

# ASX Announcement

## 12 September 2024

**Cogstate Limited**  
ABN 80 090 975 723

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Melbourne, Vic, 3000  
Australia

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## 2024 AGM Notice of Meeting and Sample Proxy

Cogstate Limited (ASX:CGS) attaches the following documents in relation to FY2024 Annual General Meeting (“AGM”):

- Notice of Meeting; and
- Sample Proxy.

Shareholders are reminded that the AGM is being held as a Hybrid Meeting, with instruction provided in the attached Notice of Meeting.

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

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### About Cogstate

Cogstate Ltd (ASX:CGS) is the neuroscience technology company optimising brain health assessments to advance the development of new medicines and to enable earlier clinical insights in healthcare. Cogstate technologies provide rapid, reliable and highly sensitive computerised cognitive tests across a growing list of domains and support electronic clinical outcome assessment (eCOA) solutions to replace costly and error-prone paper assessments with real-time data capture. The company’s clinical trials solutions include quality assurance services for study endpoints that combine innovative operational approaches, advanced analytics and scientific consulting. For over 20 years, Cogstate has proudly supported the leading-edge research needs of biopharmaceutical companies and academic institutions and the clinical care needs of physicians and patients around the world. In the Healthcare market, Cogstate seeks to provide primary care physicians and consumers with brief, accurate and scientifically validated digital measures of cognition, with a focus on easy to use, self-administered tests that inform patients and save physician time. In this market, Cogstate has partnered with pharmaceutical company, Eisai, to distribute Cogstate assessments in the USA & Asia. For more information, please visit [www.cogstate.com](http://www.cogstate.com).

### For further information contact:

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



# Cogstate Ltd

## Notice of 2024 Annual General Meeting

Explanatory Statement | Proxy Form

23 October 2024

9:30AM AEDT

As a Hybrid Meeting

### Address:

Pitcher Partners  
Level 13, 664 Collins Street  
Docklands VIC 3008 and

and as a **virtual meeting**:

[https://us02web.zoom.us/webinar/register/WN\\_bSzhGRwgS7yqhaXeF8TPjQ#/registration](https://us02web.zoom.us/webinar/register/WN_bSzhGRwgS7yqhaXeF8TPjQ#/registration)

### Cogstate Ltd

Level 32, 367 Collins Street  
Melbourne VIC 3000  
[www.cogstate.com](http://www.cogstate.com)

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

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### **Important Information for Shareholders about the Company's 2024 AGM**

This Notice is given based on circumstances as at 11 September 2024. Accordingly, should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <https://www.cogstate.com/>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

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

## Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 9:30am AEDT on Wednesday, 23 October 2024 as a **hybrid meeting**, being at Level 13, 664 Collins Street, Docklands VIC 3008 and as a virtual meeting.

If you wish to virtually attend the AGM (with the meeting also being broadcast as a live webinar), please **pre-register** in advance for the virtual component of the meeting here:

[https://us02web.zoom.us/webinar/register/WN\\_bSzhGRwgS7yqhaXeF8TPjQ#/registration](https://us02web.zoom.us/webinar/register/WN_bSzhGRwgS7yqhaXeF8TPjQ#/registration)

To be able to hold this Meeting at both a physical and virtual venue, the Company is relying upon s249R(b) of the Corporations Act.

After registering, you will receive a confirmation containing information on how to attend the virtual meeting component on the day of the AGM.

Shareholders will be able to vote (see the “Voting virtually at the Meeting” section of this Notice of Meeting below) and ask questions through the virtual meeting component.

### Asking Questions

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

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

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

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company on any matter that may be relevant to the Meeting, by asking questions of the Directors or our external auditor.

To allow time to collate questions and prepare answers, please submit any questions by 9:30am AEDT Wednesday, 16 October 2024.

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

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

Shareholders will also have the opportunity to submit written or oral questions via the virtual meeting platform on the day of the meeting.

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

The Chair’s and the Managing Director’s presentations will be uploaded to Cogstate’s website and the ASX platform prior to the Meeting. For a detailed overview of Cogstate’s performance and operations for the year ended 30 June 2024, the Company encourages you to read the FY2024 Annual Report prior to the Meeting. The 2024 Annual Report can also be found on Cogstate’s website or the ASX website.

