

NOTICE IS GIVEN that the Annual General Meeting ("**Meeting**") of Cogstate Limited (ABN 80 090 975 723) (the "**Company**") will be held on Monday 17 October 2016 at the offices of Pitcher Partners ("**Company Auditor**") at Level 19, 15 William Street, Melbourne, at 10:00am (Melbourne time).

## ORDINARY BUSINESS

### 1 Financial Statement and Reports

To receive and consider the Financial Statements and the Reports of the Directors and of the Auditor for the year ended 30 June 2016.

### 2 Remuneration Report (non-binding vote)

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*That the Remuneration Report as disclosed in the Annual Directors Report for the year ended 30 June 2016 be adopted.*

*Note – the vote on this resolution is advisory only and does not bind the Directors or the Company.*

The voting exclusion statement for this resolution is set out in Item 2 of the Explanatory Notes to the Notice of Meeting.

### 3 Re-Election of Directors

#### a. Re-Election of Director – Mr Martyn Myer

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

*That Mr Martyn Myer, a Director of the Company who retires by rotation at this Meeting in accordance with clause 48.1 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company.*

#### b. Re-Election of Director – Mr David Dolby

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

*That Mr David Dolby, a Director of the Company who retires by rotation at this Meeting in accordance with clause 48.1 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company.*

### 4 Issue of Options to Directors

#### a. Issue of options to Mr Martyn Myer

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*That for the purpose of ASX Listing Rule 10.14 and for all other purposes, the proposed issue to Mr Martyn Myer of 200,000 options in the Company pursuant to the Cogstate Non-Executive Director Option Plan, as described in the Explanatory Notes to the Notice of Meeting, be approved.*

#### b. Issue of options to Mr David Simpson

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*That for the purpose of ASX Listing Rule 10.14 and for all other purposes, the proposed issue to Mr David Simpson of 100,000 options in the Company pursuant to the Cogstate Non-Executive Director Option Plan, as described in the Explanatory Notes to the Notice of Meeting, be approved.*

#### c. Issue of options to Mr Richard van den Broek

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*That for the purpose of ASX Listing Rule 10.14 and for all other purposes, the proposed issue to Mr Richard van den Broek of 100,000 options in the Company pursuant to the Cogstate Non-Executive Director Option Plan, as described in the Explanatory Notes to the Notice of Meeting, be approved.*

**d. Issue of options to Mr David Dolby**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*That for the purpose of ASX Listing Rule 10.14 and for all other purposes, the proposed issue to Mr David Dolby of 100,000 options in the Company pursuant to the Cogstate Non-Executive Director Option Plan, as described in the Explanatory Notes to the Notice of Meeting, be approved.*

**e. Issue of options to Mr Bradley O'Connor**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*That for the purpose of ASX Listing Rule 10.14 and for all other purposes, the proposed issue to Mr Bradley O'Connor of 750,000 options in the Company pursuant to the Cogstate Employee Option Plan, as described in the Explanatory Notes to the Notice of Meeting, be approved.*

The voting exclusion statement for these resolutions is set out in Item 4 of the Explanatory Notes to the Notice of Meeting.

**5 Increase in Non-Executive Directors' Fee Pool**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*That, for the purposes of ASX Listing Rule 10.17 and clause 51.1 of the Constitution of the Company, and for all other purposes, the maximum aggregate fees payable to Non-Executive Directors of the Company be increased by \$100,000 per annum, from \$350,000 to \$450,000 per annum, inclusive of superannuation, such fees to be allocated to the Directors as the Board of Directors may determine.*

The voting exclusion statement for this resolution is set out in Item 5 of the Explanatory Notes to the Notice of Meeting.

**6 Special Resolution – Approval of additional 10% Placement Facility**

To consider and, if thought fit, pass the following resolution as a special resolution:

*That, for the purpose of ASX Listing Rule 7.1A and for all other purposes, shareholders approve the issue of equity securities of up to 10% of the total issued capital of the Company (at the time of the issue), calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 over a 12 month period and on the terms and conditions set out in the Explanatory Notes to the Notice of Meeting.*

The voting exclusion statement for this resolution is set out in Item 6 of the Explanatory Notes to the Notice of Meeting.

These items of business should be read in conjunction with the Explanatory Notes on pages 5 to 25.

## PROXIES

A proxy form is enclosed. A shareholder entitled to attend and vote at the Meeting has a right to appoint a proxy and that person need not be a shareholder of the Company. A proxy can be an individual or a body corporate. A shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If a shareholder appoints two proxies and the proportion or the number of the shareholders' votes each proxy may exercise is not specified, each proxy may exercise half the votes. If more than one proxy for a member is present at the Meeting, only the first named proxy may vote on a show of hands.

If an attorney is to attend the Meeting, or if a proxy form is executed by an attorney, the relevant certified power of attorney is to be submitted to the Company's Share Registry for noting and return, at least 48 hours before the commencement of the Meeting or any adjournment of the Meeting.

A shareholder which is a body corporate and which is entitled to attend and vote at the Meeting, or a proxy which is a body corporate and which is appointed by a member of the Company entitled to attend and vote at the Meeting, may appoint a person to act as its representative at the Meeting by providing that person with an appropriately executed Letter of Representation (obtainable from the Company's Share Registry). A copy of the signed Letter of Representation, or other evidence satisfactory to the Chairman of the Meeting, must be produced prior to admission to the Meeting.

Hard copies of the Annual Report have only been sent to those shareholders who have elected to receive one. The Annual Report can be viewed or downloaded online on the Company's website at [www.cogstate.com](http://www.cogstate.com).

