,510)**	**(626,359)**	**(208,510)**	**(626,359)**

Management believes that the balance date risk exposures are representative of the risk exposure inherent in the financial instruments.

(ii) Interest rate risk

The Group's exposure to market interest rates relates primarily to the Group's cash on hand and short term deposits which are subject to varying interest rates.

At balance date the Group had the following mix of financial assets exposed to variable interest rate risk shown in USD.

	30 June 2023 US$	30 June 2022 US$
Cash at bank and on hand	1,037,413	267,086
Short term deposits	20,188,780	18,192,229
Net exposure	**21,226,193**	**18,459,315**

Sensitivity

If interest rates were to increase/decrease by 1%/(0.5%) from rates used for the entire year, assuming all other variables that might impact on fair value remain constant, then the impact on profit for the year and equity is as follows:

	Post tax profit		Equity	
	Better/(Worse) 2023 US$	Better/(Worse) 2022 US$	Better/(Worse) 2023 US$	Better/(Worse) 2022 US$
Increase 1%	212,262	184,593	212,262	184,593
Decrease 0.5%	(106,131)	(92,297)	(106,131)	(92,297)

(b) Credit risk

Credit risk arises from the financial assets of the Group, which comprises cash, short term deposits, and trade receivables. The Group's exposure to credit risk arises from potential default of the counter party, with a maximum exposure equal to the carrying amount of these instruments. Exposure at balance date is addressed in each applicable Note.

The Group's financial instruments are spread amongst a number of major Australian and US financial institutions to minimise the risk of default of counterparties, with the Group's short-term deposit being held as one security at a major Australian bank.

The Group trades only with recognised, credit-worthy third parties, and as such collateral is not requested nor is it the Group's policy to secure its trade and other receivables.

In addition, receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant.

(c) Liquidity risk

All financial liabilities are able to be settled as and when they fall due. The following table outlines the Group's remaining contractual maturities for non-derivative financial liabilities. The amounts presented in the table are the undiscounted contractual cash flows of the financial liabilities, allocated to time bands based on the earliest date on which the Group can be required to pay.

	< 6 months US$	> 6 months US$	Total contractual cash flows US$	Carrying amount US$
30 June 2023				
Payables	3,593,835	-	3,593,835	3,593,835
Short term borrowings	115,902	-	115,902	115,902
Lease liabilities	184,664	68,961	253,625	262,990
	3,894,401	**68,961**	**3,963,362**	**3,972,727**
30 June 2022				
Payables	7,889,741	-	7,889,741	7,889,741
Short term borrowings	183,348	-	183,348	183,348
Lease liabilities	324,891	927,575	1,252,466	1,228,403
	8,397,980	**927,575**	**9,325,555**	**9,301,492**

(d) Fair value measurements

The net fair value of financial assets and financial liabilities approximates their carrying amounts as disclosed in the consolidated statement of financial position and Notes to the financial statements.

3 Critical accounting estimates and judgements

Certain accounting estimates include assumptions concerning the future, which, by definition, will seldom represent actual results. Estimates and assumptions based on future events have a significant inherent risk, and where future events are not as anticipated there could be a material impact on the carrying amounts of the assets and liabilities discussed below:

Recovery of deferred tax assets

Deferred tax assets are recognised for deductible temporary differences and tax losses in Australia and the United States as management considers that it is probable that future taxable profits will be available to utilise those temporary differences and tax losses. No deferred tax asset has been recognised with respect to the potential use of US R&D and CT tax credits.

Impairment of non-financial assets other than goodwill

The Group assesses impairment of all assets at each reporting date by evaluating conditions specific to the Group and to the particular asset that may lead to impairment. These include product performance, technology, economic and political environments and future product expectations. If an impairment trigger exists the recoverable amount of the asset is determined. This involves value in use calculations, which incorporate a number of key estimates and assumptions.

Impairment of intangibles with indefinite useful lives

The Group determines whether intangibles with indefinite useful lives are impaired at least on an annual basis. This requires an estimation of the recoverable amount of the cash-generating units to which the goodwill and intangibles with indefinite useful lives are allocated. No impairment loss was recognised during the current year. The assumptions used in this estimation of recoverable amount and the carrying amount of intangibles with indefinite useful lives are discussed in Note 18.

Share-based payment transactions

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined using widely used valuation models, with the assumptions detailed in Note 30. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact expenses and equity. For options with performance based hurdles, probabilities have been assessed at 30 June as to whether the hurdles will be met by the option vesting dates.

Long service leave provision

As discussed in Note 1(m), the liability for long service leave is recognised and measured at the present value of the estimated future cash flows to be made in respect of all employees at balance date.

Estimation of useful lives of assets

The estimation of the useful lives of assets has been based on historical experience. In addition, the condition of the assets is assessed at least once per year and considered against the remaining useful life. Adjustments to useful life are made when considered necessary. Depreciation charges are included in Note 9.

4 Segment information

(a) Description of segments

Identification of reportable segments

The Group has four reportable segments as described below:

The Group has identified its operating segments based on the internal reports that are reviewed and used by the executive management team (deemed the chief operating decision maker) in assessing performance and in determining the allocation of resources.

The operating segments are identified by management based on the market the services are provided in (i.e. cognitive testing in clinical trials, cognitive assessment in academic research and cognitive assessment in healthcare). Discrete financial information is reported to the executive management team on at least a monthly basis, as these are the source of the Group's major risks and have the most effect on the rates of return.

The following items are not allocated to operating segments as they are not considered part of the core operations of any segment:

- Interest revenue
- Interest expense
- Foreign exchange gain/(loss)
- Profit/(loss) on disposal of assets
- Finance costs
- Depreciation expense (indirect)
- Other income
- Administration costs

Types of services

Cogstate's first operating segment is cognitive testing in clinical trials. In this market, Cogstate's technology and associated services are used to quantify the effect of disease and of drugs, devices or other interventions on human subjects participating in clinical trials primarily conducted by pharmaceutical, and biotechnology companies.

The second operating segment is the healthcare market. In this market, the technology and associated services are being developed as a tool for primary care physicians and/or hospitals to assess cognitive decline.

The third identified segment is provision of technology and associated services to academic researchers.

The fourth identified segment is the administration costs of the business that do not relate to a specific segment.

Although sales in each market are conducted in different geographic regions, none has been determined as operating or reporting segments as often the geographic source of the revenue can differ to the geographic source of the costs for the same project. Therefore management currently review internal reports based on worldwide revenue and results.

(b) Segment information

The following table present revenue and profit/(loss) information regarding the segments of clinical trials, healthcare and research markets for the years ended year ended 30 June 2023 and 30 June 2022.