## Your vote is important

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

## Voting in person

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

## Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the AGM will need to login to the online meeting platform powered by Automic.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account as soon **as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting. An account can be created via the following link [investor.automic.com.au](https://investor.automic.com.au) and then clicking on “**register**” and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day:

Open your internet browser and go to [investor.automic.com.au](https://investor.automic.com.au)

1. Login with your username and password or click “**register**” if you haven’t already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting.**
2. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on “**Register**” when this appears. Alternatively, click on “Meetings” on the left-hand menu bar to access registration.
3. Click on “**Register**” and follow the steps.
4. Once the Chair of the Meeting has declared the poll open for voting click on "Refresh" to be taken to the voting screen.
5. Select your voting direction and click "confirm" to submit your vote. Note that you cannot amend your vote after it has been submitted.

For further information on the live voting process please see the **Registration and Voting Guide** at <https://www.automicgroup.com.au/virtual-agms/>

## Voting by proxy

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

<b>Online</b>	Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on ‘View Meetings’ – ‘Vote’. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the <b>Online Proxy Lodgement Guide</b> at <a href="https://www.automicgroup.com.au/virtual-agms/">https://www.automicgroup.com.au/virtual-agms/</a>
<b>By post</b>	Completing the enclosed Proxy Form and posting it to: Automic, GPO Box 5193, Sydney NSW 2001
<b>By hand</b>	Completing the enclosed Proxy Form and delivering it by hand to: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
<b>By email</b>	Completing the enclosed Proxy Form and emailing it to: <a href="mailto:meetings@automicgroup.com.au">meetings@automicgroup.com.au</a>

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting.

**Proxy Forms received later than this time will be invalid.**

## **Power of Attorney**

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

## **Corporate Representatives**

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

## **Technical difficulties**

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

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

## Notice to Facilitate Electronic Communications with Shareholders

Recent legislative changes to the Corporations Act 2001 (Cth) mean there are new options available to Cogstate Ltd shareholders as to how you receive communications from the Company.

Cogstate Ltd will no longer be sending physical meeting documents unless you request a copy to be posted.

Shareholders can still elect to receive some or all of their communications in physical or electronic form, or elect not to receive certain documents such as annual reports. To review your communications preferences, or sign up to receive your shareholder communications via email, please update your details at the Automic website ([investor.automic.com.au](http://investor.automic.com.au)) with your username and password.

### Providing your email address to receive shareholder communications electronically

The Company encourages all shareholders to provide an email address so we can communicate with you electronically when shareholder notices become available online, for items such as meeting documents and annual reports. By providing your email address, you will:

- support the company by reducing the cost of mailing/postage;
- receive your investor communications faster and in a more secure way; and
- help the environment through the need for less paper

### How do I create an account with Automic?

To create an account with Automic, please go to the Automic website ([investor.automic.com.au](http://investor.automic.com.au)), click on 'register' and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

If you are a shareholder and would like a physical copy of a communication, need further information about the options available to you or have questions about your holding, visit <https://www.automicgroup.com.au/contact-us/> or contact the Automic Registry:

<b>By post</b>	Automic, GPO Box 5193, Sydney NSW 2001
<b>In person</b>	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
<b>Telephone (within Australia)</b>	1300 288 664
<b>Telephone (outside Australia)</b>	+61 2 9698 5414
<b>By facsimile</b>	+61 2 8583 3040
<b>Email</b>	hello@automicgroup.com.au
<b>Website</b>	<a href="https://www.automicgroup.com.au/">https://www.automicgroup.com.au/</a>

## Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of Cogstate Ltd ACN 090 975 723 will be held at 9:30am AEDT on Wednesday, 23 October 2024 as a **hybrid meeting**, being at Level 13, 664 Collins Street, Docklands VIC 3008 and as a virtual meeting.

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

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7:00pm AEDT on Monday, 21 October 2024.

In accordance with clause 40(a) of the Company's Constitution, the Chair intends to call a poll on each of the resolutions proposed at the AGM. Each resolution considered at the AGM will therefore be conducted by a poll, rather than on a show of hands. The Chair considers voting by poll to be in the interests of the shareholders as a whole and is a way to ensure the views of as many shareholders as possible are represented at the meeting.