To be valid, proxies must be received by one of the following methods not less than 48 hours before the commencement of the Meeting or any adjournment of the Meeting:

### **By delivery to the Company's Share Registry**

Online:	<a href="http://www.linkmarketservices.com.au">www.linkmarketservices.com.au</a>
Hand delivery:	Link Market Services Limited Level 12, 680 George Street Sydney, NSW, 2000
Postal Address:	Locked Bag A14 Sydney South, NSW, 1235
Facsimile:	(02) 9287 0309

## VOTING ENTITLEMENT

The Directors have determined in accordance with the Corporations Regulations 2001 (Cth) that, for the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the registered holders at 7.00 pm Melbourne time on Saturday 15 October 2016.

BY ORDER OF THE BOARD

Cindy Tilley  
Company Secretary

15 September 2016

## EXPLANATORY NOTES

These notes form part of the Notice of Meeting.

### Item 1 – Receive and consider the financial and other reports

The Corporations Act 2001 (Cth) ("**Corporations Act**") requires the Financial Report, Directors' Report and Auditor's Report to be laid before the Meeting. There is no requirement in the Corporations Act or the Company's Constitution for shareholders to vote on, approve or adopt these reports.

Shareholders will have a reasonable opportunity to ask questions and make comments on these reports and on the management of the Company.

### Item 2 – Remuneration Report (non-binding vote)

The Board submits its Remuneration Report to shareholders for consideration and adoption by way of non-binding resolution. The Directors will consider the outcome of the vote and comments made by the shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

This resolution is advisory only and does not bind the Directors or the Company. However, in accordance with the Corporations Act, if 25% of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days. At that meeting, those of the Company's Directors (other than the Managing Director) who held office when it was resolved to put the Directors' Report to the second AGM, and who wish to continue as a Director, must stand for re-election.

The Remuneration Report is set out in the Directors' Report in the 2016 Annual Report. The Remuneration Report:

- explains the Board's policy for determining the nature and amount of remuneration of executive Directors and senior executives of the Company;
- discusses the relationship between the Board's remuneration policy and the Company's performance;
- sets out the actual remuneration for the financial year ended 30 June 2016 for each Director and each member of the Company's senior executive management team; and
- details and explains any performance hurdles applicable to the remuneration of executive Directors and senior executives of the Company.

A reasonable opportunity will be provided for discussion of and questions relating to the Remuneration Report at the Meeting.

### Board Recommendation

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

### Voting exclusion statement

No votes can be cast on Resolution 2 by or on behalf of a member of Key Management Personnel (as identified in the Remuneration Report) ("**KMP**") and their closely related parties (collectively referred to as a "**Prohibited Voter**"). However, a Prohibited Voter may vote directed proxies for someone other than a Prohibited Voter. Further, a member of KMP (regardless of whether or not their remuneration details are disclosed in the Remuneration Report) and their closely related parties may not vote a proxy on Resolution 2 unless it is a directed proxy and the vote is not cast on behalf of a Prohibited Voter. However, the Chairman of the Meeting can vote undirected proxies, provided the proxy expressly authorises the Chairman to do so. The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 2.

If the Chairman of the Meeting is appointed as your proxy, or if the Chairman of the Meeting becomes your proxy by default, and you do not provide a voting direction, you are expressly authorising the Chairman of the Meeting to exercise your proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

If you do not wish to appoint the Chairman of the Meeting to vote in favour of Resolution 2, it will be important for you to complete the voting directions in respect of Resolution 2 on the Proxy Form.

### Item 3 – Election of Directors

The following information has been provided by the candidates in support of their election as Director.

#### a. Mr Martyn Myer AO BE, MEdSc, MSM (Non-Executive Chairman)

In accordance with clause 48.1 of the Company's Constitution, Mr Myer retires from the Board and being eligible, and having been nominated in accordance with the Company's Constitution, offers himself for re-election as a Director of the Company.

Mr Myer is Chairman of Cogstate Limited. Mr Myer also chairs the Remuneration and Nomination Committee and the Audit and Compliance Committee. Until 30 June 2007 he was President of the Howard Florey Institute of Experimental Physiology and Medicine and was a director of the Florey Neuroscience Institutes until May 2010. At the Howard Florey Institute he participated in the transition of the Institute's research focus towards diagnostic and therapeutic neuroscience, including a focus on degenerative brain diseases. Mr Myer was appointed to the Council of the University of Melbourne in February 2010. Mr Myer obtained his Master of Science in Management at MIT in Boston, and his Master of Engineering Science at Monash University, Melbourne.

Mr Myer is also a director of Cogstate Inc., Cogstate Health Inc., Cogstate Sports Pty Ltd, Cogstate Canada Inc and Cogstate Spain SL.

#### Board Recommendation

The Directors (other than Mr Myer) unanimously recommend that shareholders vote in favour of Resolution 3(a).

#### b. Mr David Dolby BSE, MBA (Non-Executive Director)

In accordance with clause 48.1 of the Company's Constitution, Mr Dolby retires from the Board and being eligible, and having been nominated in accordance with the Company's Constitution, offers himself for re-election as a Director of the Company.

Mr Dolby is an independent non-executive. He sits on the Audit and Compliance Committee as well as the Remuneration and Nomination Committee.

David holds a BSE in Civil Engineering from Duke University, and an MBA from the Stanford Graduate School of Business. David represents the Dolby Family Trust on a number of technology, scientific research, and consumer products investments focusing on innovation and commercialising intellectual property. David has been a member of the Board of Directors and a member of the Technology Strategy Committee of Dolby Laboratories since 2011, and previously served as Manager, Strategic Partnerships. In this role, David was responsible for managing strategic partnerships and technology standards. David serves as chair of the Audit Committee for the Ray and Dagma Dolby Family Fund, focusing on philanthropic grants as well as mission driven impact investments in medical research and advocacy. David's experience also includes roles at Kaleidescape, Inc, a company focussed on high-performance music and movie server systems, and NetVMG, which developed route control software. Previously, David was an investment banking analyst focussed on technology with Perseus Group (now GCA Savvian).