2023	Clinical Trials US$	Healthcare US$	Research US$	Administration US$	Total US$
Sales to external customers	35,729,909	4,400,970	320,244	-	40,451,123
Cost of sales	(17,498,667)	(1,285,873)	(819,607)	-	(19,604,147)
Direct depreciation	(200,090)	-	-	-	(200,090)
Segment gross profit	**18,031,152**	**3,115,097**	**(499,363)**	**-**	**20,646,886**
Interest revenue				702,648	702,648
Gross comprehensive income	**18,031,152**	**3,115,097**	**(499,363)**	**702,648**	**21,349,534**
Operating profit	18,031,152	3,115,097	(499,363)	(14,945,865)	5,701,021
Depreciation	-	-	-	(2,394,852)	(2,394,852)
FX gain/(loss), realised and unrealised	-	-	-	(11,881)	(11,881)
Profit/(loss) on disposal of assets	-	-	-	(352,125)	(352,125)
Government income	-	-	-	152,736	152,736
Finance costs	-	-	-	(69,788)	(69,788)
Segment result	**18,031,152**	**3,115,097**	**(499,363)**	**(17,621,775)**	**3,025,111**

2022	Clinical Trials US$	Healthcare US$	Research US$	Administration US$	Total US$
Sales to external customers	40,328,147	4,456,700	195,509	-	44,980,356
Cost of sales	(16,202,928)	(1,214,266)	(883,470)	-	(18,300,664)
Direct depreciation	(396,574)	-	-	-	(396,574)
Segment gross profit	**23,728,645**	**3,242,434**	**(687,961)**	**-**	**26,283,118**
Interest revenue				53,094	53,094
Gross comprehensive income	**23,728,645**	**3,242,434**	**(687,961)**	**53,094**	**26,336,212**
Operating profit	23,728,645	3,242,434	(687,961)	(13,369,464)	12,913,654
Depreciation	-	-	-	(1,927,601)	(1,927,601)
FX gain/(loss), realised and unrealised	-	-	-	(132,494)	(132,494)
Profit/(loss) on disposal of assets	-	-	-	(72,678)	(72,678)
Government income	-	-	-	-	-
Finance costs	-	-	-	(88,281)	(88,281)
Segment result	**23,728,645**	**3,242,434**	**(687,961)**	**(15,590,518)**	**10,692,600**

(c) Segment Revenue

Cogstate Ltd had two external customers whose individual contribution to total Cogstate Ltd revenue exceeded 10% during the current financial year. These customers and their respective contributions to total revenue included:

- Eli Lilly and Company $15.9m
- Eisai Co Ltd $4.2m

In 2022, Cogstate Ltd had one external customer whose individual contribution to total Cogstate Ltd revenue exceeded 10% during the current financial year. This customer's contribution to total revenue included:

- Eli Lilly and Company $17.8m

Consistent with the requirements of AASB 8, as the Chief Operating Decision Maker does not receive information regarding segment assets, no disclosure of segment assets has been provided.

5 Revenue

	2023 US$	2022 US$
Timing of revenue recognition		
At a point in time*		
Clinical Trials	3,713,451	8,867,934
Healthcare	213,198	268,928
Research	320,244	195,509
	4,246,893	**9,332,371**
Over time*		
Clinical Trials	32,016,458	31,460,213
Healthcare	4,187,772	4,187,772
	36,204,230	**35,647,985**
Finance income	**702,648**	**53,094**
	41,153,771	**45,033,450**

* For further detail on the types of transactions that use point in time and over time, refer to Note 1(d).

	2023 US$	2022 US$
The total amount of revenue from contracts with customers recognised for the financial year includes:		
Amounts that were included in the balance of contract liabilities at the beginning of the year	4,511,520	6,933,798

	2023 US$	2022 US$
The aggregate amount of transaction prices (unrecognised revenue) allocated to remaining performance obligations, at the reporting date, is as follows:		
Clinical Trials (contracted future revenue)	97,951,714	100,242,981
Healthcare (contracted future revenue)	34,651,248	38,839,020
Research (contracted future revenue)	50,000	60,000
	132,652,962	**139,142,001**

6 Cost of sales

	2023 US$	2022 US$
Direct wages and salaries	(15,366,001)	(14,930,750)
Share based payment expense	(741,017)	(850,832)
Direct contractor	(1,698,380)	(1,320,964)
Direct depreciation	(200,090)	(396,574)
Other cost of sales	(1,798,749)	(1,198,118)
Total cost of sales	**(19,804,237)**	**(18,697,238)**

7 Other income

	2023 US$	2022 US$
Government income	152,736	-
	152,736	**-**

8 Employee benefit expense

	2023 US$	2022 US$
Wages and salaries	(10,294,968)	(9,910,429)
Less capitalisation of software development costs	926,309	2,005,846
Less product development costs reimbursed	225,004	596,670
Share based payment expense	(843,873)	(1,359,940)
Total employee benefits expense	**(9,987,528)**	**(8,667,853)**

9 Depreciation and amortisation expense

Depreciation and amortisation included in the statement of profit or loss	2023 US$	2022 US$
Depreciation (direct)*	(200,090)	(396,574)
	(200,090)	**(396,574)**
Depreciation (indirect)	(179,044)	(251,308)
Depreciation (lease assets)	(484,655)	(583,363)
Amortisation (intangibles)	(1,731,153)	(1,092,930)
Total depreciation (indirect) and amortisation	**(2,394,852)**	**(1,927,601)**
Total depreciation and amortisation	**(2,594,942)**	**(2,324,175)**

*Depreciation (direct) on equipment used directly in the generation of revenue has been disclosed as part of Cost of Sales in Note 6.

10 Income tax expense

(a) Income tax expense/(benefit)

	2023 US$	2022 US$
Current tax	531,371	1,398,899
Deferred tax	163,591	2,171,654
(Over)/under provision in prior years	(1,237,584)	(397,687)
	(542,622)	3,172,866
Income tax expense/(benefit) is attributable to:		
Profit from continuing activities	(542,622)	3,172,866

(b) Reconciliation of income tax expense/(benefit) to prima facie tax expense/(benefit)

	2023 US$	2022 US$
Profit from continuing operations before income tax expense	3,025,111	10,692,600
Prima Facie Tax at the Australian tax rate of 30.0% (2022 - 30.0%)	907,533	3,207,780
Tax effect of amounts which are not deductible (taxable) in calculating taxable income		
Differences in tax rates	(79,422)	(75,064)
(Over)/under provision in prior years	(1,237,584)	(397,687)
Income not assessable for income tax purposes	(563,384)	(156,344)
Non deductible share based payments	423,211	592,302
Expenditure not deductible for income tax purposes	7,024	1,879
	(542,622)	**3,172,866**

(c) Tax losses and US credits

	2023 US$	2022 US$
Opening balance - Unrecognised deferred tax asset on unused tax losses	-	575,484
Potential tax benefit of foreign losses (current year)	-	(575,484)
Closing balance - Unrecognised deferred tax asset on unused tax losses	-	-
Unrecognised deferred tax asset for US R&D and CT credits	1,140,609	1,078,281

The benefit will only be obtained if the US R&D and CT credits become certain to be utilised before the expiration of the credits.