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

## Agenda

### Ordinary business

#### Financial statements and reports

*"To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report for that financial year."*

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

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

## Resolutions

### Ordinary business

#### Remuneration Report

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

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

*"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Financial Report for the financial year ended 30 June 2024."*

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



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

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

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

## Re-election of Directors

### 2. Resolution 2 – Re-election of Dr Richard Mohs as Director

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

*"That Dr Richard Mohs, a Director who retires by rotation accordance with the Company's Constitution and ASX Listing Rule 14.4, and being eligible offers himself for re-election as a Director of the Company, effective immediately."*

### 3. Resolution 3 – Re-election of Ms Kim Wenn as Director

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

*"That Ms Kim Wenn, a Director who retires by rotation accordance with the Company's Constitution and ASX Listing Rule 14.4, and being eligible offers herself for re-election as a Director of the Company, effective immediately."*

## Special business

### Issue of Performance Rights under Employee Equity Plan

#### 4. Resolution 4 – Approval of Issue of Performance Rights to Mr Bradley O'Connor, Managing Director and Chief Executive Officer

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

*"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 920,251 Performance Rights under the Employee Equity Plan to Mr Bradley O'Connor, Managing Director and Chief Executive Officer (or his nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting"*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) Mr Bradley O'Connor (or his nominee);
- (b) a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Employee Share Option Plan; or
- (c) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 4 by:

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

**Voting Prohibition Statement:** In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 4 if:

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

However, the above prohibition does not apply if:

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

**BY ORDER OF THE BOARD**

Signed by Kristi Geddes



*Kristi Geddes*

I approve this document  
11-Sep-2024 | 4:36:41 PM AEST

BC9CBCBF5E304F48BC0EB35812285284

Kristi Geddes  
Company Secretary

11 September 2024

## Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 9:30am AEDT on Wednesday, 23 October 2024 as a **hybrid meeting**, being at Level 13, 664 Collins Street, Docklands VIC 3008 and as a virtual meeting.

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

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

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

## Agenda

### Ordinary business

#### Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

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

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

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

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

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

#### Written questions of the auditor

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

Please note that all written questions must be received at least five business days before the Meeting, which is by Wednesday, 16 October 2024:

- to the registered office of the Company at Level 32, 367 Collins Street, Melbourne, Vic, 3000, with a copy via email to [companysecretary@cogstate.com](mailto:companysecretary@cogstate.com).

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

## Resolutions

### Ordinary business

#### Remuneration Report

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

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

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

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2025 Annual General Meeting (**2025 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2025 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of 2025 AGM. All of the Directors who were in office when the 2024 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

The Remuneration Report:

- explains the Board's policy for determining the nature and amount of remuneration of executive Directors and senior executives of the Company;
- discusses the relationship between the Board's remuneration policy and the Company's performance;
- sets out the actual remuneration for the financial year ended 30 June 2024 for each Director and each member of the Company's senior executive management team; and
- details and explains any performance hurdles applicable to the remuneration of executive Directors and senior executives of the Company.

#### Voting

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

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

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

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

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

### **Re-election of Directors**

#### **Resolution 2 – Re-election of Dr Richard Mohs as Director**

Clause 47 of the Company's Constitution and ASX Listing Rule 14.4 requires that each Director must not hold office (without re-election) past the third annual general meeting following the Director's appointment or 3 years, whichever is longer.

Dr Richard Mohs was appointed a Director of the Company on 20 January 2017 and was last re-elected as a Director at the 2021 AGM.

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

Dr. Mohs is currently Chief Scientific Officer for the Global Alzheimer's Platform (GAP) Foundation, a patient-centred, non-profit organization devoted to enhancing the speed and quality with which new treatments for Alzheimer's disease are developed. He also serves as a consultant to academic institutions, foundations and biopharmaceutical companies. Dr. Mohs retired from Eli Lilly in 2015, where he held several leadership positions including Vice President for Neuroscience Early Clinical Development and Leader of the Global Alzheimer's Drug Development Team. Before joining Eli Lilly in 2002, Dr. Mohs spent 23 years with the Mount Sinai School of Medicine in NY where he was Professor in the Department of Psychiatry and Associate Chief of Staff for Research at the Bronx Veterans Affairs Medical Center.

Dr Mohs is:

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

In addition to his role at Cogstate, Dr Mohs is on the Board of Governors for the Alzheimer's Drug Discovery Foundation.

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

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

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

#### **Resolution 3 – Re-election of Ms Kim Wenn as Director**

Clause 47 of the Company's Constitution and ASX Listing Rule 14.4 requires that each Director must not hold office (without re-election) past the third annual general meeting following the Director's appointment or 3 years, whichever is longer.