#### Board Recommendation

The Directors (other than Mr Dolby) unanimously recommend that shareholders vote in favour of Resolution 3(b).

### Items 4 (a), (b), (c), (d) and (e) – Issues of Options to Directors

These resolutions seek shareholder approval for proposed issues of options to each Director of the Company.

ASX Listing Rule 10.14 requires a listed entity to obtain prior shareholder approval for the issue of securities to the Directors of the Company under an employee or a non-executive Director equity incentive scheme.

The Company is proposing to issue options to non-executive Directors under the Non-Executive Director Option Plan. The Company is proposing to issue options to Bradley O'Connor (Chief Executive and Executive Director) under the Employee Option Plan.

The following information is provided in relation to the terms of the options and for the purposes of ASX Listing Rule 10.15:

- a. the options will be issued to each non-executive Director of the Company as follows:

Non-executive Director name	Number of securities
Martyn Myer	200,000 options
David Simpson	100,000 options
Richard van den Broek	100,000 options
David Dolby	100,000 options

- b. the Executive Director and Chief Executive Officer of the Company, Mr Brad O'Connor, will be issued with 750,000 options;
- c. the options will be issued for no consideration (but with an exercise price as described below);
- d. each option entitles the non-executive Director to subscribe for a fully paid ordinary share in the Company at a price of \$0.84 per share at any time during the option exercise period. The strike price reflects the closing price of the shares on the ASX on 6 September 2016 plus 4 cents per share;
- e. the options will be subject to the following vesting schedule over 3 years;
  - One third of the options will vest on the 2<sup>nd</sup> anniversary of the date of issue; and
  - The remaining two thirds of the options will vest on the 3<sup>rd</sup> anniversary of the date of issue.
- f. the options will expire five years from the date of issue;
- g. details in relation to Directors who have received securities since the last Listing Rule 10.14 approval, given at the Company's Annual General Meeting held on 22 October 2015, are:

Director name	Number of securities received	Acquisition price for each security
Martyn Myer	50,000 options	\$0.26
David Simpson	50,000 options	\$0.26
Richard van den Broek	50,000 options	\$0.26
David Dolby	100,000 options	\$0.26
Alan Finkel	50,000 options	\$0.26
Brad O'Connor	1,100,000 options	\$0.21

- h. Martyn Myer, David Simpson, Richard van den Broek, and David Dolby are the only persons entitled to participate in the Non-Executive Director Option Plan.
- i. Brad O'Connor is the only Director (or associate of a Director) that is entitled to participate in the Employee Option Plan.
- j. there is no loan in relation to the acquisition by the Directors; and
- k. the options are expected to be issued by 31 October 2016, but in any event will be issued no later than 12 months after the Meeting.

#### Voting exclusion statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast on these resolutions by a Director of the Company or any of their associates. However, the Company is not required to disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- it is cast by the Chairman of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Further, a member of Key Management Personnel and their closely related parties may not vote as a proxy on these resolutions if the appointment does not specify how the proxy is to vote. However, the Chairman can vote undirected proxies, provided the proxy expressly authorises the Chairman to do so, which you may do by marking the designated box of the Proxy Form. The Chairman of the Meeting intends to vote undirected proxies in favour of these resolutions where authorised to do so by the relevant proxy form.

#### Board Recommendation

Given their interest in the subject matter of these resolutions, the Directors make no recommendation to shareholders on Resolutions 4 (a), (b), (c), (d), (e) or (f).

#### Item 5 – Increase in Non-Executive Directors' Fee Pool

The proposal before the Meeting is to increase the maximum aggregate amount payable to non-executive Directors for their services as Directors (including service on a committee as Directors) for the purposes of Clause 51 of the Company's Constitution from \$350,000 per annum to \$450,000 per annum.

ASX Listing Rule 10.17 requires the Company to obtain the approval of ordinary shareholders to increase the total amount of Directors fees payable by the Company.

The current maximum aggregate amount of \$350,000 was set at the Company's Annual General Meeting held on 21 October 2009.

The recommended increase to \$450,000 will allow the Company to:

- appoint and retain Directors with specialist skills;
- account for any increase in business activities overseen by the Directors;
- meet future market related increases in fees; and
- appoint additional Directors to the Board if appropriate to future circumstances.

Shareholders should note that the proposed limit of \$450,000:

- is a limit on the amount of fees which the Company may pay its Directors and the actual amount that the Company will pay in total to the Directors will be determined by the Board within that limit;
- only relates to Directors' fees and superannuation contributions – it does not relate to salaries paid to any executive Director, such as the Chief Executive Officer, nor does it relate to payments made to Directors who perform additional or special duties at the request of the other Directors or for reimbursement for reasonable expenses when engaged in the business of the Company; and
- is considered by the Board, after reviewing relevant available information, to be consistent with the fee pools of the Australian companies of comparable size to, and in similar industries to, the Company.

The table below shows details of all securities issued to non-executive directors under ASX Listing Rule 10.11 or Listing Rule 10.14 with the approval of shareholders within the previous 3 years:

Director name	Number of securities received	Acquisition price for each security	Date of issue
Martyn Myer	50,000 options	\$0.26	22 October 2015
Martyn Myer	50,000 options	\$0.49	31 October 2013
David Simpson	50,000 options	\$0.26	22 October 2015
David Simpson	50,000 options	\$0.49	31 October 2013
Richard van den Broek	50,000 options	\$0.26	22 October 2015
Richard van den Broek	50,000 options	\$0.49	31 October 2013
David Dolby	100,000 options	\$0.26	22 October 2015
Rodolfo Chapa*	50,000 options	\$0.49	31 October 2013
Alan Finkel*	50,000 options	\$0.26	22 October 2015

\*Rodolfo Chapa resigned as a Director on 15 September 2014 and Alan Finkel resigned as a Director on 31 December 2015

#### **Voting Exclusion Statement**

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast on this resolution by a director of the Company or any of their associates.

