

# Cogstate Ltd.

# Code of Conduct

---

**13 June 2024**

**Code of Conduct**

**Cogstate Limited (ABN 80 090 972 723) and its subsidiaries  
(Cogstate)**

## CEO Message

At Cogstate, our mission is to optimize the measurement of brain health to advance the development of new medicines and to enable earlier clinical insights in healthcare. We are driven by the notion that through our work we impact the health of communities by delivering neuropsychology solutions that combine breakthrough science with advanced technologies.

We are inspired by the dedication of researchers and the resilience of patients, and we are strengthened by our 20-year heritage supporting them. We are always working to *simplify the complex* with solutions that offer insights and hope for the future of healthcare, particularly dementia-related diseases and rare and pediatric disorders.

Key to our success in achieving these aims is our commitment to act with integrity and fully integrate ethical principles in any decision we make. **Integrity is a commitment that must guide our behaviors beyond mere compliance with laws and regulations, driving us to make the right choice when facing any situation.**

This Code of Conduct contains the principles that guide us. Each of us needs to know, understand and apply these principles in our daily work, regardless of our function or level in the company. This reference document is here to support everyone at Cogstate so that we can remain true to our commitments to people, patients, doctors, scientists, partners, investors and society at large.

It's up to each of us to bring Cogstate's Code to life by the examples we set each day. I thank you for your continued support and dedication to all those we serve. They inspire us to pioneer, and to act with integrity while doing so.

Brad O'Connor  
Chief Executive Officer

## Statement of Values

### Care Deeply

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

### Embrace Change

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

### Focus on the Customer

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

### Act with Courage

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

## 1 Purpose

This Code of Conduct (the “Code”) contains general guiding principles for the conduct of Cogstate Ltd.’s and its affiliates’ (collectively “Cogstate’s” or the “Company’s”) businesses consistent with the highest standards of business ethics. Having a reputation as a trustworthy and ethical company among our customers, investors, employees and within the communities in which we serve and live is critical to Cogstate’s continued success.

The principles contained in this Code should be considered minimum standards to guide the conduct of our business and serve as a foundation to the specific terms, policies or rules contained in Employment Agreements, Employee Handbooks, Standard Operating Procedures or any of Cogstate’s other policies.

Our collective ability to model our high-performance culture traits, including a commitment to behavior above reproach, is key to our customer experience, Company perception and financial performance.

## 2 Applicability

This Code applies to all officers, directors, employees, contractors, agents and other persons who conduct business on behalf of Cogstate (“Representatives”).

There may be situations that arise that do not fall neatly within the general principles expressed in the Code. Before taking any action in such a circumstance, each Representative should consider the following questions, and unless the answer to each question is “yes,” the action should not be taken:

- Is this action legal, ethical, and socially responsible?
- Does this action comply with both the spirit and the letter of the Code and our Statement of Values?
- Will this action appear appropriate?
- Is it clear that the Company would not be embarrassed or compromised if this action were to become known within our Company or publicly?
- Is it in the best interests of the Company?

Anyone who is unsure whether their conduct or the conduct of their colleagues complies with the Code should contact their Manager or the Legal Department. Anyone who needs help understanding any aspect of this Code or their responsibilities should also contact their Manager or the Legal Department. Cogstate requires all Company Representatives to cooperate fully in any investigation of suspected violations of the Code that may arise in the course of employment. Depending on the circumstances, failure to comply with this Code may result in disciplinary action, up to and including termination of employment.

Additionally, if you manage employees at Cogstate, it is important that you set an example and consistently act in the manner required by the Code. Below are just a few guidelines to follow in order to set a proper example:

- make fair and objective decisions;
- act legally, ethically and professionally while performing your job;
- recognize ethical behavior in the actions of others;
- listen to concerns made by your direct reports regarding actual or potential violations of the Code or Cogstate policies; and
- help your direct reports understand the importance of following the Code and Cogstate policies.

### 3 Cogstate's Commitments and Guiding Principles

Representatives are expected to conduct themselves in accordance with the following guiding principles, in accordance with the Company's stated values and in the best interests of the Company:

- Professional and Ethical Business Conduct
- Compliance with Laws, Regulations, and Internal Standards
- Avoiding and Managing Conflicts of Interest
- Provision of High-Quality Products and Services
- Adherence to Confidentiality and Privacy Requirements
- Promotion of a Collegial and Safe Work Environment

#### 3.1 Commitment to Professional and Ethical Business Conduct

A key element to Cogstate's continued success is each Representative's commitment to certain standards and principles in performing his or her job. It is important that each Representative:

1. Performs their job in accordance with all applicable international, federal, state and local laws and regulations;
2. Protects Cogstate's corporate reputation and assets. Each Representative must use Cogstate's assets, facilities, information, and services only for the legitimate business purposes of Cogstate and not for his or her own personal benefit or for the personal benefit of anyone else. Theft, carelessness and waste have a direct impact on the Company's profitability. Key Cogstate assets include its non-public business, financial, technical, and scientific information and data, including all intellectual property held by Cogstate (e.g. patents, copyrights, trademarks, trade secrets, scientific and technical knowledge, and know-how). Representatives are expected to support the establishment, protection, maintenance and defense of Cogstate's intellectual property rights and to use those rights in a responsible way. Representatives must also respect the intellectual property rights of others. Unauthorized use, theft or misappropriation of third-party intellectual property may result in significant fines, lawsuits or criminal penalties for Cogstate and the relevant Representative. Representatives must not take advantage of property or information of the Company or its customers for personal gain or cause detriment to the Company or its customers;
3. Acts ethically, honestly, responsibly and with high standards of personal integrity and avoids situations potentially harmful to Cogstate, its goodwill or reputation, or that raise conflicts of interest; and
4. Treat Company co-workers, shareholders, business partners and customers with honesty and respect, maintaining the highest standard of personal and professional conduct and not engage in bullying, harassment or discrimination.

Cogstate considers work rules, policies, guidelines, procedures and work performance important factors in its long-term success as an ethical business. These factors are essential to the proper management of our business and ensure that Representatives work together effectively. When these rules, policies, procedures and guidelines are

not followed, or the Representatives work performance is below Company standards, disciplinary action may be taken up to and including termination of employment or other engagement.

### **3.2 Compliance with Laws, Rules and Regulations**

Cogstate's operations and Representatives are subject to the laws, rules and regulations of countries around the world designed to: (1) protect individuals, such as clinical trials subjects, patients, consumers and others, (2) improve the quality of medical and health care services, and (3) help eliminate fraud and improper influence on medical judgment. Representatives must follow all applicable laws, rules and regulations at all times and are expected to use good judgment and common sense in carrying out their duties. If a provision of the Code conflicts with applicable law, the law applies. Representatives with questions about the applicability or interpretation of any law, rule or regulation should contact the Legal Department. If a Representative becomes aware of the violation of any law, rule or regulation by Cogstate or any of its Representatives, it is that Representative's responsibility to report the matter to the Legal Department or his or her Manager. While Cogstate would prefer to address matters internally, nothing in this Code should discourage an employee from reporting illegal activity to the appropriate regulatory authority.

### **3.3 Conflicts of Interest**

Cogstate believes business decisions should be made objectively with integrity and not influenced by a conflict of interest. A conflict of interest exists whenever a Representative or any member of his or her immediate family has an interest, direct or indirect, in any entity or matter that may be in conflict or incompatible with the interests of Cogstate. Conflicts of interest expose our personal judgment and that of the Company to increased scrutiny and criticism and can undermine our credibility and the trust that others place in us.

Cogstate is committed to avoiding these conflicts as well as avoiding situations in which Cogstate's business judgments are or may be perceived to be impaired. Cogstate's Representatives also have an obligation to avoid activities that could result in an actual or apparent conflict of interest and Cogstate requires full disclosure from its Representatives of any actual or potential conflicts of interest. Cogstate is committed to providing the same obligations of disclosure of conflicts of interest to its customers.

While it is difficult to list all activities that could pose a conflict of interest, common examples of conflicts of interest include (but are not limited to):

- **Financial Interest:** owning, directly or indirectly, a significant financial interest in any entity that does business, seeks to do business, or competes with Cogstate, or accepting any type of fee or personal payment from individuals or organizations that transact with Cogstate or are seeking to transact with Cogstate.
- **Outside Employment:** Holding a second job that interferes with your ability to perform your role with Cogstate, in a manner which protects Cogstate's best interests.
- **Board Memberships:** Employing, consulting, or serving on the board of a competitor, customer, vendor, or other service provider.
- **Relationship or Personal Interest:** Employing or engaging a relative or friend, and hiring a vendor, service provider, or other agent managed or owned by a relative or close friend.

- Gifts & Entertainment: Soliciting or accepting any cash, gifts, entertainment, or benefits that are more than modest in value from any competitor, supplier or customer.
- Corporate Opportunities: Taking personal advantage of corporate opportunities or using your position for personal gain.

Representatives are expected to fully and promptly disclose any private or other business interests or other matters which may lead to potential or actual conflicts of interest, including any of the relationships or interests noted above. Representatives must discuss any situation with their Manager or the Legal Department if they are uncertain as to whether a conflict of interest exists or how such a potential conflict can be managed.

For related guidance on bribery and corruption, please refer to the Anti-Bribery and Anti-Corruption Policy.

### **3.4 Our Customers**

Cogstate is committed to the quality of its products and services and to meeting or exceeding its customers' requirements.