Ms Kim Wenn was appointed a Director of the Company on 20 November 2020 and was last re-elected as a Director at the 2021 AGM.

Under this Resolution, Ms Wenn will retire by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

Ms Wenn brings extensive technology experience and strong commercial expertise to the Board of Cogstate, with over 30 years experience in innovation roles. Until July 2018, 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 is:

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

In addition to her role at Cogstate, Ms Wenn is a Non-Executive Director for Bupa Asia Pacific entities.

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

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

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

## **Special business**

### **Issue of Performance Rights under Employee Equity Plan**

**Resolution 4** – Approval of Issue of Performance Rights to Mr Bradley O'Connor, Managing Director and Chief Executive Officer

#### **Background**

The Company's Employee Equity Plan (Plan) was approved by Shareholders of the Company on 4 November 2022. Under ASX Listing Rule 10.14, shareholder approval is required for a Director to acquire securities under an employee incentive scheme.

If Resolution 4 is approved by Shareholders, the Company will grant to Mr Bradley O'Connor, Managing Director and Chief Executive Officer, 920,251 Performance Rights securities under the Plan, subject to the Performance Criteria set out below.

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

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

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

As Mr O'Connor is a Director of the Company, the proposed issue of Performance Rights constitutes the acquisition of securities under an employee incentive scheme for the purposes of Listing Rule 10.14 and therefore requires the approval of the Company's shareholders under Listing Rule 10.14.

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

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

If this Resolution is passed, the Company will be able to proceed with the proposed issue of Performance Rights as proposed in this Notice.



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

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

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

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

The proposed issue of Performance Rights constitutes the giving of a financial benefit.

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

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

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

### **Information Required by ASX Listing Rule 10.15**

The following information in relation to the issue of Performance Rights to Mr O'Connor is provided to Shareholders for the purposes of ASX Listing Rule 10.15:

- (a) The allottee is Mr Bradley O'Connor (or his nominee).
- (b) Mr O'Connor, Managing Director and Chief Executive Officer, is a related party of the Company by virtue of being a Director and therefore falls within the category stipulated by Listing Rule 10.14.1.
- (c) The maximum number of Performance Rights that may be acquired by Mr O'Connor is 920,251 Performance Rights.
- (d) The current total remuneration package received by Mr O'Connor is USD \$440,000 base, plus STI of up to 150% of base (up to USD \$660,000 STI) plus LTI of up to 150% of base.
- (e) Since the Plan was last approved by Shareholders on 4 November 2022, the Company has not issued any Performance Rights to Mr O'Connor, or any other Director of the Company.
- (f) A summary of other material terms of the Performance Rights are set out in Annexure A of this Notice of Meeting.
- (g) The Company is issuing the Performance Rights as a form of equity security as it is a cost effective, noncash incentive which creates share price alignment between executives and other shareholders, but do not provide the executive with full benefits of share ownership (including dividend and voting rights) unless and until the Performance Rights vest and are converted to Shares).

- (h) The number of Performance Rights to be granted is calculated by dividing Mr O'Connor's Long Term Incentive opportunity, which is 150% of his fixed annual remuneration (US\$440,000, using 0.678 USD exchange rate) by the volume-weighted average market price (VWAP) of the Company's Shares over 5 days from 23 August 2024 to 29 August 2024. The VWAP for this period was \$1.056.
- (i) The Performance Rights will be issued as soon as possible after the Meeting, however in any case no later than 12 months after the AGM, if approved by Shareholders of the Company.
- (j) The Performance Rights are being issued for nil cash consideration pursuant to the terms of the Plan.
- (k) The material terms of the Plan are set out in Annexure B of this Notice of Meeting.
- (l) Details of any securities issued under the Plan will be published in each annual report of the Company relating to a period which securities have been issued, and that approval for the issue of securities was obtained under ASX Listing Rule 10.14. Any additional persons who become entitled to participate in the Plan after the resolution was approved and who were not named in the notice of meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

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

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

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

## **Enquiries**

Shareholders are asked to contact the Company Secretary, Kristi Geddes on (03) 9664 1300 or David Franks on (02) 8072 1400 if they have any queries in respect of the matters set out in these documents.



## Glossary

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

**Annual Financial Report** means the 2024 Annual Report to Shareholders for the period ended 30 June 2024 as lodged by the Company with ASX on 22 August 2024.

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

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

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

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

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

**Auditor's Report** means the auditor's report of Pitcher Partners dated 22 August 2024 as included in the Annual Financial Report.