However, the Company is not required to disregard a vote if it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form, or it is cast by the Chairman of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

The Chairman of the Meeting intends to vote undirected proxies in favour of this resolution where permitted to do so by the relevant proxy form.

If you do not wish to appoint the Chairman of the Meeting to vote in favour of Resolution 5, it will be important for you to complete the voting directions in respect of Resolution 5 on the Proxy Form.



### Board Recommendation

Given their interest in the subject matter of this resolution, the Directors make no recommendation to shareholders in respect of Resolution 5.

## Item 6 – Approval of additional 10% Placement Facility

### Purpose

The purpose of this resolution is to authorise the Company to issue a further 10% of its issued share capital through one or more placements under ASX Listing Rule 7.1A during the 10% Placement Period (as defined below) in addition to and without using the Company's 15% placement capacity under ASX Listing Rule 7.1. This would effectively provide the Company with a total placement capacity of 25% (less that part of its placement capacity not available under ASX Listing Rule 7.1).

### General

ASX Listing Rule 7.1A enables "eligible entities" to seek shareholder approval (by special resolution) at an annual general meeting, to issue equity securities of up to 10% of its total issued capital during the 12 month period after the annual general meeting ("**10% Placement Facility**").

An "eligible entity" for the purposes of ASX Listing Rule 7.1A is an entity that (as at the date of the annual general meeting):

- is not included in the S&P / ASX 300 Index; and
- has a market capitalisation of \$300 million or less.

As at the date of these Explanatory Notes, the Company is an "eligible entity" for the purposes of ASX Listing Rule 7.1A.

Any equity securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of equity securities of the Company. The Company, as at the date of this Notice of Meeting has on issue one class of equity securities, namely ordinary shares (ASX Code: CGS).

The Company is seeking shareholder approval by a special resolution to have the ability to issue equity securities under the 10% Placement Facility. The exact number of equity securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and described below.

### Formula for calculating 10% Placement Facility

ASX Listing Rule 7.1A.2 provides that eligible entities that have obtained shareholder approval at an annual general meeting under ASX Listing Rule 7.1A may issue, or agree to issue, during the 12 month period after the date of the annual general meeting, a number of equity securities calculated in accordance with the following formula:

$$(A \times D) - E$$

- A = The number of fully paid shares on issue 12 months before the date of issue or agreement to issue:
- plus the number of fully paid shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
  - plus the number of partly paid shares that became fully paid in the 12 months;
  - plus the number of fully paid shares issued in the 12 months with approval of shareholders under ASX Listing Rules 7.1 or 7.4; and
  - less the number of fully paid shares cancelled in the 12 months.
- D = 10%.
- E = The number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue, that are not issued with the approval of shareholders under ASX Listing Rules 7.1 or 7.4.

### Specific disclosures required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the below information is provided in relation to the approval of the 10% Placement Facility:

#### a. Issue Price

The equity securities (if any) will be issued at an issue price of not less than 75% of the volume weighted average price of the Company's equity securities in that class over the 15 trading days on which trades in that class were recorded immediately before:

- i. the date on which the price at which the securities are to be issued is agreed; or
- ii. if the securities are not issued within 5 trading days of the date mentioned in paragraph (i) above, the date on which the securities are issued.

### b. Risk of Economic and Voting Dilution

If Resolution 6 is approved by shareholders and the Company issues shares under the 10% Placement Facility, the existing shareholders' voting power in the Company will be diluted as shown in Table 1.

There is a risk that:

- the market price for the Company's equity securities in that class may be significantly lower on the date of the issue of the equity securities than on the date of the approval under Listing Rule 7.1A; and
- the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date.

**Table 1**

Table 1 shows the dilution of existing shareholders on the basis of the current market price of shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of this Notice of Meeting. The table also shows the voting dilution impact where the number of shares on issue (variable A in the formula) changes and the economic dilution where there are changes in the issue price of shares issued under the 10% Placement Capacity.

Number of Shares on issue	Number of Shares that may be issued under 10% Placement Facility	Dilution		
		Funds raised based on issue price of \$0.40 (50% decrease in current issue price of \$0.80)	Funds raised based on issue price of \$0.80 (current issue price)	Funds raised based on issue price of \$1.20 (50% increase in current issue price of \$0.80)
111,880,182	11,188,018	\$4,475,207	\$8,950,415	\$13,425,622
167,820,273 (50% increase)	16,782,027	\$6,712,811	\$13,425,622	\$20,138,433
223,760,364 (100% increase)*	22,376,036	\$8,950,415	\$17,900,829	\$26,851,244

\* The number of shares on issue (variable "A" in the formula) could increase as a result of the issue of shares that do not require shareholder approval under ASX Listing Rule 7.1 or that are issued with shareholder approval under ASX Listing Rule 7.1.

Table 1 has been prepared on the following assumptions:

- the current shares on issue are the shares on issue as at the date of this Explanatory Note;
- the current issue price set out above is the closing price of the shares on the ASX on 6 September 2016;
- the Company issues the maximum number of shares available under the 10% Placement Facility; and
- No options are exercised into shares before the date of the issue of the shares under the 10% Placement Facility.

### c. Issue date

The Company will only issue equity securities under the 10% Placement Facility during the 10% Placement Period (as defined below).

