

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/9/2001.

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| <b>Name of entity</b> Cogstate Limited |
| <b>ABN</b> 80 090 975 723              |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

|                            |                 |
|----------------------------|-----------------|
| <b>Name of Director</b>    | Martyn Myer     |
| <b>Date of last notice</b> | 26 October 2015 |

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

|   |   |
|---|---|
| <b>Direct or indirect interest</b>  | 1 – 6. Indirect interests, as numbered below<br>7 - 8. Direct   |
| <b>Nature of indirect interest (including registered holder)</b><br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | <ol style="list-style-type: none"> <li>1. As beneficiary of The M K Myer Family Settlement [Registered holder: National Nominees Limited as custodian for Mpyer Investments Pty Ltd ATF <u>The M K Myer Family Settlement</u>]</li> <li>2. As beneficiary of Whereabouts Superannuation Fund [Registered holder: National Nominees Limited as custodian for Myer &amp; Myer Pty Ltd ATF <u>Whereabouts Superannuation Fund</u>]</li> <li>3. National Nominees Limited as custodian for <u>Martyn K Myer</u></li> <li>4. National Nominees Limited as custodian for <u>Max Myer</u></li> <li>5. National Nominees Limited as custodian for <u>Edwina Myer</u></li> <li>6. National Nominees Limited as custodian for <u>Lucy Myer</u></li> <li>7. N/A</li> <li>8. N/A</li> </ol> |
| <b>Date of change</b>   | 9 December 2015   |

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+ See chapter 19 for defined terms.