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

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

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

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

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

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

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

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

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

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

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

**Employee Equity Plan** means the employee incentive scheme titled Cogstate Employee Equity Plan for which Shareholder approval was given at the 2022 AGM.

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

**Group** means the Company and its subsidiaries.

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

**Notice of Meeting or Notice of Annual General Meeting** means this notice of annual general meeting dated 11 September 2024 including the Explanatory Statement.

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

**Performance Right** means a performance right which, subject to its terms, could convert to a Share. As used in this notice, Performance Right means rights that are proposed to be issued to Mr Bradley O'Connor (or his nominee) under the Employee Equity Plan pursuant to Resolution 4 of this Notice.

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

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

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

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

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

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

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

**Share Registry** means Automic Pty Ltd.

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

**Spill Meeting** means the meeting that will be convened within 90 days of the 2025 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2025 AGM.

**Spill Resolution** means the resolution required to be put to Shareholders at the 2025 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2025 AGM.

## Annexure A – Summary of Material Terms of the Performance Rights (Resolution 4)

The following is a summary of the material terms of the Performance Rights:

- Performance Period: 1 July 2024 to 30 June 2027, being the period over which the performance-related Conditions are tested.
- Vesting Date: The Performance Rights will vest when the Board tests the Conditions and determines the number of Performance Rights to vest (anticipated to be on or around the announcement of the financial results for the last financial year of the Performance Period).
- Allocation of Shares: Upon vesting, the Performance Rights will automatically exercise and shares will be allocated as soon as practicable following the applicable Vesting Date. Under the Plan, the Board may determine that Mr O'Connor receive the Cash Equivalent Value instead of shares.
- Conditions: The percentage of Performance Rights that vest and become exercisable (if any) will be determined by the Board and will depend on the achievement of performance hurdles measured over the three-year Performance Period ending on 30 June 2027, as set out below

Tranche 1 (50%) Revenue CAGR - Performance	Vesting outcome for Tranche 1
Less than 8%	nil
8% (Threshold)	20%
17% (Maximum)	100%
Straight-line vesting occurs for performance between threshold and maximum	

Tranche 2 (50%) EPS CAGR - Performance	Vesting outcome for Tranche 2
Less than 10%	nil
10% (Threshold)	20%
25% (Maximum)	100%
Straight-line vesting occurs for performance between threshold and maximum	

- Expiry Date: Testing of the Conditions will occur shortly after the end of the Performance Period. Based on the testing results, and provided Mr O'Connor remains employed with the Company until the Vesting Date, the Board will determine the number of Performance Rights that Vest (if any). Performance Rights that do not Vest on the Vesting Date will Lapse immediately.

## Annexure B – Summary of Key Terms of the Employee Equity Plan (Resolution 4)

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

Key terms	Detail
<b>Purpose</b>	The Plan allows the Board to offer Awards (i.e., Options, Rights or Restricted Shares) to eligible participants which provide the opportunity to acquire Shares in the Company for the purpose of motivating, attracting, and retaining key employees.
<b>Eligible participants</b>	<p>The Board may offer Awards to any current employee, as determined appropriate by the Board.</p> <p>The Company will seek Shareholder approval for participation of the Managing Director in the Plan, if required by the ASX Listing Rules.</p>
<b>Award structure</b>	<p>Each Award structure under the Plan is summarised below:</p> <p><b>1) Options</b></p> <p>Each Option is a right to acquire one Share or the cash equivalent value upon exercise, subject to the satisfaction of the applicable performance and/or service-related conditions and payment of the exercise price.</p> <p>Options are non-transferrable and do not carry a right to vote or to dividends or, a right to participate in other corporate actions such as bonus issues.</p> <p>Participants may elect to “net-settle” their Options on exercise for the Company to allocate the “equivalent number of Shares”, calculated as follows:</p> $\frac{N \times (MV - EP)}{MV}$ <p>Whereby:</p> <ul style="list-style-type: none"> <li>• N is the number of Options exercised</li> <li>• MV is the market value per Share at the date an Option is exercised</li> <li>• EP is the exercise price</li> </ul> <p>The equivalent number of Shares will be rounded down to the nearest whole Share, with any amounts rounded down being paid in cash.</p> <p>The maximum term of Options granted under the Plan will be specified by the Board at the time of grant.</p> <p><b>2) Rights</b></p> <p>Each Right is a right to receive one Share or the cash equivalent value, subject to the satisfaction of applicable performance and/or service-related conditions.</p> <p>Rights are non-transferrable and do not carry a right to vote or to dividends or, a right to participate in other corporate actions such as bonus issues.</p> <p>The maximum term of Rights granted under the Plan will be specified by the Board at the time of grant.</p>