Shareholder approval under ASX Listing Rule 7.1A is valid from the date of shareholder approval until the earlier of:

- the date that is 12 months after the date of approval under ASX Listing Rule 7.1A; or
- the date the Company obtains shareholder approval for a transaction under ASX Listing Rule 11.1.2 (significant change to nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking),

### d. Purpose of Issue

The Company may seek to issue the equity securities under the 10% Placement Facility for:

- cash consideration. The Company may use the funds raised (without limitation):
  - in the pursuit of commercialising Cogstate technology in the Healthcare area (that is, use of Cogstate technology by primary care physicians), including but not limited to the pursuit of required regulatory registrations and staff additions to facilitate an expansion into strategic territories around the world;
  - for expansion of Cogstate's offering in the clinical trials market;

- to help continue Cogstate's Research & Developments and Precision Recruitment efforts, with a particular focus on Alzheimer's disease specifically, as well as other types of dementia;
- general working capital; or
- non-cash consideration. This may include (without limitation) an acquisition of new assets and other investments. If such circumstances arise, the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3.

There are no current proposals to utilise the 10% Placement Facility. Should any specific proposals be approved by the Board, the Company will announce same to ASX as required by its continuous disclosure obligations.

**e. Allocation Policy**

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon issue of any equity securities using the 10% Placement Facility. The Company's allocation policy will be dependent on the prevailing market conditions at the time of any proposed issue. The identity of the allottees of equity securities will be determined on a case-by-case basis having regard to a range of factors, including but not limited to, the following:

- the methods for raising funds that are available to the Company, including but not limited to, a rights issue and other fundraising structures in which existing security holders can participate;
- the effect of the issue of the shares on the control of the Company;
- the financial situation and solvency of the Company; and
- advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice of Meeting but may include existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

**f. Previous Approval under ASX Listing Rule 7.1A**

The Company previously obtained shareholder approval under ASX Listing Rule 7.1A at the Annual General Meeting on 22 October 2015. However, the Company has not issued any equity securities under ASX Listing Rule 7.1A since that date.

In accordance with ASX Listing Rule 7.3A.6, the following information is provided to shareholders regarding the equity securities issued in the previous 12 months preceding the date of the Meeting (that is, since 22 October 2015):

**Listing Rule 7.3A.6(a)**

The table below shows the total number of equity securities issued in the previous 12 months preceding the date of the Meeting and the percentage that those issues represent of the total number of equity securities on issue at the commencement of that 12 month period.

Total number of equity securities issued in the 12 months preceding the date of the Meeting	4,192,499
Percentage that they represent of the total number of equity securities on issue at the commencement of that 12 month period	3.89%

**Listing Rule 7.3A.6(b)**

The tables below set out specific details for each issue of equity securities that have taken place in the 12 month period preceding the date of the Meeting.

**Options Granted:**

Date of issue	22 October 2015
Number issued	1,100,000 Employee Options granted
Summary of terms	One third of options vest after two years, the remaining two thirds of options vest after three years and the options expire after five years.
Names of the persons who received securities or basis on which those persons were determined	Chief Executive Officer
Price	\$0.21
Discount to market price (if any)	N/A
<b>For cash issues</b>	
Total cash consideration received	N/A
Amount of cash consideration spent	N/A
Use of cash consideration	N/A
Intended use for remaining amount of cash (if any)	N/A
<b>For non-cash issues</b>	
Non-cash consideration paid	N/A
Current value of that non-cash consideration	N/A
Date of issue	22 October 2015
Number issued	250,000 Employee Options granted
Summary of terms	One third of options vest after two years, the remaining two thirds of options vest after three years and the options expire after five years.
Names of the persons who received securities or basis on which those persons were determined	Non-Executive Directors
Price	\$0.26
Discount to market price (if any)	N/A
<b>For cash issues</b>	
Total cash consideration received	N/A
Amount of cash consideration spent	N/A
Use of cash consideration	N/A
Intended use for remaining amount of cash (if any)	N/A
<b>For non-cash issues</b>	
Non-cash consideration paid	N/A
Current value of that non-cash consideration	N/A

<b>Date of issue</b>	<b>9 November 2015</b>
Number issued	50,000 Employee Options granted
Summary of terms	One third of options vest after two years, the remaining two thirds of options vest after three years and the options expire after five years.
Names of the persons who received securities or basis on which those persons were determined	New employee
Price	\$0.40
Discount to market price (if any)	N/A
<b>For cash issues</b>	
Total cash consideration received	N/A
Amount of cash consideration spent	N/A
Use of cash consideration	N/A
Intended use for remaining amount of cash (if any)	N/A
<b>For non-cash issues</b>	
Non-cash consideration paid	N/A
Current value of that non-cash consideration	N/A
<b>Date of issue</b>	<b>4 January 2016</b>
Number issued	100,000 Employee Options granted
Summary of terms	One third of options vest after two years, the remaining two thirds of options vest after three years and the options expire after five years.
Names of the persons who received securities or basis on which those persons were determined	New employee
Price	\$0.60
Discount to market price (if any)	N/A
<b>For cash issues</b>	
Total cash consideration received	N/A
Amount of cash consideration spent	N/A
Use of cash consideration	N/A
Intended use for remaining amount of cash (if any)	N/A
<b>For non-cash issues</b>	
Non-cash consideration paid	N/A
Current value of that non-cash consideration	N/A
<b>Date of issue</b>	<b>30 June 2016</b>
Number issued	200,000 Employee Options granted
Summary of terms	One third of options vest after two years, the remaining two thirds of options vest after three years and the options expire after five years.
Names of the persons who received securities or basis on which those persons were determined	New employees
Price	\$0.82
Discount to market price (if any)	N/A
<b>For cash issues</b>	
Total cash consideration received	N/A
Amount of cash consideration spent	N/A
Use of cash consideration	N/A
Intended use for remaining amount of cash (if any)	N/A
<b>For non-cash issues</b>	
Non-cash consideration paid	N/A
Current value of that non-cash consideration	N/A

