

ASX Announcement

22 August 2025

FY25 Appendix 4G and Corporate Governance Statement

Cogstate Ltd (ASX:CGS) attaches the following documents in relation to FY2025:

- Appendix 4G; and
- Corporate Governance Statement.

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

About Cogstate

Cogstate Ltd (ASX: CGS) is a 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 partners in the delivery of 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. For more information, please visit www.cogstate.com.

For further information contact:

Brad O'Connor, Chief Executive Officer, boconnor@cogstate.com

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

Cogstate Ltd

ABN/ARBN

80 090 975 723

Financial year ended:

30 June 2025

Our corporate governance statement¹ for the period above can be found at:²

☐ These pages of our annual report:

☒ This URL on our website:

<https://investors.cogstate.com/corporate-governance>

The Corporate Governance Statement is accurate and up to date as at 22 August 2025 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.³

Date: 22 August 2025

Name of authorised officer
authorising lodgement:

Kristi Geddes

¹ "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

² Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

³ Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: https://www.cogstate.com/investors/corporate-governance/	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

⁴ Tick the box in this column only if you have followed the relevant recommendation **in full** for the **whole** of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with “*insert location*” underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert “our corporate governance statement”. If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg “pages 10-12 of our annual report”). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg “www.entityname.com.au/corporate-governance/charters/”).

⁵ If you have followed all of the Council’s recommendations **in full** for the **whole** of the period above, you can, if you wish, delete this column from the form and re-format it.

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.5	<p>A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> <p>If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of our diversity policy at: https://investors.cogstate.com/corporate-governance and we have disclosed the information referred to in paragraph (c) at: The Corporate Governance Statement.</p> <p>and if we were included in the S&P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period. N/A</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) at: The Corporate Governance Statement.</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: The Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) at: The Corporate Governance Statement.</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: The Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

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PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed a copy of the charter of the committee at: https://investors.cogstate.com/corporate-governance and the information referred to in paragraphs (4) and (5) at: Directors Report in the Annual Report.</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our board skills matrix at: The Annual Report and Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	<input checked="" type="checkbox"/> and we have disclosed the names of the directors considered by the board to be independent directors at: The Corporate Governance Statement. and, where applicable, the information referred to in paragraph (b) at: N/A and the length of service of each director at: The Corporate Governance Statement.	<input type="checkbox"/> set out in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input type="checkbox"/>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: The Corporate Governance Statement and the Code of Conduct.	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: https://investors.cogstate.com/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: https://investors.cogstate.com/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: https://investors.cogstate.com/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

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PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: https://investors.cogstate.com/corporate-governance and the information referred to in paragraphs (4) and (5) at: Directors Report in the Annual Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.3	<p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: https://investors.cogstate.com/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: https://investors.cogstate.com/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders at: The Corporate Governance Statement.	<input type="checkbox"/> set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: https://investors.cogstate.com/corporate-governance and the information referred to in paragraphs (4) and (5) at: Corporate Governance Statement and Annual Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p><input checked="" type="checkbox"/> and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: The Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at: The Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	<input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks at: The Corporate Governance Statement and Annual Report. and, if we do, how we manage or intend to manage those risks at: The Corporate Governance Statement and Annual Report.	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed a copy of the charter of the committee at: https://investors.cogstate.com/corporate-governance and the information referred to in paragraphs (4) and (5) at: Directors Report in the Annual Report</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at:</p> <p>The Corporate Governance Statement, within the Annual Report and at https://investors.cogstate.com/corporate-governance</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our policy on this issue or a summary of it at: https://investors.cogstate.com/corporate-governance</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

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ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	<input type="checkbox"/> and we have disclosed information about the processes in place at: <i>[insert location]</i>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable

Corporate Governance Statement

The Board of Directors of Cogstate Limited is committed to creating long term sustainability for Cogstate Limited (the “Company”) through establishing and maintaining high standards of accountability and transparency in the management and conduct of the business. In striving to achieve the best interests of the shareholders by whom they are elected and to whom they are accountable, the Board regularly reviews and refines the Company’s corporate governance framework and practices, having regard to the Corporate Governance Principles and Recommendations published by the ASX Corporate Governance Council, 4th Edition (“Corporate Governance Principles”).