11 Non-current assets - Deferred tax assets

Deferred tax asset comprised of the following:

	2023 US$	2022 US$
Tax losses	649,479	-
Employee benefits	612,513	715,014
Accrued expenses	124,240	19,882
Deferred revenue	2,145,373	2,876,706
Capital raising costs	7,975	15,950
Provision for doubtful debts	27,085	7,307
Lease assets and lease liabilities	8,750	28,930
	3,575,415	**3,663,789**

In Cogstate Ltd, there are USD$649,479 tax losses available for future use at 30 June 2023 (30 June 2022: nil).

In Cogstate Inc, there are no tax losses available for future use at 30 June 2023 (30 June 2022: nil).

12 Non-current liabilities - Deferred tax liabilities

Deferred tax liability comprised of the following:

	2023 US$	2022 US$
Accrued interest income	89,153	-
Foreign exchange	581,006	594,940
	670,159	**594,940**

13 Earnings per share

Basic earnings per share amounts are calculated by dividing net profit for the year attributable to ordinary equity holders by the weighted average number of ordinary shares outstanding during the year.

Diluted earnings per share amounts are calculated by dividing the net profit attributable to ordinary equity holders by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

(a) Basic earnings per share

	2023 US Cents	2022 US Cents
From continuing operations attributable to the ordinary equity holders of the Company	2.06	4.35
Total basic earnings per share attributable to the ordinary equity holders of the Company	2.06	4.35

(b) Diluted earnings per share

	2023 US Cents	2022 US Cents
From continuing operations attributable to the ordinary equity holders of the Company	2.02	4.25
Total diluted earnings per share attributable to the ordinary equity holders of the Company	2.02	4.25

(c) Reconciliation of earnings used in calculating earnings per share

	2023 US$	2022 US$
Basic earnings per share		
Profit attributable to the ordinary equity holders of the Company used in calculating basic earnings per share:		
Used in calculating basic earnings per share	3,567,733	7,519,734
Diluted earnings per share		
Profit from continuing operations attributable to the ordinary equity holders of the Company:		
Used in calculating diluted earnings per share	3,567,733	7,519,734

(d) Weighted average number of shares used as denominator

	2023 Number	2022 Number
Weighted average number of ordinary shares used as the denominator in calculating basic earnings per share	173,441,505	172,768,268
Weighted average number of ordinary shares used as the denominator in calculating diluted earnings per share	176,344,598	176,824,357

(e) Information on the classification of securities

(i) Options

Options granted to employees under the Employee Equity Plan are considered to be potential ordinary shares and have been included in the determination of diluted earnings per share to the extent to which they are dilutive. The options have not been included in the determination of basic earnings per share. Details relating to the options are set out in Note 30.

(ii) Performance rights

Performance rights granted to employees under the Cogstate Employee Equity Plan are considered to be potential ordinary shares and have been included in the determination of diluted earnings per share to the extent to which they are dilutive. The performance rights have not been included in the determination of basic earnings per share. Details relating to the performance rights are set out in Note 30.

14 Current assets - Cash and cash equivalents

	2023 US$	2022 US$
Cash at bank and in hand	8,487,208	12,404,941
Short-term deposits	20,188,780	18,192,229
Total cash and short term deposits	**28,675,988**	**30,597,170**

Net cash

The Group had $27,793,141 million net cash as at 30 June 2023 (30 June 2022: $28,739,414) calculated as gross cash less cash borrowings and less cash received in advance for future pass-through charges.

	2023 US$	2022 US$
Total cash at 30 June	28,675,988	30,597,170
Cash received in advance for future pass-through expenses at 30 June	(882,847)	(1,857,756)
Cash held for operations at 30 June	**27,793,141**	**28,739,414**
Total borrowings	-	-
Net cash	**27,793,141**	**28,739,414**

15 Current assets - Trade and other receivables

	2023 US$	2022 US$
Trade receivables	7,622,953	8,101,636
Allowance for expected credit losses	(90,282)	(24,355)
	7,532,671	**8,077,281**

Trade and other receivables ageing analysis at 30 June is:

	Gross 2023 US$	Gross 2022 US$
Not past due	6,896,871	7,510,911
Past due 30-59 days	435,641	483,098
Past due 60-89 days	272,343	71,096
Past due more than 90 days	18,098	36,531
	7,622,953	**8,101,636**
Allowance for expected credit losses	(90,282)	(24,355)
	7,532,671	**8,077,281**

A receivable from a contract with a customer represents the Group's unconditional right to consideration arising from the transfer of goods or services to the customer (i.e., only the passage of time is required before payment of the consideration is due). Invoicing of customers generally occurs on a monthly basis. Outstanding invoices are due for payment within 30-90 days of the invoice date.

Impairment of receivables from contracts with customers and other receivables

The Group applies the simplified approach under AASB 9 to measuring the allowance for credit losses for both receivables from contracts with customers and contract assets. Under the AASB 9 simplified approach, the Group determines the allowance for credit losses for receivables from contracts with customers and contract assets on the basis of the lifetime expected credit losses of the instrument. Lifetime expected credit losses represent the expected credit losses that are expected to result from default events over the expected life of the financial asset.

The Group determines expected credit losses using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the financial asset as well as current and future expected economic conditions relevant to the financial asset. When material, the time value of money is incorporated into the measurement of expected credit losses. There has been no change in the estimation techniques or significant assumptions made during the reporting period.

16 Current assets - Other current assets

	2023 US$	2022 US$
Accrued income	1,221,501	2,076,406
Prepayments	1,250,630	1,009,205
Other receivables	100,982	239,394
Total other current assets	**2,573,113**	**3,325,005**

17 Non-current assets - Property, plant and equipment

	2023 US$	2022 US$
Property, plant and equipment		
Gross value	5,746,969	5,969,283
Accumulated depreciation	(5,377,286)	(5,064,091)
	369,683	**905,192**

	2023 US$	2022 US$
Property, plant and equipment		
Opening net book amount	905,192	1,204,718
Additions	195,886	422,187
Disposals	(174,364)	(73,831)
Depreciation charge	(379,134)	(647,882)
Impairment of assets*	(177,897)	-
Closing net book amount	**369,683**	**905,192**

*An impairment charge has been taken relating to the assets residing in New Haven. The amount of the charge is equivalent to the original cost less accumulated depreciation expected to be incurred as at the date of the lease end date, which is in the following financial year.