**Options Exercised:**

<b>Date of issue</b>	<b>19 October 2015</b>
Number issued	150,000 fully paid ordinary shares
Summary of terms	Employee options exercised. Shares issued rank pari passu with all other fully paid ordinary shares on issue.
Names of the persons who received securities or basis on which those persons were determined	Chief Executive Officer
Price	\$0.25
Discount to market price (if any)	N/A
<b>For cash issues</b>	
Total cash consideration received	\$37,500
Amount of cash consideration spent	\$37,500
Use of cash consideration	Working capital
Intended use for remaining amount of cash (if any)	N/A
<b>For non-cash issues</b>	
Non-cash consideration paid	N/A
Current value of that non-cash consideration	N/A
<b>Date of issue</b>	<b>27 October 2015</b>
Number issued	33,333 fully paid ordinary shares
Summary of terms	Employee options exercised. Shares issued rank pari passu with all other fully paid ordinary shares on issue.
Names of the persons who received securities or basis on which those persons were determined	Chief Executive Officer
Price	\$0.22
Discount to market price (if any)	N/A
<b>For cash issues</b>	
Total cash consideration received	\$7,333
Amount of cash consideration spent	\$7,333
Use of cash consideration	Working capital
Intended use for remaining amount of cash (if any)	N/A
<b>For non-cash issues</b>	
Non-cash consideration paid	N/A
Current value of that non-cash consideration	N/A
<b>Date of issue</b>	<b>6 November 2015</b>
Number issued	847,500 fully paid ordinary shares
Summary of terms	Employee options exercised. Shares issued rank pari passu with all other fully paid ordinary shares on issue.
Names of the persons who received securities or basis on which those persons were determined	Chief Executive Officer
Price	\$0.115
Discount to market price (if any)	N/A
<b>For cash issues</b>	
Total cash consideration received	\$97,463
Amount of cash consideration spent	\$97,463
Use of cash consideration	Working capital
Intended use for remaining amount of cash (if any)	N/A
<b>For non-cash issues</b>	
Non-cash consideration paid	N/A
Current value of that non-cash consideration	N/A

<b>Date of issue</b>	<b>6 November 2015</b>
Number issued	750,000 fully paid ordinary shares
Summary of terms	Employee options exercised. Shares issued rank pari passu with all other fully paid ordinary shares on issue.
Names of the persons who received securities or basis on which those persons were determined	Scientific Consultant
Price	\$0.28
Discount to market price (if any)	N/A
<b>For cash issues</b>	
Total cash consideration received	\$210,000
Amount of cash consideration spent	\$210,000
Use of cash consideration	Working capital
Intended use for remaining amount of cash (if any)	N/A
<b>For non-cash issues</b>	
Non-cash consideration paid	N/A
Current value of that non-cash consideration	N/A
<b>Date of issue</b>	<b>24 November 2015</b>
Number issued	25,000 fully paid ordinary shares
Summary of terms	Employee options exercised. Shares issued rank pari passu with all other fully paid ordinary shares on issue.
Names of the persons who received securities or basis on which those persons were determined	Scientific Consultant
Price	\$0.25
Discount to market price (if any)	N/A
<b>For cash issues</b>	
Total cash consideration received	\$6,250
Amount of cash consideration spent	\$6,250
Use of cash consideration	Working capital
Intended use for remaining amount of cash (if any)	N/A
<b>For non-cash issues</b>	
Non-cash consideration paid	N/A
Current value of that non-cash consideration	N/A
<b>Date of issue</b>	<b>25 November 2015</b>
Number issued	125,000 fully paid ordinary shares
Summary of terms	Employee options exercised. Shares issued rank pari passu with all other fully paid ordinary shares on issue.
Names of the persons who received securities or basis on which those persons were determined	Senior Management
Price	\$0.25
Discount to market price (if any)	N/A
<b>For cash issues</b>	
Total cash consideration received	\$31,250
Amount of cash consideration spent	\$31,250
Use of cash consideration	Working capital
Intended use for remaining amount of cash (if any)	N/A
<b>For non-cash issues</b>	
Non-cash consideration paid	N/A
Current value of that non-cash consideration	N/A

<b>Date of issue</b>	<b>27 November 2015</b>
Number issued	150,000 fully paid ordinary shares
Summary of terms	Employee options exercised. Shares issued rank pari passu with all other fully paid ordinary shares on issue.
Names of the persons who received securities or basis on which those persons were determined	Chief Science Officer
Price	\$0.25
Discount to market price (if any)	N/A
<b>For cash issues</b>	
Total cash consideration received	\$37,500
Amount of cash consideration spent	\$37,500
Use of cash consideration	Working capital
Intended use for remaining amount of cash (if any)	N/A
<b>For non-cash issues</b>	
Non-cash consideration paid	N/A
Current value of that non-cash consideration	N/A
<b>Date of issue</b>	<b>7 December 2015</b>
Number issued	75,000 fully paid ordinary shares
Summary of terms	Employee options exercised. Shares issued rank pari passu with all other fully paid ordinary shares on issue.
Names of the persons who received securities or basis on which those persons were determined	General Counsel
Price	\$0.25
Discount to market price (if any)	N/A
<b>For cash issues</b>	
Total cash consideration received	\$18,750
Amount of cash consideration spent	\$18,750
Use of cash consideration	Working capital
Intended use for remaining amount of cash (if any)	N/A
<b>For non-cash issues</b>	
Non-cash consideration paid	N/A
Current value of that non-cash consideration	N/A
<b>Date of issue</b>	<b>11 December 2015</b>
Number issued	150,000 fully paid ordinary shares
Summary of terms	Employee options exercised. Shares issued rank pari passu with all other fully paid ordinary shares on issue.
Names of the persons who received securities or basis on which those persons were determined	Scientific Consultant
Price	\$0.115
Discount to market price (if any)	N/A
<b>For cash issues</b>	
Total cash consideration received	\$17,250
Amount of cash consideration spent	\$17,250
Use of cash consideration	Working capital
Intended use for remaining amount of cash (if any)	N/A
<b>For non-cash issues</b>	
Non-cash consideration paid	N/A
Current value of that non-cash consideration	N/A



