

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme Cogstate LimitedACN/ARSN 80 090 975 723**1. Details of substantial holder (1)**

Martyn Myer through:

Name

- National Nominees Limited as custodian for Mpyer Investments Pty Ltd ATF The M K Myer Family Settlement;
- National Nominees Limited as custodian for Myer & Myer Pty Ltd ATF Whereabouts Superannuation Fund;
- National Nominees Limited as custodian for Martyn K Myer;
- National Nominees Limited as custodian for Max Myer;
- National Nominees Limited as custodian for Edwina Myer; and
- National Nominees Limited as custodian for Lucy Myer.

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on

12/09/2014

The previous notice was given to the company on

22/11/2013

The previous notice was dated

25/11/2013**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	15,549,523	17.69%	18,493,214	18.68%

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
12/12/13	Mpyer Investments Pty Ltd	Off-market transfer	\$487,500	1,250,000 ORD	1,250,000
12/12/13	Myer & Myer Pty Ltd	Off-market transfer	(\$487,500)	(1,250,000) ORD	(1,250,000)
17/12/13	Myer & Myer Pty Ltd	Change in custodian	-	268,959 ORD	268,959
17/12/13	Myer & Myer Pty Ltd	Change in custodian	-	(268,959) ORD	268,959
23/12/13	Mpyer Investments Pty Ltd	Participation in Rights Offer as eligible shareholder	\$108,771.49	293,977 ORD	293,977

23/12/13	Myer & Myer Pty Ltd	Participation in Rights Offer as eligible shareholder	\$566,100	1,530,000 ORD	1,530,000
23/12/13	Max Myer	Participation in Rights Offer as eligible shareholder	\$2,312.50	6,250 ORD	6,250
23/12/13	Edwina Myer	Participation in Rights Offer as eligible shareholder	\$2,312.50	6,250 ORD	6,250
23/12/13	Lucy Myer	Participation in Rights Offer as eligible shareholder	\$2,312.50	6,250 ORD	6,250
23/12/13	Myer & Myer Pty Ltd	Participation in Rights Offer as eligible shareholder	\$12,439.40	33,620 ORD	33,620
23/12/13	Martyn Myer	Participation in Rights Offer as eligible shareholder	\$24,917.28	67,344 ORD	67,344
20/02/14	Myer & Myer Pty Ltd	Off-market transfer	\$212,132.55	606,093 ORD	606,093
20/02/14	Martyn K Myer	Off-market transfer	(\$212,132.55)	(606,093) ORD	(606,093)
21/02/14	Myer & Myer Pty Ltd	Change in custodian	-	33,620 ORD	33,620
21/02/14	Myer and Myer Pty Ltd	Change in custodian	-	(33,620) ORD	(33,620)
12/09/14	Mpyer Investments Pty Ltd	Purchase of ordinary shares	\$265,000.00	1,000,000 ORD	1,000,000

#### 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Mpyer Investments Pty Ltd	National Nominees Limited	Mpyer Investments Pty Ltd	Registered Holder	3,895,792 ORD	3,895,792
Myer & Myer Pty Ltd	National Nominees Limited	Myer & Myer Pty Ltd	Registered Holder	14,428,672 ORD	14,428,672
Martyn K Myer	National Nominees Limited	Martyn K Myer	Registered Holder	0 ORD	0
Max Myer	National Nominees Limited	Max Myer	Registered Holder	56,250 ORD	56,250
Edwina Myer	National Nominees Limited	Edwina Myer	Registered Holder	56,250 ORD	56,250
Lucy Myer	National Nominees Limited	Lucy Myer	Registered Holder	56,250 ORD	56,250
TOTALS				18,493,214 ORD	18,493,214

## 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

## 6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
National Nominees Limited	Asset Servicing, 12 <sup>th</sup> Floor, 500 Bourke St, Melbourne VIC 3000
Mpyer Investments Pty Ltd	Level 18, 8 Exhibition Street, Melbourne VIC 3000
Myer & Myer Pty Ltd	Level 18, 8 Exhibition Street, Melbourne VIC 3000
Martyn K Myer	Level 18, 8 Exhibition Street, Melbourne VIC 3000
Max Myer	Level 18, 8 Exhibition Street, Melbourne VIC 3000
Edwina Myer	Level 18, 8 Exhibition Street, Melbourne VIC 3000
Lucy Myer	Level 18, 8 Exhibition Street, Melbourne VIC 3000

**Signature**

print name **Martyn K Myers** capacity **Director/Holder**

sign here  date **15 / 09 / 14**

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.