This Corporate Governance Statement (“Statement”) has been endorsed by the Board of Directors and describes the key governance arrangements and practices of the Company as at 22 August 2025.

22 August 2025

Principle 1 - Lay solid foundations for management and oversight

Roles and Responsibilities

The Company's corporate governance framework seeks to clearly delineate the roles and responsibilities across the Board, its Committees and management.

The roles and responsibilities of the Board, including the matters that are specifically reserved to the Board, are set out in the Board Charter, and include:

- Board approval of a strategic plan designed to meet stakeholders' needs and manage business risk;
- Ongoing development of the strategic plan and approving initiatives and strategies designed to ensure the continued growth and success of the entity;
- Implementation of budgets by management and monitoring progress against budget - via the establishment and reporting of both financial and non-financial key performance indicators;
- Approval of the annual and half-yearly financial reports;
- Approving and monitoring the progress of major capital expenditure, capital management, and acquisitions and divestitures;
- Ensuring that any significant risks that arise are identified, assessed, appropriately managed and monitored; and
- Reporting to shareholders.

There are procedures in place, established by the Board through its Charter, to enable Directors, in furtherance of their duties, to seek independent professional advice at the company's expense. The Board Charter was last reviewed and approved on 26 June 2025 and a copy is available on the Company's website [here](#).

Whilst at all times the Board retains full responsibility for guiding and monitoring the Company, it makes use of the following committees to focus on a particular area of responsibility and provide informed feedback to the Board:

- Audit, Risk and Compliance Committee
- Remuneration and Nomination Committee

The roles and responsibilities of these Committees are set out in each of their respective Charters available on the Company's website [here](#).

General responsibility for the day-to-day operation and administration of the Company is delegated, by the Board, to the CEO and senior executives. The Board ensures that this team is appropriately qualified and experienced to discharge their responsibilities and has in place procedures to regularly assess the performance of the CEO and senior executives.

Matters delegated by the Board to the CEO include:

- Managing the day-to-day operations of the Company in accordance with the purpose, values, strategy, business plans, risk management framework and policies approved by the Board;

- Developing strategies, budgeting and planning to achieve the Company's business objectives, and make recommendations to the Board on such initiatives;
- Assigning duties and responsibilities to the Company's Executive Leadership Team, and supervise and report on their performance to the Board;
- Recommending to the Board significant organisational changes, and major capital expenditures, acquisitions or divestments which are beyond delegated thresholds; and
- Reporting regularly to the Board with accurate, timely and clear information so that the Board is fully informed to discharge its duties effectively;

Selection, Appointment and Re-election of Directors and Senior Executives

Prior to any appointments to the Board under the Company's Constitution, or appointment to a senior executive role, the Company undertakes appropriate checks as to the character, experience, education, criminal record and bankruptcy history of the proposed candidate.

All material information relevant to a decision on whether to elect or re-elect a Director is provided to shareholders, pursuant to which the resolution to elect or re-elect such Director will be voted on.

The Company has a written agreement with each director, the CEO and member of the senior executive team, setting out the terms of their appointment and other relevant matters under the Corporate Governance Principles.

Company Secretaries

The Board is responsible for and has appointed two Company Secretaries. The Board Charter outlines the role, responsibility and accountability of the Company Secretary. The Company Secretary is accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board. All directors have access to the company secretaries.

Diversity

The Company is committed to building and maintaining a fair, diverse and inclusive workplace where the personal worth of each employee is recognized, and all are respected and valued for their differences. To give effect to this commitment, the Company has established and maintains a Diversity Policy.

The Company's intention through its Diversity Policy is to ensure gender and other types of diversity are represented and included in all areas of our organization including policies, procedures and practices. The Remuneration and Nomination Committee recommend measurable objectives for achieving gender diversity for adoption by the Board each year.

During the reporting period the Committee did set measurable objectives for the Company. Those measurable objectives for FY25 and progress to the objectives are outlined below:

- (i) **Gender Balance:** To ensure all employees have the same opportunities regardless of gender with target of no less than 30% of either gender in the Executive Leadership Team and People Managers – this objective has been met, with 43% male and 57% female represented on the Executive Leadership Team and a split of 44% male and 56% female People Managers.