<b>Date of issue</b>	<b>28 January 2016</b>
Number issued	650,000 fully paid ordinary shares
Summary of terms	Employee options exercised. Shares issued rank pari passu with all other fully paid ordinary shares on issue.
Names of the persons who received securities or basis on which those persons were determined	President Clinical Trials
Price	\$0.20
Discount to market price (if any)	N/A
<b>For cash issues</b>	
Total cash consideration received	\$130,000
Amount of cash consideration spent	\$130,000
Use of cash consideration	Working capital
Intended use for remaining amount of cash (if any)	N/A
<b>For non-cash issues</b>	
Non-cash consideration paid	N/A
Current value of that non-cash consideration	N/A
<b>Date of issue</b>	<b>28 January 2016</b>
Number issued	75,000 fully paid ordinary shares
Summary of terms	Employee options exercised. Shares issued rank pari passu with all other fully paid ordinary shares on issue.
Names of the persons who received securities or basis on which those persons were determined	President Clinical Trials
Price	\$0.25
Discount to market price (if any)	N/A
<b>For cash issues</b>	
Total cash consideration received	\$18,750
Amount of cash consideration spent	\$18,750
Use of cash consideration	Working capital
Intended use for remaining amount of cash (if any)	N/A
<b>For non-cash issues</b>	
Non-cash consideration paid	N/A
Current value of that non-cash consideration	N/A
<b>Date of issue</b>	<b>28 January 2016</b>
Number issued	100,000 fully paid ordinary shares
Summary of terms	Employee options exercised. Shares issued rank pari passu with all other fully paid ordinary shares on issue.
Names of the persons who received securities or basis on which those persons were determined	President Clinical Trials
Price	\$0.22
Discount to market price (if any)	N/A
<b>For cash issues</b>	
Total cash consideration received	\$22,000
Amount of cash consideration spent	\$22,000
Use of cash consideration	Working capital
Intended use for remaining amount of cash (if any)	N/A
<b>For non-cash issues</b>	
Non-cash consideration paid	N/A
Current value of that non-cash consideration	N/A

<b>Date of issue</b>	<b>18 February 2016</b>
Number issued	25,000 fully paid ordinary shares
Summary of terms	Employee options exercised. Shares issued rank pari passu with all other fully paid ordinary shares on issue.
Names of the persons who received securities or basis on which those persons were determined	Scientist
Price	\$0.36
Discount to market price (if any)	N/A
<b>For cash issues</b>	
Total cash consideration received	\$9,000
Amount of cash consideration spent	\$9,000
Use of cash consideration	Working capital
Intended use for remaining amount of cash (if any)	N/A
<b>For non-cash issues</b>	
Non-cash consideration paid	N/A
Current value of that non-cash consideration	N/A
<b>Date of issue</b>	<b>23 February 2016</b>
Number issued	3,333 fully paid ordinary shares
Summary of terms	Employee options exercised. Shares issued rank pari passu with all other fully paid ordinary shares on issue.
Names of the persons who received securities or basis on which those persons were determined	Principal Software Engineer
Price	\$0.36
Discount to market price (if any)	N/A
<b>For cash issues</b>	
Total cash consideration received	\$1,200
Amount of cash consideration spent	\$1,200
Use of cash consideration	Working capital
Intended use for remaining amount of cash (if any)	N/A
<b>For non-cash issues</b>	
Non-cash consideration paid	N/A
Current value of that non-cash consideration	N/A
<b>Date of issue</b>	<b>8 March 2016</b>
Number issued	460,000 fully paid ordinary shares
Summary of terms	Employee options exercised. Shares issued rank pari passu with all other fully paid ordinary shares on issue.
Names of the persons who received securities or basis on which those persons were determined	Chief Executive Officer
Price	\$0.1027
Discount to market price (if any)	N/A
<b>For cash issues</b>	
Total cash consideration received	\$47,242
Amount of cash consideration spent	\$47,242
Use of cash consideration	Working capital
Intended use for remaining amount of cash (if any)	N/A
<b>For non-cash issues</b>	
Non-cash consideration paid	N/A
Current value of that non-cash consideration	N/A

<b>Date of issue</b>	<b>8 March 2016</b>
Number issued	250,000 fully paid ordinary shares
Summary of terms	Employee options exercised. Shares issued rank pari passu with all other fully paid ordinary shares on issue.
Names of the persons who received securities or basis on which those persons were determined	Chief Executive Officer
Price	\$0.17
Discount to market price (if any)	N/A
<b>For cash issues</b>	
Total cash consideration received	\$42,500
Amount of cash consideration spent	\$42,500
Use of cash consideration	Working capital
Intended use for remaining amount of cash (if any)	N/A
<b>For non-cash issues</b>	
Non-cash consideration paid	N/A
Current value of that non-cash consideration	N/A
<b>Date of issue</b>	<b>8 March 2016</b>
Number issued	250,000 fully paid ordinary shares
Summary of terms	Employee options exercised. Shares issued rank pari passu with all other fully paid ordinary shares on issue.
Names of the persons who received securities or basis on which those persons were determined	Chief Executive Officer
Price	\$0.22
Discount to market price (if any)	N/A
<b>For cash issues</b>	
Total cash consideration received	\$55,000
Amount of cash consideration spent	\$55,000
Use of cash consideration	Working capital
Intended use for remaining amount of cash (if any)	N/A
<b>For non-cash issues</b>	
Non-cash consideration paid	N/A
Current value of that non-cash consideration	N/A
<b>Date of issue</b>	<b>14 April 2016</b>
Number issued	40,000 fully paid ordinary shares
Summary of terms	Employee options exercised. Shares issued rank pari passu with all other fully paid ordinary shares on issue.
Names of the persons who received securities or basis on which those persons were determined	Director Clinical Science
Price	\$0.33
Discount to market price (if any)	N/A
<b>For cash issues</b>	
Total cash consideration received	\$13,200
Amount of cash consideration spent	\$13,200
Use of cash consideration	Working capital
Intended use for remaining amount of cash (if any)	N/A
<b>For non-cash issues</b>	
Non-cash consideration paid	N/A
Current value of that non-cash consideration	N/A