Cogstate Representatives are expected to deal with our customers and suppliers fairly and to promote our products and services in a manner consistent with the customer's expressed needs and goals and to provide sufficient information to allow customers to make informed decisions voluntarily and without any form of coercion or undue influence. Cogstate's reputation is a valuable asset and it is up to each Cogstate Representative to ensure that Cogstate continues to retain that trust.

### **3.5 Confidentiality and Data Privacy**

Protecting the privacy and security of personal information is a growing global concern. Many countries are enacting or strengthening privacy laws that govern the use of personal information and holding violators accountable. Cogstate is committed to maintaining the confidentiality and privacy of its own confidential information as well as the information it receives from its customers.

Cogstate's policy is to protect and safeguard the personal, non-public information that it may obtain concerning its employees, customers, clients and others and to hold it in strict confidence. In the course of employment, employees may have access to or receive confidential information, including health data or other personal data. Representatives must follow all applicable laws, rules regulations as well as Cogstate policies and contractual agreements with its customers, clients and others, applicable to such confidential information at all times.

Cogstate and its Representatives will only use and disclose confidential and personal information on a strict business need-to-know basis, in accordance with its relevant contractual obligations to customers, clients and others, and only to the extent required or permitted by applicable law, including but not limited to the Australian Privacy Principles, the Health Insurance Portability and Accountability Act of 1996, the General Data Protection Regulation (EU) 2016/679, and other global data privacy laws. Accordingly, Representatives may not at any time during or after termination of employment, use for any purpose or disclose confidential information to any third party, except as specifically authorized in writing by Cogstate. Representatives are also strictly prohibited from accessing, using, disclosing, or revealing personal information for unauthorized purposes.

For more information on Cogstate's confidentiality and data privacy policies, please refer to the Employee Handbooks and Cogstate's data privacy and security policies.

### **3.6 Securities Trading Policy**

Trading in Cogstate securities by Cogstate employees is governed by applicable laws regarding insider trading and the Company's Securities Trading Policy. Employees should consult the Corporate Governance page of Cogstate's website for Cogstate's latest Securities Trading Policy and should always speak with the Cogstate Ltd.'s Company Secretary or CEO to obtain approval where necessary, prior to trading in Cogstate's securities.

### **3.7 Equal Employment Opportunity**

Cogstate is committed to maintaining a work environment that fosters fairness, equity and respect for individuals of all backgrounds and where every employee can work free from discrimination, bullying or harassment.

Cogstate's approach to recruitment is consistent with this commitment and will always select the best-qualified person for the task based on merit, qualifications and business need. Such selection takes into account a number of factors like educational background, previous experience, demonstrated skills and potential for growth. Cogstate will take reasonable steps to ensure that its Representatives will not discriminate against any employee or applicant because of attributes which are protected by law and will ensure that everyone is treated fairly with regard to any such factors.

Unlawful discrimination, sexual harassment and bullying will not be tolerated in the workplace and disciplinary action, including but not limited to dismissal, may be taken against any Representatives who breaches this policy or relevant law in this area.

For specific details on Cogstate's position on equal opportunity, please refer to the Anti-Discrimination, Workplace Bullying & Sexual Harassment Policy.

### **3.8 Health and Safety**

Cogstate is committed to ensuring, as far as reasonably practicable, the health and safety of all Representatives while at Cogstate premises or in the case of employees, their place of work including when working remotely.

Cogstate places paramount importance on safety in the workplace and seeks to protect employees against personal, physical or sexual harassment, discrimination, workplace bullying, injury and illness, as well as minimize the potential loss of production.

Ensuring work health and safety is a shared responsibility between the company, management and Representatives. It is important that all Representatives review and understand their rights and obligations in respect of work health and safety.

For specific details on work, health and safety at Cogstate, please refer to the Work Health and Safety Policy.



### **3.9 Bribery; Payments to Government Personnel**

Representatives are prohibited from directly or indirectly (i.e., through an intermediary or those acting in an agency or fiduciary capacity) making, promising, authorizing, or offering anything of value on behalf of the Company to secure an improper advantage, obtain or retain business, or direct business to any other person or entity. This prohibition includes the making of any payment or offer of payment or furnishing or offering of gifts or any other benefit to any: (i) foreign and/or government official; (ii) political party; (iii) candidate for foreign political office; or (iv) officer or employee of an international organization (collectively “Official”) to induce that Official to affect any government act or decision or to assist Cogstate or any of its customers in obtaining or retaining business or unfair advantage. A payment to a foreign Official to obtain a license, a tax incentive or exemption, or a regulatory change is an example of an improper payment under certain anti-bribery or anti-corruption statutes, including the US Foreign Corrupt Practices Act, Section 70.2 of the Australian Criminal Code of 1995, the UK Bribery Act of 2010, and other laws in the countries where the Company conducts business that prohibit improper payments to obtain a business advantage. This policy extends to payments where the Cogstate Representative knows, or has reason to know, that the third-party will use any part of the payment for bribes and to indirect payments made through agents and includes the use of personal funds. Cogstate Representatives are prohibited from doing through a third-party intermediary that which they are prohibited from doing directly.