- (ii) Every employee has equal opportunities to grow and succeed, we embrace diversity as a source of strength – Objective has been met, supported by an overall DEI score from the Company's annual staff engagement survey at 91%
- (iii) Hiring Practice: Incorporation of DEI into hiring practices. This objective has been met with the introduction of new technology to enable DEI functionality and new hiring manager training and practices.

In respect of initiatives for FY26, the Company will continue to uphold its commitments to Gender Balance and Inclusion objectives, while seeking to maintain its high level of DEI engagement through enhanced DEI initiatives such as providing customised learning opportunities for its people and managers aligned with individual professional development goals.

The Board Charter prescribes that if the Company is in the S&P / ASX 300 Index at the commencement of a reporting period, the measurable objective for achieving gender diversity in the composition of the Board will be to have not less than 30% of its directors of each gender within a specified period. Whilst not applicable to the Company during the FY25 reporting period, the Company has achieved the measurable objective with female diversity at the Board level of 40%.

Performance

The performance of the Board and senior executives is reviewed regularly against both measurable and qualitative factors, aligned with the financial and non-financial objectives of the Company. Additionally, formal evaluations of the performance of each of the Board, Committees, CEO and senior executives are undertaken and documented on an annual basis.

Since the date of the Company's last Corporate Governance Statement:

- the Remuneration and Nomination Committee conducted a performance evaluation of the Chief Executive's performance against specific and measurable qualitative and quantitative performance criteria.
- the Chief Executive Officer conducted performance appraisals of other senior executives' performances against specific and measurable qualitative and quantitative performance criteria and this review was overseen by the Remuneration and Nomination Committee.
- the Board and each of its Committees conducted a formal and structured evaluation of its respective performance and effectiveness, against criteria relevant to the interests of the Company and its stakeholders, and against best practice.

Principle 2 - Structure of the Board to be effective and add value

Remuneration and Nomination Committee

The Board has established a Remuneration and Nomination Committee, which operates under a charter approved by the Board. A copy of the Remuneration and Nomination Committee Charter is available on the Company's website [here](#).

The members of the Remuneration and Nomination Committee during the year were:

- M Myer (Chair)
- I Player
- R Mohs
- K Wenn
- R Ven den Broek (retired, 21 May 2025).

Three of the four current committee members detailed above are independent Directors. As noted below, Mr Myer is not considered an independent director due to the substantial Cogstate Limited shareholding controlled by him.

Although the Corporate Governance Principles recommend that the Chairperson should be an independent director, the Board remains of the view that Mr Myer is the best person to continue to fulfill this role and discharge the associated duties at this time.

Directors are required to keep the Board advised, on an ongoing basis, of any interest that could potentially conflict with those of the Company. Any actual or potential conflict of interest or a material personal interest in a matter is required to be declared by each Director to the Board, after which the Board, excluding the conflicted party, determines whether there is a material conflict of interest and/or whether processes can be implemented to appropriately manage the conflict. The Board also maintains a standing conflict of interest register.

Board Skills

The Remuneration and Nomination Committee regularly reviews the composition of the Board, the induction program for new Directors, available professional development opportunities for Directors 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. With each review and to ensure that an appropriate balance of skills is achieved, the Committee considers Cogstate's strategic areas of business opportunity as well as risk, customer needs, industry trends and other external factors, including stakeholder sentiment.

As presently constituted, the Board has the ability to draw on an excellent range of skills and experiences from the diverse backgrounds of its Directors. Details of the Directors' skills, experience, expertise, special responsibilities and attendance at Board and committee meetings are set out in the Directors' Report.