<b>Date of issue</b>		<b>14 April 2016</b>
Number issued	8,333 fully paid ordinary shares	
Summary of terms	Employee options exercised. Shares issued rank pari passu with all other fully paid ordinary shares on issue.	
Names of the persons who received securities or basis on which those persons were determined	Director Clinical Science	
Price	\$0.36	
Discount to market price (if any)	N/A	
<b>For cash issues</b>		
Total cash consideration received	\$3,000	
Amount of cash consideration spent	\$3,000	
Use of cash consideration	Working capital	
Intended use for remaining amount of cash (if any)	N/A	
<b>For non-cash issues</b>		
Non-cash consideration paid	N/A	
Current value of that non-cash consideration	N/A	
<b>Date of issue</b>		<b>18 May 2016</b>
Number issued	25,000 fully paid ordinary shares	
Summary of terms	Employee options exercised. Shares issued rank pari passu with all other fully paid ordinary shares on issue.	
Names of the persons who received securities or basis on which those persons were determined	Senior Quality Assurance Manager	
Price	\$0.28	
Discount to market price (if any)	N/A	
<b>For cash issues</b>		
Total cash consideration received	\$7,000	
Amount of cash consideration spent	\$7,000	
Use of cash consideration	Working capital	
Intended use for remaining amount of cash (if any)	N/A	
<b>For non-cash issues</b>		
Non-cash consideration paid	N/A	
Current value of that non-cash consideration	N/A	
<b>Date of issue</b>		<b>24 August 2016</b>
Number issued	6,667 fully paid ordinary shares	
Summary of terms	Employee options exercised. Shares issued rank pari passu with all other fully paid ordinary shares on issue.	
Names of the persons who received securities or basis on which those persons were determined	Principal Software Engineer	
Price	\$0.36	
Discount to market price (if any)	N/A	
<b>For cash issues</b>		
Total cash consideration received	\$2,400	
Amount of cash consideration spent	\$2,400	
Use of cash consideration	Working capital	
Intended use for remaining amount of cash (if any)	N/A	
<b>For non-cash issues</b>		
Non-cash consideration paid	N/A	
Current value of that non-cash consideration	N/A	

### **Voting Exclusion Statement**

In accordance with ASX Listing Rules 7.3A.7 and 14.11, the Company will disregard any votes cast on this resolution by:

- a person who may participate in the proposed issue of equity securities under the 10% Placement Facility, and any person who might obtain a benefit (except a benefit solely in the capacity of a shareholder), if this resolution is passed; and
- any associate of a person referred to above.

However, the Company need not disregard a vote if:

- it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the proxy form; or
- it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

At the date of this Notice of Meeting, the Company has not approached any particular existing shareholder or security holder or an identifiable class of existing security holder to participate in the issue of equity securities under the 10% Placement Facility. Therefore, no existing shareholder's votes will be excluded under the above voting exclusion.

### **Board Recommendation**

The Board unanimously recommends that shareholders vote in favour of this Resolution 6.

The Chairman intends to vote undirected proxies in favour of this Resolution 6.

If you do not wish to appoint the Chairman of the Meeting to vote in favour of Resolution 6, it will be important for you to complete the voting directions in respect of Resolution 6 on the Proxy Form.

## **QUESTIONS AND COMMENTS BY SHAREHOLDERS AT THE MEETING**

In accordance with the Corporations Act, a reasonable opportunity will be given to shareholders to ask questions and make comments on the Financial Report, Directors' Report and the Auditor's Report and on the management of the Company at the Meeting.

The auditor of the Company (or their representative) is required to attend the Meeting. At the Meeting, reasonable opportunity will be given to shareholders to ask the Company's auditor, Pitcher Partners (or their representative), questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the auditor's report;
- (c) the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to Pitcher Partners if the question is relevant to the content of Pitcher Partners' audit report or the conduct of the audit of the Company's financial report for the year ended 30 June 2016.

Relevant written questions for Pitcher Partners must be received by the Company no later than 5:00pm (Melbourne time) on Monday, 10 October 2016. A list of those relevant questions will be made available to shareholders attending the Meeting. The auditor may omit questions that are the same in substance to other questions and questions that are not received in a timely manner.

At the Meeting, the Chairman of the Meeting will give Pitcher Partners (or their representative) a reasonable opportunity to answer written questions submitted in accordance with the Corporations Act.

If written answers are tabled at the Meeting, they will be made available to shareholders as soon as practicable after the Meeting.

Please send any written questions for Pitcher Partners:

- to Link Market Services at the address on the enclosed reply paid envelope; or
- by facsimile to +61 3 9664 1301; or
- to the registered office of the Company at level 2, 255 Bourke Street, Melbourne, Vic, 3000,
- no later than 5:00pm (Melbourne time) on Monday, 10 October 2016.