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|   |   |                    |             |                    |            |                     |        |                    |             |                    |        |                    |        |                                    |         |                    |         |
|---|---|--------------------|-------------|--------------------|------------|---------------------|--------|--------------------|-------------|--------------------|--------|--------------------|--------|------------------------------------|---------|--------------------|---------|
| <b>No. of securities held prior to change</b>   | <table> <tr><td>1. Ordinary Shares</td><td>3,895,792</td></tr> <tr><td>2. Ordinary Shares</td><td>15,343,244</td></tr> <tr><td>3. Investor Options</td><td>-</td></tr> <tr><td>4. Ordinary Shares</td><td>56,250</td></tr> <tr><td>5. Ordinary Shares</td><td>56,250</td></tr> <tr><td>6. Ordinary Shares</td><td>56,250</td></tr> <tr><td>7. Non- executive Director Options</td><td>345,000</td></tr> <tr><td>8. Ordinary shares</td><td>100,000</td></tr> </table> | 1. Ordinary Shares | 3,895,792   | 2. Ordinary Shares | 15,343,244 | 3. Investor Options | -      | 4. Ordinary Shares | 56,250      | 5. Ordinary Shares | 56,250 | 6. Ordinary Shares | 56,250 | 7. Non- executive Director Options | 345,000 | 8. Ordinary shares | 100,000 |
| 1. Ordinary Shares  | 3,895,792   |                    |             |                    |            |                     |        |                    |             |                    |        |                    |        |                                    |         |                    |         |
| 2. Ordinary Shares  | 15,343,244  |                    |             |                    |            |                     |        |                    |             |                    |        |                    |        |                                    |         |                    |         |
| 3. Investor Options   | -   |                    |             |                    |            |                     |        |                    |             |                    |        |                    |        |                                    |         |                    |         |
| 4. Ordinary Shares  | 56,250  |                    |             |                    |            |                     |        |                    |             |                    |        |                    |        |                                    |         |                    |         |
| 5. Ordinary Shares  | 56,250  |                    |             |                    |            |                     |        |                    |             |                    |        |                    |        |                                    |         |                    |         |
| 6. Ordinary Shares  | 56,250  |                    |             |                    |            |                     |        |                    |             |                    |        |                    |        |                                    |         |                    |         |
| 7. Non- executive Director Options  | 345,000   |                    |             |                    |            |                     |        |                    |             |                    |        |                    |        |                                    |         |                    |         |
| 8. Ordinary shares  | 100,000   |                    |             |                    |            |                     |        |                    |             |                    |        |                    |        |                                    |         |                    |         |
| <b>Class</b>  | Ordinary Shares   |                    |             |                    |            |                     |        |                    |             |                    |        |                    |        |                                    |         |                    |         |
| <b>Number acquired</b>  | <table> <tr><td>1. N/A</td></tr> <tr><td>2. 100,000</td></tr> <tr><td>3. N/A</td></tr> <tr><td>4. N/A</td></tr> <tr><td>5. N/A</td></tr> <tr><td>6. N/A</td></tr> <tr><td>7. N/A</td></tr> <tr><td>8. N/A</td></tr> </table>  | 1. N/A             | 2. 100,000  | 3. N/A             | 4. N/A     | 5. N/A              | 6. N/A | 7. N/A             | 8. N/A      |                    |        |                    |        |                                    |         |                    |         |
| 1. N/A  |   |                    |             |                    |            |                     |        |                    |             |                    |        |                    |        |                                    |         |                    |         |
| 2. 100,000  |   |                    |             |                    |            |                     |        |                    |             |                    |        |                    |        |                                    |         |                    |         |
| 3. N/A  |   |                    |             |                    |            |                     |        |                    |             |                    |        |                    |        |                                    |         |                    |         |
| 4. N/A  |   |                    |             |                    |            |                     |        |                    |             |                    |        |                    |        |                                    |         |                    |         |
| 5. N/A  |   |                    |             |                    |            |                     |        |                    |             |                    |        |                    |        |                                    |         |                    |         |
| 6. N/A  |   |                    |             |                    |            |                     |        |                    |             |                    |        |                    |        |                                    |         |                    |         |
| 7. N/A  |   |                    |             |                    |            |                     |        |                    |             |                    |        |                    |        |                                    |         |                    |         |
| 8. N/A  |   |                    |             |                    |            |                     |        |                    |             |                    |        |                    |        |                                    |         |                    |         |
| <b>Number disposed</b>  | <table> <tr><td>1. N/A</td></tr> <tr><td>2. N/A</td></tr> <tr><td>3. N/A</td></tr> <tr><td>4. N/A</td></tr> <tr><td>5. N/A</td></tr> <tr><td>6. N/A</td></tr> <tr><td>7. N/A</td></tr> <tr><td>8. 100,000</td></tr> </table>  | 1. N/A             | 2. N/A      | 3. N/A             | 4. N/A     | 5. N/A              | 6. N/A | 7. N/A             | 8. 100,000  |                    |        |                    |        |                                    |         |                    |         |
| 1. N/A  |   |                    |             |                    |            |                     |        |                    |             |                    |        |                    |        |                                    |         |                    |         |
| 2. N/A  |   |                    |             |                    |            |                     |        |                    |             |                    |        |                    |        |                                    |         |                    |         |
| 3. N/A  |   |                    |             |                    |            |                     |        |                    |             |                    |        |                    |        |                                    |         |                    |         |
| 4. N/A  |   |                    |             |                    |            |                     |        |                    |             |                    |        |                    |        |                                    |         |                    |         |
| 5. N/A  |   |                    |             |                    |            |                     |        |                    |             |                    |        |                    |        |                                    |         |                    |         |
| 6. N/A  |   |                    |             |                    |            |                     |        |                    |             |                    |        |                    |        |                                    |         |                    |         |
| 7. N/A  |   |                    |             |                    |            |                     |        |                    |             |                    |        |                    |        |                                    |         |                    |         |
| 8. 100,000  |   |                    |             |                    |            |                     |        |                    |             |                    |        |                    |        |                                    |         |                    |         |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and estimated valuation | <table> <tr><td>1. N/A</td></tr> <tr><td>2. \$32,000</td></tr> <tr><td>3. N/A</td></tr> <tr><td>4. N/A</td></tr> <tr><td>5. N/A</td></tr> <tr><td>6. N/A</td></tr> <tr><td>7. N/A</td></tr> <tr><td>8. \$32,000</td></tr> </table>  | 1. N/A             | 2. \$32,000 | 3. N/A             | 4. N/A     | 5. N/A              | 6. N/A | 7. N/A             | 8. \$32,000 |                    |        |                    |        |                                    |         |                    |         |
| 1. N/A  |   |                    |             |                    |            |                     |        |                    |             |                    |        |                    |        |                                    |         |                    |         |
| 2. \$32,000   |   |                    |             |                    |            |                     |        |                    |             |                    |        |                    |        |                                    |         |                    |         |
| 3. N/A  |   |                    |             |                    |            |                     |        |                    |             |                    |        |                    |        |                                    |         |                    |         |
| 4. N/A  |   |                    |             |                    |            |                     |        |                    |             |                    |        |                    |        |                                    |         |                    |         |
| 5. N/A  |   |                    |             |                    |            |                     |        |                    |             |                    |        |                    |        |                                    |         |                    |         |
| 6. N/A  |   |                    |             |                    |            |                     |        |                    |             |                    |        |                    |        |                                    |         |                    |         |
| 7. N/A  |   |                    |             |                    |            |                     |        |                    |             |                    |        |                    |        |                                    |         |                    |         |
| 8. \$32,000   |   |                    |             |                    |            |                     |        |                    |             |                    |        |                    |        |                                    |         |                    |         |
| <b>No. of securities held after change</b>  | <table> <tr><td>1. Ordinary Shares</td><td>3,895,792</td></tr> <tr><td>2. Ordinary Shares</td><td>15,443,244</td></tr> <tr><td>3. Investor Options</td><td>-</td></tr> <tr><td>4. Ordinary Shares</td><td>56,250</td></tr> <tr><td>5. Ordinary Shares</td><td>56,250</td></tr> <tr><td>6. Ordinary Shares</td><td>56,250</td></tr> <tr><td>7. Non- executive Director Options</td><td>345,000</td></tr> <tr><td>8. Ordinary Shares</td><td>-</td></tr> </table>       | 1. Ordinary Shares | 3,895,792   | 2. Ordinary Shares | 15,443,244 | 3. Investor Options | -      | 4. Ordinary Shares | 56,250      | 5. Ordinary Shares | 56,250 | 6. Ordinary Shares | 56,250 | 7. Non- executive Director Options | 345,000 | 8. Ordinary Shares | -       |
| 1. Ordinary Shares  | 3,895,792   |                    |             |                    |            |                     |        |                    |             |                    |        |                    |        |                                    |         |                    |         |
| 2. Ordinary Shares  | 15,443,244  |                    |             |                    |            |                     |        |                    |             |                    |        |                    |        |                                    |         |                    |         |
| 3. Investor Options   | -   |                    |             |                    |            |                     |        |                    |             |                    |        |                    |        |                                    |         |                    |         |
| 4. Ordinary Shares  | 56,250  |                    |             |                    |            |                     |        |                    |             |                    |        |                    |        |                                    |         |                    |         |
| 5. Ordinary Shares  | 56,250  |                    |             |                    |            |                     |        |                    |             |                    |        |                    |        |                                    |         |                    |         |
| 6. Ordinary Shares  | 56,250  |                    |             |                    |            |                     |        |                    |             |                    |        |                    |        |                                    |         |                    |         |
| 7. Non- executive Director Options  | 345,000   |                    |             |                    |            |                     |        |                    |             |                    |        |                    |        |                                    |         |                    |         |
| 8. Ordinary Shares  | -   |                    |             |                    |            |                     |        |                    |             |                    |        |                    |        |                                    |         |                    |         |