18 Non-current assets - Intangible assets

	2023 US$	2022 US$
Software development		
Database platform	5,497,225	6,152,988
ISLT smart-phone application	2,344,168	1,734,118
Cognigram USA	1,549,924	1,736,257
DCT EEP	308,762	-
Data management software	611,219	527,256
Rater performance application	492,803	305,600
Software license	-	-
Intellectual Property - Clinical Trials	308,898	308,898
	11,112,999	**10,765,117**

Year ended 30 June 2023	Software Development (Database Platform)[a] US$	Software Development (ISLT smart-phone application)[b] US$	Software Development (Cognigram USA)[c] US$	Software Development (DCT EEP)[d] US$	Software Development (Data Management Platform)[e] US$	Software Development (Rater performance application)[f] US$	Software License US$	Intellectual Property - Clinical Trials US$	Total US$
Opening net book amount	6,152,988	1,734,118	1,736,257	-	527,256	305,600	-	308,898	10,765,117
Amortisation	(937,997)	(413,408)	(186,333)	(26,875)	(101,804)	(64,736)	-	-	(1,731,153)
Capitalisation	282,234	1,023,458	-	335,637	185,767	251,939	-	-	2,079,035
Closing net book amount	5,497,225	2,344,168	1,549,924	308,762	611,219	492,803	-	308,898	11,112,999

Year ended 30 June 2022	Software Development (Database Platform)[a] US$	Software Development (ISLT smart-phone application)[b] US$	Software Development (Cognigram USA)[c] US$	Software Development (DCT EEP)[d] US$	Software Development (Data Management Platform)[e] US$	Software Development (Rater performance application)[f] US$	Software License US$	Intellectual Property - Clinical Trials US$	Total US$
Opening net book amount	7,080,235	1,221,340	-	-	-	-	108,338	308,898	8,718,811
Amortisation	(927,247)	(47,510)	(9,834)	-	-	-	(108,338)	-	(1,092,929)
Capitalisation	-	560,288	1,746,091	-	527,256	305,600	-	-	3,139,235
Closing net book amount	6,152,988	1,734,118	1,736,257	-	527,256	305,600	-	308,898	10,765,117

[a] Software includes capitalised development costs being an internally generated intangible asset (Database Platform infrastructure)

A number of projects of work were undertaken this year as part of the ongoing refinement of this platform.

[b] Software includes capitalised development costs being an internally generated intangible asset (ISLT smartphone application)

In FY20, the Alzheimer's Drug Discovery Foundation's (ADDF) formally announced an award of funding to Cogstate from the ADDF Diagnostics Accelerator (DxA) initiative, seeking to develop novel biomarkers for the early detection of Alzheimer's disease and related dementias.

The award of up to $1.36 million to Cogstate is focused on the development of a well-established memory test, called the International Shopping List Test (ISLT), for use on smartphones and tablets. The technology adaptation is designed to enable autonomous assessment of memory by individuals in their own home. Improved access to such an easy-to-use and sensitive measure of memory is expected to enable identification of memory problems earlier and in more diverse populations, thereby supporting earlier diagnosis and access to potential interventions.

Further development work was undertaken this year. The amount capitalised reflects both the labour effort expended and actual third party costs incurred in developing the smartphone application.

[c] Software includes capitalised development costs being an internally generated intangible asset (Cognigram)

This project completed in the previous financial year. No further development work was undertaken this financial year.

[d] Software includes capitalised development costs being an internally generated intangible asset (DCT EEP)

This year, the Group commenced work on a Decentralised Trials External Embedded Portal to allow our clients more efficient access to our tests. The development work undertaken this year has been capitalised. The amount capitalised reflects the labour effort expended. The development of this asset is ongoing.

[e] Software includes capitalised development costs being an internally generated intangible asset (Data Management Platform)

Further development work was undertaken on the Data Management Platform. A third party developer has been engaged to perform this development work. The development work undertaken this year has been capitalised. The amount capitalised reflects both the labour effort expended and actual third party costs incurred. The development of this asset is ongoing.

[f] Software includes capitalised development costs being an internally generated intangible asset (Rater Performance Application)

Further development work was undertaken this year as part of the ongoing refinement of this application.

Impairment losses recognised

Continuing Operations

These assets were tested for impairment during the year ended 30 June 2023.

Impairment tests for intangibles

Acquired intellectual property rights have been allocated to one cash generating unit, which is a reportable segment, for impairment testing as follows:

- Clinical Trials cash generating unit

There was no impairment of the carrying value of the intellectual property for the Clinical Trials cash generating unit.

Clinical Trials cash generating unit (indefinite life intellectual property)

The recoverable amount of the Clinical Trials unit has been determined based on a value in use calculation using cash flow projections based on financial budgets approved by senior management covering a three year period and a terminal growth rate of 5% (2022: 5%).

The following describes each key assumption on which management has based its cash flow projections when determining the value in use of the Clinical Trials cash generating unit for 30 June 2023 and 30 June 2022.

Budgeted gross sales - the basis used to determine the value assigned to the budgeted gross sales is the contracted sales for the coming periods taken at the date of the budget formulation, increased for expected new contractual agreements. Thus, values assigned to gross sales reflect past experience, except for new contractual agreements, which are estimated at approximately the same level as the most recent financial year, over half of which, for the next financial year, are being tendered for.

Budgeted operating expenses - the basis used to determine the value assigned to the budgeted operating expenses is the level of the most recent financial year increased on average by the consumer price index plus one percentage point. Thus, values assigned to operating expenses reflect past experience, whilst allowing for general price rises and additional costs necessary for a Group in a growth phase.

The pre-tax discount rate applied to cash flow projections is 10% (2022: 10%).

The cash generating unit's recoverable amount exceeds the carrying value of the cash generating unit.

19 Lease assets & lease liabilities

The Group leases office premises and specialised equipment for periods not exceeding 5 years. The Group is required to return the underlying assets in a specified condition at the end of the lease term.

At the commencement date of a lease (other than leases of 12-months or less and leases of low value assets), the Group recognises a lease asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments.

Lease Assets	2023 US$	2022 US$
Carrying amount of lease assets, by class of underlying asset:		
Buildings	207,254	1,081,139
Equipment	19,452	31,901
	226,706	**1,113,040**

Lease Assets	2023 US$	2022 US$
Reconciliation of the carrying amount of lease assets at the beginning and end of the financial year:		
Carrying amount at 1 July 2022	1,113,040	1,590,165
Additions	-	106,238
Depreciation	(484,655)	(583,363)
Impact of lease modification	(401,679)	-
Carrying amount at 30 June 2023	**226,706**	**1,113,040**

Lease Liabilities	2023 US$	2022 US$
Reconciliation of the carrying amount of lease liabilities at the beginning and end of the financial year:		
Carrying amount at 1 July 2022	1,228,403	1,740,409
Additions	-	106,238
Principal reduction	(508,720)	(618,244)
Impact of lease modification	(456,693)	-
Carrying amount at 30 June 2023	**262,990**	**1,228,403**
Carrying amount of lease liabilities:		
Current lease liabilities	(236,080)	(636,026)
Non-current lease liabilities	(26,910)	(592,377)
Total carrying amount of lease liabilities	**(262,990)**	**(1,228,403)**

Lease Expenses and Cash Flows	2023 US$	2022 US$
Depreciation expense on lease assets	484,655	583,363
Interest expense on lease liabilities	15,654	28,694
Lease payments	524,374	647,907
Net foreign exchange differences	-	969

*A charge has been taken relating to the lease over the premises at New Haven. During the year, a lease contract amendment was executed impacting both scope and term of the lease.

