

Diversity Policy

June 2020

Diversity Policy¹

Cogstate Ltd (ABN 80 090 972 723) (the Company) and its subsidiaries

1. Background

1.1 Overview

Cogstate 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. Cogstate is a stronger, better company when we foster an inclusive workplace and bring diversity of thought to our roles by employing a workforce that represents the populations and communities we serve and in which we live. Cogstate will strive to ensure diversity and inclusion is represented in all areas of our organization including policies, procedures and practices.

This Policy is consistent with and supports the Company's Statement of Values as referred to on our website.

1.2 Diversity Policy Statement

Diversity and inclusion will continue to be a main tenet of our organizational culture. We believe that having a team of individuals with different backgrounds, skills, values, experiences, and attributes makes us a stronger organisation, including those differences gained on account of their gender, gender identity, age, disability, ethnicity, marital or family status, religious beliefs, cultural or socio-economic background or sexual orientation. In addition, a diverse and inclusive workplace benefits employees by allowing them to feel confident contributing and voicing their opinions without anxiety or fear, to feel valued by the Company for their differences, and to grow a fulfilling career with opportunity for advancement.

We are committed to supporting and enhancing workplace diversity across the Company through attracting, recruiting, retaining and advancing diverse talent and aligning the Company's culture and management systems accordingly. The Company will continue to maintain a safe and inclusive work environment where all dimensions of difference are valued and respected.

The Company believes that our commitment to diversity and inclusion adds business value, creates a competitive advantage and enhances employee recruitment, engagement, participation, and retention, all essential elements to our continued efforts to drive innovation, deliver strong financial performance and further the organisation's mission to improve brain health assessments.

2. Key Principles

2.1 Strategies

The Company is committed to providing and promoting a corporate culture which embraces diversity and inclusion in line with the Diversity Policy Statement. Accordingly, the Company will continue to:

¹ A link to the Company's corporate governance policies can be found here: <https://www.cogstate.com/investors/corporate-governance/>.

- (a) promote the principles of merit, equality and fairness when making decisions about recruitment, development, promotion, remuneration and flexible work arrangements for all employees at all levels;
- (b) conduct a transparent process for the review and appointment of senior management positions and Board members;
- (c) incorporate a range of facets of diversity when considering the composition of the Board, including gender, age, ethnicity and background;
- (d) recruit from a diverse pool of qualified candidates, where appropriate engaging a professional search / recruitment firm, advertising vacancies widely (i.e., internally and externally), making efforts to identify and consider prospective employees who have diverse attributes, ensuring diversity of members on the selection / interview panel when selecting and appointing new employees (including senior management) and new Board members, and generally structuring recruitment and selection practices at all levels to guard against any conscious or unconscious biases that might result in discrimination against certain candidates;
- (e) emphasize the importance of diversity and inclusion within the Company's culture by encouraging and fostering a commitment to diversity and inclusion by leaders at all levels whilst recognising that diversity and inclusion is the responsibility of all employees;
- (f) recognise that employees may have family responsibilities;
- (g) reinforce with our employees that in order to have an inclusive workplace, discrimination, harassment, vilification and victimisation will not be tolerated within the Company; and
- (h) continue to review, develop and refine policies, procedures and practices to ensure diversity and inclusion within the organisation, including the adoption of key performance indicators for senior executives to measure the achievement of diversity and inclusion objectives under this Policy.

2.2 Key Initiatives and Programs

The Company will also commit to evaluating, designing, implementing and/or maintaining the following programs and initiatives to build and maintain a fair, diverse and inclusive workplace while encouraging employee engagement:

- (a) Internship, mentoring and/or other engagement and connectivity programs;
- (b) career opportunity and professional development programs including those aimed at helping employees at all levels develop skills and experience for professional growth;
- (c) instruct professional recruitment firms engaged by the Company to present diverse candidates for consideration as part of their candidate identification, evaluation and interview process;
- (d) implement training on diversity awareness during employee onboarding and to conduct ongoing training on an annual basis
- (e) work life balance initiatives including flexible work options, parental leave policies and the like;
- (f) opportunities for employees on extended parental leave to maintain their connection with the Company, for example, by offering them the option (without any

obligation) to receive all-staff communications and to attend work functions and training programs; and

- (g) networking opportunities to regularly engage employees in social and community events.

2.3 Measurable Objectives

On an annual basis, the Board will set its diversity and inclusion goals for the Company. Company management will then develop for Board approval appropriate, tailored, and measurable objectives to achieve these goals. Once implemented, the Board will at the end of each year assess the progress and achievement of these objectives. Objectives may include key performance indicators (**KPI's**) for senior management with remuneration being linked (directly or indirectly as part of a "balanced scorecard") to KPI achievement.

The Board has delegated to the Remuneration & Nomination Committee responsibility for reviewing the composition of the Board consistent with the Company's diversity and inclusion objectives as outlined in this Policy. 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.

Management may also recommend new measures and/or policies to the Board to continually enhance the inclusiveness and diversity of the Company consistent with this Policy.

2.4 Compliance Requirements

The Company is committed to promoting transparency and accountability and to furthering the objectives of this Policy, as well as meeting its obligations with respect to "Diversity" under the ASX Corporate Governance Principles and Recommendations (4th Edition) (**ASX Recommendations**) and any other applicable regulatory requirements. This will include:

- (a) establishing and disclosing this Policy;
- (b) establishing measurable objectives for achieving gender diversity in the composition of the Board, senior executives and workforce generally;
- (c) the Board annually assessing the measurable objectives and the Company's progress in achieving them; and
- (d) disclosing, in relation to each reporting period:
 - (i) its measurable objectives;
 - (ii) progress towards achieving those objectives; and
 - (iii) either:
 - A. the respective proportions of men and women on the Board, in senior executive positions and across the whole workforce, with "senior executive" being a clearly defined term; or
 - B. if the entity is a "relevant employer" under the *Workplace Gender Equality Act 2012* (Cth), the entity's most recent "Gender Equality Indicators" as defined in and published under that Act.

2.5 Responsibilities

The Board is ultimately accountable for this Policy.

The CEO and members of the leadership team are responsible for the implementation of this Policy and monitoring compliance with it, with the Company Secretary being responsible for the administration of the Policy (including in relation to reporting to the Board, or its relevant Board committee as appropriate).

3. Other matters

3.1 Overriding principles

Nothing in this Policy will be taken, interpreted or construed so as to endorse:

- (a) the principal criteria for selection and promotion of people to work within the Company being other than their overall relative prospect of adding value to the Company and enhancing the probability of achievement of the Company's objectives;
- (b) any discriminatory behaviour by or within the Company contrary to the law, or any applicable codes of conduct or behaviour for the Company and its personnel; and
- (c) any existing person within the Company being prejudiced by this Policy in their career development or otherwise, merely because their diversity attributes at any time may be more, rather than less, common with others.

3.2 Adoption of Policy and Board review

This Policy was adopted by the Board on the date on the front cover of this Policy, and takes effect from that date and replaces any previous policy in this regard.

The Board will review this Policy periodically to check that it is operating effectively and whether any changes are required. The Company Secretary will communicate any amendments to employees as appropriate.

3.3 Amendments to this Policy

The Company may discontinue or amend any part or the whole of this Policy from time to time at its absolute discretion. This Policy can only be amended with the approval of the Board.