+ See chapter 19 for defined terms.

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|---|--|
| <p><b>Nature of change</b><br/>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p> | <ol style="list-style-type: none"> <li>1. No change.</li> <li>2. Off-market transfer of ordinary shares to Whereabouts Super Fund.</li> <li>3. No change.</li> <li>4. No change.</li> <li>5. No change.</li> <li>6. No change.</li> <li>7. No change.</li> <li>8. Off-market transfer of ordinary shares to Whereabouts Super Fund.</li> </ol> |
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**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

|  |  |
|--|--|
| <b>Detail of contract</b>  |  |
| <b>Nature of interest</b>  |  |
| <b>Name of registered holder (if issued securities)</b>  |  |
| <b>Date of change</b>  |  |
| <p><b>No. and class of securities to which interest related prior to change</b><br/>Note: Details are only required for a contract in relation to which the interest has changed</p> |  |
| <b>Interest acquired</b>   |  |
| <b>Interest disposed</b>   |  |
| <p><b>Value/Consideration</b><br/>Note: If consideration is non-cash, provide details and an estimated valuation</p>   |  |
| <b>Interest after change</b>   |  |

**Part 3 – <sup>+</sup>Closed period**

|   |    |
|---|----|
| <b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b> | No |
| <b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>  |    |
| <b>If prior written clearance was provided, on what date was this provided?</b>   |    |

<sup>+</sup> See chapter 19 for defined terms.