The Board has developed a Board skills matrix, to simplify the process for identifying any 'gaps' in the Board's skills, expertise and experience. The following skills summary describes the combined skills, experience, and expertise presently represented on the Board

- Governance – Demonstrating commitment to the highest governance standards.
- ASX-listed corporate – Proficiency in adhering to the ASX Listing Rules and associated requirements including but not limited to those governing continuous disclosures and corporate financial reporting.
- U.S. economic experience – Understanding relevant industry sectors, and customer needs within those sectors, in the world's largest developed market.
- Financial literacy – Proficiency in financial accounting and reporting, corporate finance, internal financial controls, and understanding associated risks.
- Strategy development – Developing and implementing organisational strategies, and appropriately challenging management on delivery of strategic objectives.
- Risk & Compliance – Setting organizational risk appetite and overseeing risk culture, identifying risk areas and establishing risk management frameworks; overseeing operations in regulated environments.
- Capital Markets – Proficiency in corporate funding, capital management and investments, and understanding associated risks.
- Industry, both Commercial and Science/Technology – Understanding and developing organisational operating and commercialisation principles and strategies, technology and innovation, and overseeing development and implementation of initiatives.
- Executive management – Providing strategic guidance for and effective oversight of executive management in accordance with the organisational vision and strategy.
- Human Resources – Understanding the link between strategy, culture, performance, long-term shareholder value creation and remuneration outcomes.
- Health and Safety – Experience in implementing health, safety and wellbeing strategies, proactive identification and prevention of health and safety risks.
- Cybersecurity – Experience in ensuring appropriate cyber risk treatments are in place, investments are made in the areas that require it, and company policies are set and understood

The Board believes that the above focus areas, when considered in conjunction with Cogstate's business and industry, are appropriate to enable the Board to provide effective governance, oversight and strategic leadership for Cogstate.

Director Independence

Directors of the Company are considered to be independent when they are independent of management and free from any business or other relationship that could materially interfere with - or could reasonably be perceived to interfere with - the exercise of their unfettered and independent judgment.

The Board, as at 30 June 2025, comprised all independent Non-Executive Directors, except for the Chairman and the CEO.

Martyn Myer (non-executive Chairman) is not considered to be an independent director due to the substantial Cogstate Limited shareholding controlled by him.

The Corporate Governance Principles recommend that the Chairperson should be an independent director. Despite his substantial shareholding in Cogstate Limited, the Board views Mr Myer as the best person to continue to fulfill this role and discharge the associated duties for the Company at the present time, notwithstanding his position as a substantial shareholder. Mr Myer brings to the Board extensive experience gained as a director of developing technology oriented companies and both large and small public companies.

Aligned with the Corporate Governance Principles, the role of the Chairperson is not carried out by the CEO, and the majority of the Board of Directors, three of the five current Directors, are independent.

The term in office held by each Non-Executive Director in office at the date of this report is as follows:

Name	Term in Office
M Myer	25 years 8 months
B O'Connor	19 years 9 months
R Mohs	8 years 7 months
I Player	6 years
K Wenn	4 years and 8 months

Induction

Cogstate's induction process for a new Non-Executive Director (NED) includes a comprehensive orientation to our business, strategy, key risks. The induction include:

- Structured meetings with the Chair, CEO, CFO, Company Secretary, and other senior executives to understand the company's operations, culture, governance framework, and strategic priorities.
- Review of recent board and committee papers, annual reports, major contracts, constitutions, and ASX disclosures to build context.
- Briefing on Cogstate's stakeholder engagement practices and receive relevant information about the regulatory environment and compliance requirements.
- Completion of all other employee onboarding practices including online training and review of all relevant policies.

Principle 3 - Instill a Culture of acting Lawfully, Ethically and Responsibly

At Cogstate, we believe brain health is profoundly important to quality of life and should be easier to measure. Therefore, our mission is to optimize cognitive assessments to support the development of new therapeutics and provide earlier brain health insights in clinical care.

Values

Our Values are the foundation of our culture. They reflect what the Company is seeking to do going forward as a group. Our Values create a workplace where everyone feels valued, respected and encouraged to do their best.

Care Deeply

- We care about the work we do, and we care about each other.
- We are foremost kind, but always honest. We act with mutual respect and extend trust.
- We give and expect the best of each other because we understand the work that we do improves lives.
- We value and develop diverse teams, embody a culture of inclusion and belonging, and encourage personal and professional growth.