20 Current liabilities - Trade payables and other liabilities

	2023 US$	2022 US$
Trade payables	186,282	953,367
Accrued payables	2,319,853	4,969,474
Grant funding*	1,050,710	1,360,000
Prepaid pass-through	1,087,700	1,966,900
Provision for tax	(90,814)	960,932
	4,553,731	**10,210,673**

*The Biotechnology Grant Funding agreement was executed in February 2020 with the Alzheimer's Drug Discovery Foundation's (ADDF) Diagnostics Accelerator (DxA) initiative, seeking to develop novel biomarkers for the early detection of Alzheimer's disease and related dementias. The award of up to $1.36 million to Cogstate is focused on the development of a technology-based approach for early detection of memory impairment and decline. The software development work has been performed by Cogstate's existing software engineering team, along with a third party developer, and those costs have been capitalised as at 30 June 2023 (refer note 18). The amount capitalised reflects the labour effort expended in developing the smartphone application.

21 Deferred revenue

Current deferred revenue	2023 US$	2022 US$
Clinical Trials	494,359	441,899
Healthcare		
- Eisai Japan	100,192	99,918
- Eisai Global	4,099,054	4,087,855
- Eisai Other	307,799	-
Research	10,000	10,000
	5,011,404	**4,639,672**

Non-current deferred revenue	2023 US$	2022 US$
Clinical Trials	500,000	600,000
Healthcare		
- Eisai Japan	515,467	615,658
- Eisai Global	2,436,535	4,785,589
Research	40,000	50,000
	3,492,002	**6,051,247**

Deferred Revenue	2023 US$	2022 US$
Carrying amount of deferred revenue:		
Current deferred revenue	5,011,404	4,639,672
Non-current deferred revenue	3,492,002	6,051,247
	8,503,406	**10,690,919**

22 Current liabilities - Short-term borrowings

	2023 US$	2022 US$
Insurance premium funding	115,902	183,348
	115,902	**183,348**

23 Current liabilities - Provisions

	2023 US$	2022 US$
Current		
Long service leave	356,417	451,270
Annual leave	1,896,064	2,141,750
	2,252,481	**2,593,020**
Non-current		
Long service leave	19,330	23,181
	19,330	**23,181**

24 Contributed equity

(a) Share capital

	2023 Shares	2022 Shares	2023 US$	2022 US$
Ordinary shares				
Ordinary shares - fully paid	**173,186,147**	**173,368,331**	**36,318,220**	**36,145,605**

(b) Movements in ordinary share capital

	Number of shares	US$
1 July 2021	**170,988,331**	**34,026,408**
Exercise of options	2,380,000	1,408,267
Transfer from options reserve	-	710,930
30 June 2022	**173,368,331**	**36,145,605**
Exercise of options	370,312	184,367
Transfer from options reserve	-	81,357
Share Buy-Back	(552,496)	(93,109)
30 June 2023	**173,186,147**	**36,318,220**

(c) Ordinary shares

Fully paid ordinary shares carry one vote per share and carry the right to dividends.

(d) Capital risk management

The Group's objectives when managing capital are to safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

Management also aims to maintain a capital structure that ensures the lowest cost of capital available to the entity.

The Board has resolved that no dividend should be declared in respect of the year ended 30 June 2023 (30 June 2022: nil).

The Group is not subject to any externally imposed capital requirements.

(e) On-market share buy-back

On 28 February 2023, the Group announced an on-market share buy-back programme for a 12-month period with an upward limit of AUD$13m. The buy-back commenced on 20 March 2023.

As at 30 June 2023, the Group has purchased 552,496 ordinary shares for the total consideration of AUD$0.9m (USD$0.6m). The buy-back was conducted in the ordinary course of trading at an average price per share of AUD$1.57. The shares bought back were subsequently cancelled.

The purchase price of each share acquired, was allocated between share capital and retained earnings. The amount allocated to share capital per share acquired, was equivalent to the average issue price of shares residing in share capital. The excess of purchase price over this amount was allocated to retained earnings.

25 Other reserves

(a) Other reserves

	2023 US$	2022 US$
Share-based payments reserve	4,717,857	3,214,324
Foreign currency translation reserve	(3,185,013)	(3,185,013)
	1,532,844	**29,311**

	2023 US$	2022 US$
Movements:		
Share based payments		
Balance 1 July	3,214,324	1,714,482
Share based payments expense	1,584,890	2,210,772
Transfer to share capital on exercise of options	(81,357)	(710,930)
Balance 30 June	4,717,857	3,214,324

	2023 US$	2022 US$
Share based payments		
Employees	4,616,229	3,214,324
Non-employees	101,628	-
	4,717,857	3,214,324

(b) Nature and purpose of other reserves

(i) Share-based payments

This reserve is used to record the value of equity benefits provided in a share based payment transaction to employees as part of their remuneration. Refer to Note 30 for further details of this plan.

(ii) Foreign currency translation

Exchange differences arising on translation of the foreign controlled entity are recognised in other comprehensive income as described in Note 1(c) and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss upon the disposal of the net investment.

26 Parent entity financial information

Information relating to Cogstate Ltd:	2023 US$	2022 US$
Current assets	38,188,239	42,013,756
Total assets	48,821,159	52,375,008
Current liabilities	(22,483,324)	(28,631,837)
Total liabilities	(22,502,655)	(28,668,757)
Net assets	**26,318,504**	**23,706,251**
Issued capital	(36,318,220)	(36,145,605)
Accumulated losses	12,008,476	12,944,581
Share based payment reserve	(4,717,857)	(3,214,324)
Foreign currency translation reserve	2,709,097	2,709,097
Total shareholders' equity	**(26,318,504)**	**(23,706,251)**

Investments in subsidiaries are accounted for at cost in the financial statements of the parent entity.