	<p><b>3) Restricted Shares</b></p> <p>Each Restricted Share under the Plan will be a Share subject to dealing restrictions until the satisfaction of applicable performance and/or service-related conditions (if specified in an offer). Participants will be unable to deal or trade their Restricted Shares until trading restrictions lift.</p>
<p><b>Vesting period and conditions</b></p>	<p>The Board may determine vesting conditions, which may include performance and / or service-related conditions, that must be satisfied before the Awards vest. The vesting conditions will be measured and tested over a vesting period determined by the Board.</p> <p>The Plan provides the Board with the ability to review and adjust any performance related conditions, targets, and vesting schedules (as applicable), ensuring they remain appropriate for the particular grant.</p>
<p><b>Allocation of Shares</b></p>	<p>The Company may issue new Shares or procure the acquisition of Shares on-market to allocate Shares to participants following grants of Restricted Shares or upon the vesting and exercise (whether automatic or otherwise) of Options or Rights.</p> <p>The Company may also operate an employee share trust to acquire, hold or allocate Shares for the purposes of the Plan.</p>
<p><b>Cessation of employment</b></p>	<p>In general, where a participant ceases employment with Cogstate prior to Awards vesting, the treatment will depend on the circumstances of cessation.</p> <p>Where a participant ceases employment due to termination for cause (including gross misconduct) or voluntary resignation, all unvested Awards will automatically lapse.</p> <p>When a participant ceases employment for any other reason prior to Awards vesting, a pro-rata number (based on the proportion of the period that has elapsed at the time of cessation) of the participant’s unvested Awards will remain “on-foot” and may vest at the end of the vesting period to the extent that the relevant vesting conditions have been satisfied.</p> <p>Where a participant ceases employment subsequent to vesting, but before vested Options or Rights that require exercise are exercised, the participant must exercise vested Options or Rights by the earlier of 60 days of cessation or the date the Options or Rights lapse.</p> <p>The Plan rules provide the Board with discretion to determine that a different treatment should apply at the time of cessation.</p>
<p><b>Change of control</b></p>	<p>In general, 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 consider 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).</p>
<p><b>Malus and clawback</b></p>	<p>The Plan provides that the Board may make any determination in respect of a participant’s Awards allocated under the Plan, including the lapse or forfeiture of Awards or Shares allocated under the Plan, to ensure that no unfair benefit is obtained by a participant. The circumstances in which the Board may make a determination include (but are not limited to):</p>

	<ul style="list-style-type: none"> <li>• fraud, or dishonest, gross misconduct or gross incompetence in relation to the affairs of the Group;</li> <li>• behaviour that brings the Group into disrepute;</li> <li>• is in breach of their obligations or constitutes a failure to perform or act reasonably and lawfully; or</li> <li>• has the effect of delivering strong Company performance in a manner which is unsustainable or involves unacceptably high risk, and results or is likely to result in a detrimental impact on Company performance.</li> </ul>
<b>Plan administration</b>	<p>The Plan may be administered by either the Board or an external party, including using an employee share trust to acquire, hold or transfer Shares under the Plan.</p> <p>The Board retains discretion to delegate its powers or discretions under the Plan to any person or committee for a period and on the terms it decides.</p>
<b>Termination</b>	<p>The Plan may be terminated or suspended at any time by a resolution of the Board.</p>
<b>Global offers</b>	<p>Participation in the Plan may be extended to participants overseas on essentially the same or a similar basis in Australia, except that the participation may be governed by a different set of rules or Plan appendix to accommodate the requirements of local laws and regulatory conditions.</p>

A copy of the Cogstate Employee Equity Plan Rules is available from the Company Secretary upon request.

Your proxy voting instruction must be received by **09.30am (AEDT) on Monday, 21 October 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

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

### STEP 2 - VOTES ON ITEMS OF BUSINESS

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

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

**Individual:** Where the holding is in one name, the Shareholder must sign.

**Joint holding:** Where the holding is in more than one name, all Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

### Lodging your Proxy Voting Form:

#### Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



#### BY MAIL:

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Sydney NSW 2001

#### IN PERSON:

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