Embrace Change

- We have a passion for positive change and innovation.
- We are curious, open, and seek continuous improvement.
- We were founded to be digital disruptors and to this day we are comfortable questioning the status quo.
- We do this through science, knowledge, ingenuity, and action—using data and insights to make quick but informed decisions.

Focus on the Customer

- We earn the role of valued partner to our customers—whether they be internal or external.
- We do this by listening and then applying knowledge, expertise, and technology to meet ever-changing needs.
- We collaborate respectfully and skillfully with colleagues, customers, and partners to find the best solutions and deliver exceptional work.

Act with Courage

- We are bold and action oriented.
- We have a strong sense of responsibility, are unafraid to be accountable, and brave enough to take ownership.
- We have the courage to act with integrity, to take smart risks and experiment, to have tough conversations

Code of Conduct

To ensure the Company operates in accordance with legal and regulatory obligations and a manner consistent with the highest standards of business ethics and maintain its reputation as a trustworthy and ethical company, the

Board has established and maintains a Code of Conduct. Amongst other matters, the Company's Code of Conduct includes the following minimum standards and expectations:

- employees are expected to act professionally and in the Company's best interests, while avoiding personal situations which might give rise to a conflict of interest;
- employees are expected to adhere to all applicable international, federal, state and local laws and regulations in performing their job duties;
- employees are expected to deal honestly and fairly with the Company's customers, vendors and competitors;
- all employees must sign confidentiality agreements at the commencement of employment and ensure ongoing compliance those confidentiality obligations;
- unlawful discrimination, sexual harassment and bullying will not be tolerated in any Company workplace;
- all employees must act in a way which seeks to protect the health and safety of Company employees, contractors and visitors;
- all employees are expected to avoid any activity that might lead to, or suggest, an act of modern slavery and immediately raise any concerns if they believe or suspect an act of modern slavery has occurred or that it may occur in the future in respect of any of the Company's operations, business dealings or relationships; and
- all alleged material violations of the Code, including the investigation and disposition thereof, will be notified to the Board.

A copy of the Code of Conduct is available on the Company's website [here](#).

Whistleblower Policy

The Company has adopted a Whistleblower Policy, which establishes a clear mechanism for reporting of illegal, corrupt or unethical conduct occurring within the Company, without fear of victimisation or reprisal.

Foundational to the policy is the understanding that a culture of openness and accountability is essential to minimise the risk of illegal or unethical conduct and to enable the Company to address this conduct if it occurs.

The Board, via the Audit, Risk and Compliance Committee, has responsibility for oversight and monitoring of the Policy, including through periodic reporting on implementation and receipt of relevant notifications.

A copy of the Whistleblowing Policy is available on the Company's website [here](#).

Anti-Bribery and Anti-Corruption Policy

The Company has adopted an Anti-Bribery and Anti-Corruption Policy to ensure that the Company's activities are conducted with ethics and integrity, and that corruption and bribery do not occur in connection with its business activities.

The policy underpins the Company's commitment to integrity and accountability and details the specific requirements and prohibitions applicable to the Company's operations in accordance with relevant laws and legislation. Any violations of the policy, and the subsequent investigations and dispositions thereof, is required to be notified to the Board of Directors.

A copy of the Anti-Bribery and Anti-Corruption Policy is available on the Company's website [here](#).

Principle 4 - Safeguard the integrity of corporate reports

Audit, Risk & Compliance Committee

The Board has established an Audit, Risk and Compliance Committee, which operates under a charter approved by the Board. It is the Board's responsibility to ensure that an effective internal control framework exists within the entity, including 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 such framework of internal control and ethical standards to the Audit, Risk & Compliance committee.

The members of the Audit, Risk & Compliance Committee during the year were:

- I Player (Chair)
- M Myer
- R Mohs
- K Wenn

All members of the Audit, Risk & Compliance committee are non-executive Directors and three of the four current committee members detailed above are independent Directors. The Chairperson, Ms Player, is an independent Chairperson and is also not the Chairperson of the Board.

For details of the qualifications of those appointed to the Audit, Risk & Compliance Committee, and their attendances at meetings of the committee, refer to the Directors' Report in the Annual Report.

A copy of the Audit, Risk and Compliance Committee Charter is available on the Company's website [here](#).