27 Reconciliation of profit after income tax to net cash inflow from operating activities

	2023 US$	2022 US$
Profit for the year	3,567,733	7,519,734
Depreciation and amortisation	2,110,287	2,324,175
Loss on disposal of assets	352,125	72,678
Non-cash employee benefits expense - share-based payments	1,584,890	2,210,772
Amortisation of grant funding	(309,290)	-
Net exchange differences	(85,632)	34,386
Change in operating assets & liabilities:		
(Increase) decrease in trade debtors and other receivables	544,610	(226,053)
(Increase) decrease in deferred tax assets	88,374	2,133,361
(Increase) decrease in other operating assets	993,317	(476,284)
(Increase) decrease in prepayments	(241,425)	(268,080)
(Increase) decrease in lease assets	886,334	477,125
(Decrease) increase in trade creditors	(4,362,647)	1,089,125
(Decrease) increase in deferred revenue	(2,187,514)	(5,335,814)
(Decrease) increase in provision for income taxes payable	(1,052,451)	565,014
(Increase) decrease in lease liabilities	(965,412)	(512,006)
(Decrease) increase in deferred tax liabilities	75,219	(21,656)
(Decrease) increase in employee provisions	(344,389)	139,656
Net cash inflow from operating activities	654,129	9,726,133

28 Related party transactions

(a) Significant investments in subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following principal subsidiaries in accordance with the accounting policy described in Note 1(b):

		Equity holding %	
Name of entity	Country of incorporation	2023 %	2022* %
Cogstate Inc	USA	100%	100%
Cogstate Health Inc	USA	100%	100%
Cogstate Healthcare LLC	USA	100%	100%
Cogstate Sport Pty Ltd	Australia	100%	100%

*Cogstate Spain SL was dissolved as at 1 November 2021.

(b) Parent entities

Cogstate Limited is the ultimate parent of the Group.

(c) Key management personnel

Disclosures relating to key management personnel are set out in Note 29.

(d) Director-related entity transactions

Directors of the Group and their director-related entities, conduct transactions with the Group within a normal employee, customer or supplier relationship on terms and conditions no more favourable than those with which it is reasonable to expect the Group would have adopted if dealing with a director or director-related entity at arm's length in similar circumstances.

(e) Eisai Co Ltd

Eisai Co Ltd holds 6.8% of the outstanding shares of Cogstate Ltd as at 30 June 2023.

On 25 October 2020, Cogstate Ltd entered into a Global Licensing Agreement with Eisai Co Ltd. This is in addition to the Japan Licensing Agreement entered into with Eisai Co Ltd in FY20.

These contracts have generated revenue for the Group of $4.2 million in FY23 (FY22: $4.2 million). These contracts have future revenue (represented as Deferred Revenue) of $7.2 million as at 30 June 2023 (30 June 2022: $9.6 million).

29 Key management personnel disclosures

(a) Key management personnel compensation

	2023 US$	2022 US$
Short-term employee benefits*	2,100,146	3,419,468
Post-employment benefits	137,746	126,219
Long-term benefits	12,344	20,770
Share-based payments	751,515	848,576
	3,001,751	**4,415,033**

*No company performance bonus payable for FY23.

30 Share-based payments

(a) Expenses arising from share-based payment transactions

Total expenses arising from share-based payment transactions recognised during the period as part of employee benefit expense were as follows:

	2023 US$	2022 US$
Expense arising from equity settled share-based payment expense	1,584,890	2,210,772

Reconciliation of share-based payment expense for the 2023 financial year is as follows:

	2023 US$	2022 US$
Expense reversed as options not fully vested/lapsed	(297,352)	(41,300)
Expense for options issued during current financial year	3,935	1,134,635
Expense for options issued in previous financial years	1,870,158	1,117,437
Expense for performance rights issued during current financial year	8,149	
	1,584,890	2,210,772

(b) (i) Employee equity plan – options

An Employee Equity Plan has been established where Cogstate Limited may, at the discretion of the Board, grant options over the ordinary shares of Cogstate Limited to executives and staff of the Group. The options, issued for nil consideration, are granted in accordance with guidelines established by the directors of Cogstate Limited, with a recommendation from the management of Cogstate Limited, although the directors retain the final discretion on the issue of options.

The options are issued for a period of 5 years. In most cases, one third of the options are exercisable on the second anniversary of the date of the grant. The remaining two thirds of the options are exercisable after the following 12 months.

The options cannot be transferred and will not be quoted on the ASX. There are no cash settlement alternatives. There are currently 43 executives/staff (2022: 48) who hold options under this scheme.

(b) (ii) Employee equity plan – performance rights

An Employee Equity Plan has been established where Cogstate Limited may, at the discretion of the Board, grant Performance Rights of Cogstate Limited to certain members of staff of the Group. The Performance Rights, issued for nil consideration, are granted in accordance with guidelines established by the directors of Cogstate Limited, with a recommendation from the management of Cogstate Limited, although the directors retain the final discretion on the issue of Performance Rights.

The Performance Rights are issued for a period of 3 years. In most cases, one third of the Performance Rights vest at the end of each 12-month period over the 3-year period. On the vesting date, each Performance Right will convert to an ordinary share of Cogstate Ltd.

The Performance Rights cannot be transferred and will not be quoted on the ASX. There is a cash settlement alternative, at the sole discretion of the Board. There are currently 47 staff (2022: not applicable) eligible for this scheme.

(c) Summaries of options and performance rights granted

(c) (i) Summaries of options granted under the employee equity plan

	2023 No.	2023 WAEP	2022 No.	2022 WAEP
Outstanding at the beginning of the year	13,709,343	$1.21	12,214,643	$0.63
Granted during the year	467,188	$1.71	4,410,000	$2.34
Forfeited during the year	(1,193,333)	$1.32	(510,300)	$1.29
Exercised during the year	(370,312)	$0.75	(2,380,000)	$0.80
Expired during the year	-	-	(25,000)	$0.93
Outstanding at the end of the year	12,612,886	$1.23	13,709,343	$0.72

The outstanding balance as at 30 June 2023 is represented by:

Number of options	Grant date	Vesting Date	Expiry Date	Exercise Price
730,000	28-Sep-18	28-Sep-21	28-Sep-23	0.6400
1,000,000	21-Oct-19	21-Oct-22	21-Oct-24	0.3400
1,500,000	31-Jan-20	31-Aug-23	31-Jan-25	0.4600
33,333	30-Apr-20	31-Aug-23	30-Apr-25	0.3200
1,692,365	31-Jul-20	31-Aug-23	15-Sep-25	0.6900
1,250,000	27-Oct-20	27-Oct-23	27-Oct-25	0.7820
700,000	15-Nov-20	31-Aug-23	31-Oct-25	0.7800
300,000	17-Mar-21	28-Feb-24	28-Feb-26	1.0000
700,000	17-Mar-21	28-Aug-24	28-Aug-26	1.0000
100,000	14-May-21	28-Feb-24	28-Feb-26	0.9930
150,000	14-May-21	28-Aug-24	28-Aug-26	0.9930
2,590,000	27-Sep-21	31-Aug-24	31-Aug-26	2.5100
400,000	3-Dec-21	31-Aug-24	31-Aug-26	1.0000
1,000,000	3-Dec-21	27-Oct-24	31-Aug-26	2.3790
467,188	20-Jun-23	31-Aug-25	20-Jun-28	1.7100
12,612,886				

(c) (ii) Summaries of performance rights granted under the employee equity plan

	2023 No.	2023 WAEP	2022 No.	2022 WAEP
Outstanding at the beginning of the year	-	-	-	-
Granted during the year	371,042	$1.71	-	-
Forfeited during the year	-	-	-	-
Exercised during the year	-	-	-	-
Expired during the year	-	-	-	-
Outstanding at the end of the year	371,042	$1.71	-	-

(d) Weighted average remaining contractual life

(i) Options

The weighted average remaining contractual life for the share options outstanding at 30 June 2023 is 2.47 years (2022: 3.42 years).