CEO and CFO Declaration

The Board, before it approves the entity's financial statements for a financial period, receives from the CEO and CFO a declaration that, in their opinion:

- the financial records of the Company have been properly maintained; and
- that the financial statements comply with the appropriate accounting standards, and give a true and fair view of the financial position and performance of the entity; and
- that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

External Audit

Pitcher Partners are the Company's current External Auditors. All non-audit services to be undertaken by the External Auditor require the prior approval of the Chairperson of the Audit, Risk and Compliance Committee. Independence declarations to the Board are obtained from the External Auditors for the half year and full year financial statements, forming part of the Directors' Report. The External Auditor attends the Company's Annual General Meeting to answer questions which shareholders may have about the conduct of the external audit for the relevant financial year, the preparation and content of the Audit Report, the accounting policies adopted by the Company and the independence of the External Auditor in relation to the conduct of the External Audit.

Periodic Reporting

The Company ensures that any periodic corporate reports that it releases to the market, that has not been subject to audit or review by an external auditor, have undertaken a process to verify the integrity of its content, with such reports being prepared by members of management with subject matter expertise, reviewed by the CEO and CFO and in certain circumstances, authorised by the Chair of the Board and/or the Board prior to release.

Principle 5 - Make timely and balanced disclosure

Continuous Disclosure Policy

The Company has a Continuous Disclosure Policy designed to ensure compliance with ASX listing rule disclosure requirements. The policy provides an outline of the Company's continuous disclosure obligations and sets out the measures it has implemented to ensure compliance with these obligations. The Continuous Disclosure Policy also provides guidelines for the management of external announcements and specifies the Company's authorised spokespeople.

A copy of the Company's Continuous Disclosure Policy can be found on the Company website [here](#).

ASX Announcements

The Board receives notification of all announcements made to the Australian Securities Exchange.

Investor Presentations

Pursuant to the Company's Continuous Disclosure Policy, ahead of any new and substantive investor or analyst presentations, a copy of the presentation materials must be released to ASX (even if the information in the presentation would not otherwise warrant a market disclosure).

Principle 6 - Respect the rights of shareholders

Communications Policy

The Board is committed to ensuring the Company provides open, honest and effective communication at all times with its shareholders and other stakeholders. The Company communicates with its shareholders and other stakeholders publicly by:

- providing timely and relevant business updates to the market via release to the ASX;
- placing all ASX releases on the Company website as soon as practicable after their release to the market;
- placing on the Company website all previous full year and half year financial reports; and
- placing on the Company website links to relevant information to the Company and its governance

To support its commitment to open, honest and effective communication, the Board have established and maintain a Communications Policy. A copy of the Company's Communications Policy can be found on the Company website [here](#).

Investor Relations Program

Cogstate adopts a proactive and transparent approach to investor relations as part of its commitment to robust corporate governance. The company prioritises effective two-way communication with both institutional and retail investors, providing timely ASX disclosures, maintaining all investor materials on its website, and enabling shareholders to communicate digitally. Cogstate structures its AGM to promote open discussion and participation, reinforcing its focus on inclusivity and accountability.

Underlying this, Cogstate's Communications Policy emphasises understanding investor interests, with defined steps to escalate significant feedback to senior management or the Board. The company recently expanded its engagement by launching the Cogstate Investor Hub, ensuring that investors have a central resource for up-to-date information.

Shareholder Engagement

In addition to engagement via the Company's Investor Relations Program, the Company holds an AGM each year and both encourages and facilitates participation by shareholders before, during and following the meeting. At the meetings of shareholders, all substantive resolutions are decided by a poll rather than a show of hands. The Company ensures that its external auditor attends its AGM and is available to answer questions from shareholders relevant to the audit.

The Company gives shareholders the option to receive communications from, and send communications to, the entity and its security registry electronically.

Principle 7 - Recognise and manage risk

Audit, Risk and Compliance Committee

The identification and proper management of the risks associated with the Company's business are important priorities of the Board. The Company has adopted a Risk Management Policy in accordance with which the Board, via the Audit, Risk and Compliance Committee, is responsible for the oversight of the Company's risk management framework.