(ii) Performance rights

The weighted average remaining contractual life for the performance rights outstanding at 30 June 2023 is 1.51 years (2022: not applicable).

(e) Range of exercise price

(i) Options

The range of exercise prices for options outstanding at the end of the year was A$0.32 - A$2.51 (2022: A$0.32 - A$2.51).

(ii) Performance rights

The first grant of Performance Rights occurred on 20 June 2023 at a grant price of A$1.71 (exercise price: A$0.00).

(f) Weighted average fair value

(i) Options

The weighted average fair value of options granted during the year was A$1.7100 (2022: A$2.3433).

(ii) Performance rights

The weighted average fair value of Performance Rights granted during the year was A$1.71.

(g) Option pricing model

Equity settled transactions

The fair value of the equity-settled share options granted under the plan is estimated as at the date of grant using a binomial model taking into account the terms and conditions upon which the options were granted.

The following table lists the inputs to the model used for the years ended 30 June 2023 and 30 June 2022:

2023	20-Jun-23
Dividend yield (%)	0
Expected volatility (%)	68
Risk-free interest rate (%)	3.92
Expected life of option (years)	2
Option exercise price ($)	1.71
Market share price at grant date ($)	1.71

2022	27-Sep-21	27-Sep-21	27-Sep-21	27-Sep-21	3-Dec-21	3-Dec-21
Dividend yield (%)	0	0	0	0	0	0
Expected volatility (%)	60	60	60	60	60	60
Risk-free interest rate (%)	0.5	0.5	0.5	0.5	0.5	0.5
Expected life of option (years)	3	3	3	3	3	3
Option exercise price ($)	2.51	2.51	2.51	2.51	1.00	2.379
Market share price at grant date ($)	2.40	2.40	2.40	2.40	2.33	2.33

The expected life of the options is based on historical data and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome. No other features of options granted were incorporated into the measurement of fair value.

31 Commitments and contingencies

(a) Guarantees

Cogstate Limited had ceased its bank guarantee in respect of the Company's prior lease of premises at Level 2/255 Bourke Street, Melbourne in FY22.

(b) Contingent liabilities

The Group had no contingent liabilities at 30 June 2023 (2022: nil).

32 Events occurring after the reporting period

No matters or circumstances have arisen since the end of the financial year that have significantly affected or may significantly affect the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial years.

33 Remuneration of auditors

During the year the following fees were paid or payable for services provided by the auditor of the parent entity, its related practices and non-related audit firms:

(a) Pitcher Partners (Melbourne)

	2023 US$	2022 US$
Audit and other assurance services		
Audit and review of financial statements	128,428	99,277
Other professional services	-	-
Total remuneration for audit and other assurance services	128,428	99,277
Taxation services		
Tax compliance services	-	-
Total remuneration for taxation services	-	-
Total remuneration of Pitcher Partners	128,428	99,277

(b) Network Firms of Pitcher Partners

	2023 US$	2022 US$
Other services		
Taxation services	11,128	7,437
Other professional services	-	-
Total auditors' remuneration	**11,128**	**7,437**

Directors' Declaration

The directors declare that:

1. In the directors' opinion, the financial statements and notes thereto, as set out on pages 39 to 66, are in accordance with the *Corporations Act 2001*, including:

    (a) complying with Australian Accounting Standards and the *Corporations Regulations 2001*, and other mandatory professional reporting requirements;

    (b) as stated in Note 1(a) the consolidated financial statements also comply with International Financial Reporting Standards; and

    (c) giving a true and fair view of the financial position of the Group as at 30 June 2023 and of its performance for the year ended on that date.

2. In the directors' opinion there are reasonable grounds to believe that the Group will be able to pay its debts as and when they become due and payable.

3. This declaration has been made after receiving the declarations required to be made by the chief executive officer to the directors in accordance with section 295A of the *Corporations Act 2001* for the financial year ending 30 June 2023.

This declaration is made in accordance with a resolution of directors.

Martyn Myer AO, Chairman
Melbourne, 22 August 2023

COGSTATE LIMITED
ABN: 80 090 975 723

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF
COGSTATE LIMITED

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Cogstate Limited "the Company" and its controlled entities "the Group", which comprises the consolidated statement of financial position as at 30 June 2023, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion, the accompanying financial report of the Group is in accordance with the *Corporations Act 2001*, including:

(a) giving a true and fair view of the Group's financial position as at 30 June 2023 and of its financial performance for the year then ended; and
(b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* "the Code" that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

COGSTATE LIMITED
ABN: 80 090 975 723

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF
COGSTATE LIMITED

Key Audit Matter	**How our audit addressed the key audit matter**
Revenue Recognition Refer to Note 1(d), Note 5	
The Group recognised revenue of $40.45m relating to Clinical Trials, Healthcare and Research. The Group enters into contracts with customers that often span multiple financial years. We focused on the existence and accurate recognition of revenue in line with contract terms and the underlying performance of service obligations. • The license fee revenue is recognised when the significant risks and rewards relating to the licensed software are passed to the customer. • The recognition of testing services revenue for clinical trials is when the contracted services are provided. • The ongoing provision of server access and related support is recognised as revenue over the contractual period. We focused on the appropriate recognition of revenue as a key audit matter as these transactions are a key determinant of profit.	Our testing of revenue transactions focused on evidencing the supply of software, provision of services in accordance with contract terms and revenue recognition in line with AASB 15. Our procedures included amongst others: • Understanding and evaluating the design and implementation of the revenue recognition process and controls. • Testing of controls around execution of contracts and approvals for milestones billed for the existence and accuracy of revenue. • For a sample of revenue transactions: - Testing the revenue recorded to supporting documentation including signed contract. - Reviewing contract performance obligations, to evaluate whether the revenue was being recognised in line with the date of the software supply or rendering of services. - Recalculation of the revenue recognised in line with the contract performance obligations. - Testing the existence of monies receipted relating to license and service revenue. • Assessing the adequacy of the disclosure in the financial report.

COGSTATE LIMITED
ABN: 80 090 975 723

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF
COGSTATE LIMITED

Key Audit Matter	How our audit addressed the key audit matter
Intangible Assets – software development Refer to Note 1(k) and Note 18	

Software development assets with an aggregate carrying amount totalling $10.80m is owned by the Group and represents a significant balance in the consolidated statement of financial position.
 	
The intangible assets are a key audit matter as one of the Group's largest assets, and as there is management judgement in determining the reallocation of operating costs as development costs and the potential to impact the determination of profit for the year.
 	
We focused on the appropriate recognition, measurement and value of intangible assets as a key audit matter as these transactions maybe a key determinant of profit.
	Our testing of the intangible asset, software development, focused on assessing the existence and accuracy of attributed expenditure and assessing the intangible asset for indicators of impairment.
	
	Our procedures included amongst others:
	• Understanding and evaluating the design and implementation of the controls and processes addressing the recognition, valuation, recoverability and recording of intangible assets and the outcomes of these processes.
	• Testing on a sample basis the capitalised development costs by:
	  ○ Vouching the capitalised time to approved employee timesheets.
	  ○ Recalculating the value of time capitalised for a sample of employees by vouching hourly rates and other applicable on-costs to signed employment contracts.
	  ○ Vouching third party supplier costs associated with development to invoices and payment.
	• Assessing management's evaluation of indicators of impairment for intangible assets.
	• Assessing the adequacy of the disclosure in the financial report.

COGSTATE LIMITED
ABN: 80 090 975 723

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF
COGSTATE LIMITED

Information Other than the Financial Report and Auditor's Report Thereon

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2023, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

COGSTATE LIMITED
ABN: 80 090 975 723

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF
COGSTATE LIMITED

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

PITCHER PARTNERS

COGSTATE LIMITED
ABN: 80 090 975 723

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF
COGSTATE LIMITED

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 27 to 36 of the directors' report for the year ended 30 June 2023. In our opinion, the Remuneration Report of Cogstate Limited, for the year ended 30 June 2023, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

M J HARRISON
Partner

PITCHER PARTNERS
Melbourne

22 August 2023

Shareholder Information

The shareholder information set out below was applicable as at 30 June 2023.

A. Distribution of equity securities

Analysis of numbers of equity security holders by size of holding:

	Class of equity security ordinary shares		
Holding	Shares	Options	Performance Rights
1 to 1,000	734	-	5
1,001 to 5,000	919	-	6
5,001 to 10,000	287	-	24
10,001 to 100,000	361	23	12
100,001 and Over	65	20	-
	2,366	**43**	**47**

There were 192 holders of less than a marketable parcel of ordinary shares (less than A$500).

B. Equity security holders

Twenty largest quoted equity security holders

The names of the twenty largest holders of quoted equity securities are listed below:

		Ordinary shares
Name	Number held	Percentage of issued shares
CITICORP NOMINEES PTY LIMITED	26,467,388	15.3%
DAGMAR DOLBY FUND	25,732,802	14.9%
HSBC CUSTODY NOMINEES	18,733,273	10.8%
NATIONAL NOMINEES LIMITED	18,423,798	10.6%
MYER & MYER PTY LTD	14,424,569	8.3%
ANACACIA PTY LIMITED	8,276,801	4.8%
MPYER INVESTMENTS PTY LTD	6,061,872	3.5%
BNP PARIBAS NOMINEES PTY LTD	5,796,914	3.3%
MR BRADLEY JOHN O'CONNOR	3,488,429	2.0%
BNP PARIBAS NOMS PTY LTD	2,919,932	1.7%
HSBC CUSTODY NOMINEES	2,785,398	1.6%
MYER & MYER PTY LTD	2,313,000	1.3%
J P MORGAN NOMINEES AUSTRALIA	1,750,592	1.0%
MR ALISTAIR DAVID STRONG	1,320,000	0.8%
MUTUAL TRUST PTY LTD	1,223,806	0.7%
BETA GAMMA PTY LTD	1,220,000	0.7%
BNP PARIBAS NOMS(NZ) LTD<DRP>	1,209,851	0.7%
BNP PARIBAS NOMINEES PTY LTD	1,169,901	0.7%
MR DAVID ALEXANDER SIMPSON &	1,000,689	0.6%
HSBC CUSTODY NOMINEES	924,111	0.5%
	145,243,126	**83.9%**

Unquoted equity securities

	Number on issue	Number of holders
Options to acquire ordinary shares, issued under the Employee Equity Plan	12,612,886	43
Performance rights to acquire ordinary shares, issued under the Employee Equity Plan	371,042	47

C. Substantial holders

Substantial holders in the Company are set out below:

		Ordinary shares
Name	Number held	Percentage of issued shares
Dagmar Dolby Fund	25,732,802	14.9%
Martyn Myer	23,614,566	13.6%
Australian Ethical Investment	14,378,731	8.3%
Eisai Co., Ltd	11,738,243	6.8%
	75,464,342	**43.6%**

D. Voting rights

The voting rights attaching to each class of equity securities are set out below:

(a) All ordinary fully paid share carry one vote per share without restrictions.

(b) Options do not carry a right to vote.

Corporate Directory

Directors

Martyn Myer AO, *BE, MESc, MSM*
Chairman

Brad O'Connor, *B Bus*
Chief Executive Officer

David Dolby BSE, *MBA*
Retired 25 January 2023
Non-Executive Director

Richard Mohs, *PhD*
Non-Executive Director

Ingrid Player, *BEc and LLB (Hons), GAICD*
Non-Executive Director

Richard van den Broek, *CFA*
Non-Executive Director

Kim Wenn, *BCompSc*
Non-Executive Director

Company Secretary

David Franks, *BEc, CA, F Fin, FGIA, JP*

Kristi Geddes, *LLB, BPsySc*
Appointed 27 April 2023

Principal registered office in Australia

Level 2, 161 Collins Street
Melbourne Vic 3000 Australia

Share and debenture register

Automic Registry Services
Level 5, 126 Phillip Street
Sydney NSW 2000

Auditor

Pitcher Partners
Level 13, 664 Collins Street
Docklands Vic 3008

Solicitors

Clayton Utz
333 Collins Street
Melbourne Vic 3000

Bankers

National Australia Bank
Level 3/330 Collins Street
Melbourne Vic 3000

Website

www.cogstate.com

Cognitive impairment affects 50-70% of Multiple Sclerosis (MS) patients.

Worsening cognition heavily impacts quality of life for those with MS, as simple tasks become more difficult. Drug development in MS is increasingly looking to address this symptom. Cogstate digital assessments provide researchers with reliable data to make informed decisions about the cognitive impact of therapeutic candidates for MS.

Melbourne, VIC, Australia
Level 2, 161 Collins Street
Melbourne, VIC 3000
+61 3 9664 1300

New Haven, CT, USA
195 Church Street, 4th Floor
New Haven, CT 06510
+1 203 773 5010

London, UK
Runway East Borough Market
20 St Thomas Street
London, SE1 9RS

cogstate.com