As noted above, the Audit, Risk and Compliance Committee is chaired by an independent director, Ms Player. For details of the qualifications of those appointed to the Audit, Risk & Compliance Committee, and their attendances at meetings of the committee, refer to the Directors' Report in the Annual Report.

A copy of the Audit, Risk and Compliance Committee Charter is available on the Company's website [here](#).

Risk Management Framework

In accordance with the Company's Risk Management Policy, the Board determines and regularly reviews the Company's risk appetite, and is responsible for overseeing and approving risk management strategy and policies, internal compliance and internal controls (collectively, the Company's enterprise risk management framework), in accordance with that risk appetite.

Management regularly reports to the Audit, Risk & Compliance Committee on the status of the company's enterprise risk management framework, including identification of emerging risks and whether identified material business risks are being managed effectively with the established risk appetite. The Audit, Risk & Compliance committee keeps the Board apprised as to these matters.

The Company's enterprise risk management framework includes:

- establishing the Company's goals and objectives, and implementing and monitoring strategies and policies to achieve these goals and objectives;
- continuously identifying and measuring risks that might impact upon the achievement of the Company's goals and objectives, and monitoring the environment for emerging factors and trends that affect these risks;
- formulating risk management strategies to ensure that the Company is operating with due regard to the risk appetite set by the Board, and designing and implementing appropriate risk management policies and internal controls;
- monitoring the performance of, and continuously improving the effectiveness of, risk management systems and internal compliance and controls, including an annual assessment of the effectiveness of risk management and internal compliance and control.

The Board oversees an assessment at least annually of the Company's enterprise risk management framework, to ensure that the entity is operating with due regard to the risk appetite set by the Board. Such a review has taken place for the period ended 30 June 2025.

A copy of the Risk Management Policy is available on the Company website [here](#).

Internal Audit

The Company does not have an internal audit function, due to its size. The responsibility for monitoring governance, risk management and internal control effectiveness is delegated to the Audit, Risk & Compliance Committee. Management is required to assess governance, risk management and associated internal compliance and control procedures, and report back regularly, via the Audit, Risk and Compliance Committee, on the efficiency and effectiveness of such procedures.

Environmental and Social Risks

The Board has determined that the Company does not have any material exposure to environmental or social risks during the period ended 30 June 2025, other than those disclosed as key business risks in the Annual Report.

Although the Board currently considers that the Company does not have any material exposure to environmental or social risks, it is committed to ensuring the Company operates in a manner that provides a safe and healthy workplace, protects the environment and maintains high standards of integrity and fair dealing.

Principle 8 - Remunerate fairly and responsibly

Remuneration and Nomination Committee

It is the Company's objective to provide maximum stakeholder benefit from the retention of a high quality Board and senior executive team, by remunerating Directors and senior executives fairly and appropriately with reference to relevant employment market conditions, and the Company's values and risk appetite. To assist in meeting this objective, the Board has established the Remuneration and Nomination Committee to make recommendations to the Board on remuneration related matters.

The Remuneration and Nomination Committee currently comprises four Non-Executive Directors, three of whom are considered independent. For details on the number of meetings of the Remuneration and Nomination Committee held during the year and the attendances at those meetings, refer to the Directors' Report in the Annual Report.

Although the Corporate Governance Principles recommend that the Chairperson should be an independent director, the Board remains of the view that Mr Myer is the best person to continue to fulfill this role and discharge the associated duties at this stage of the company's development, for the reasons noted above.

A copy of the Remuneration and Nomination Committee Charter is available on the Company's website [here](#).

Remuneration Report

The Remuneration Report, which has been included in the Directors Report section of the Annual Report, provides information on the Company's remuneration policies and payment details for Non-Executive Directors and senior executives.

A copy of the Board and Executive Remuneration Policy can be found on the Company's website [here](#).

Securities Trading Policy

The Company has established and maintains a Securities Trading Policy which, amongst other matters, prohibits Directors, Officers and employees from entering into transactions or arrangements which limits the economic risk of participating in unvested entitlements under any equity-based remuneration scheme.

A copy of the Company's Securities Trading policy can be found on the Company's website [here](#).