For specific details on Cogstate’s anti-bribery policies, please refer to the Employee Handbooks and Cogstate’s Anti-Bribery and Anti-Corruption Policy.

### **3.10 Modern Slavery**

Modern Slavery is a crime and a violation of fundamental human rights. It takes various forms, such as slavery, servitude, forced and compulsory labor, debt bondage, deceptive recruitment for labor or services, exploitation of child labor and human trafficking, all of which have in common the deprivation of a person's liberty by another to exploit them for personal or commercial gain. Cogstate is committed to the prevention of Modern Slavery, acting ethically and with integrity in all our business dealings and relationships.

The prevention, detection and reporting of Modern Slavery in any part of Cogstate’s business is the responsibility of all those working for it or under its control. All Representatives are required to avoid any activity that might lead to, or suggest, an act of Modern Slavery and immediately raise any concerns with their Manager or the Legal Department if you believe or suspect an act of Modern Slavery has occurred or that it may occur in the future in respect of any of Cogstate’s operations, business dealings or relationships. You are encouraged to raise concerns about any issue or suspicion of Modern Slavery in any part of our business, or with our consultants, vendors, or other partners at the earliest possible stage. If you are unsure whether a particular act, the treatment of workers more generally, or their working conditions constitutes any of the various forms of Modern Slavery, or you have any other questions about this section or the applicable anti-slavery and human trafficking laws, you should contact the Legal Department.

### **3.11 Competition and Fair Dealing**

Cogstate believes in free and open competition and we seek to outperform our competition fairly and honestly. In the countries where we operate, strict laws are in force prohibiting collusive or unfair business behavior that restricts free competition. Failure to adhere to these anti-trust and unfair competition laws could result in significant penalties imposed on both the Company and the Representatives who violated the law.

The Company seeks competitive advantages through superior performance, never through unethical or illegal business practices. Stealing proprietary information, possessing trade secret information obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited. Each Cogstate Representatives should endeavor to respect the rights of and deal fairly with the Company's customers, vendors and competitors. No Representatives should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other illegal trade practice.

No Representatives is permitted to engage in price fixing, bid rigging, discounts, allocation of markets or customers, business terms or similar illegal anti-competitive activities. If you are approached by a competitor to discuss pricing, discounts, etc., you must make it clear to the competitor that you will not entertain or discuss any of these matters with them and immediately report the conversation to your Manager and the Legal Department. If a Representatives has any questions about this section or the applicable antitrust and/or anticompetition laws, he/she should contact the Legal Department.

### **3.12 Truth in Advertising/Marketing; Competitive Information**

It is our responsibility to accurately represent Cogstate and our products in our marketing, advertising and sales materials. Deliberately misleading messages, omissions of important facts or false claims about our products, individuals, competitors or their products, services, or employees are inconsistent with our values. Sometimes it is necessary to make comparisons between our products and those of our competitors. When we do, we will make factual and accurate statements that can be easily verified or reasonably relied upon.

In addition, while gathering information about our competitors, often called competitive intelligence, is a legitimate business practice that helps Cogstate stay competitive in the marketplace, we must never use any illegal or unethical means to get information about other companies. Legitimate sources of competitive information include publicly available information such as news accounts, industry surveys, competitors' displays at conferences and trade shows, and publicly available information on the Internet. Representatives may also gain competitive information appropriately from customers and suppliers (unless they are prohibited from sharing the information) and by obtaining a license to use the information or actually purchasing the ownership of the information. When working with consultants, vendors and other partners, Representatives must ensure that they understand and follow Cogstate policy on gathering competitive information.

### **3.13 Recordkeeping, Reporting and Financial Integrity**

Accurate information is essential to Cogstate's ability to meet its legal and regulatory obligations. In accordance with Cogstate's Corporate Governance Statement, Cogstate shall provide full, fair, accurate and timely disclosure in all of its public reports, whether filed with the applicable regulatory authorities or otherwise. For Cogstate to maintain the integrity of its public reports, Representatives must honestly and accurately report all business transactions.

Cogstate's books, records and accounts shall be maintained in accordance with applicable regulations and standards and accurately reflect the true nature of the transactions they record. Cogstate's financial statements shall conform to generally accepted accounting rules and Cogstate's accounting policies. No false or misleading entries shall be made in Cogstate's books or records, and no disbursement of corporate funds or other corporate

property shall be made without adequate supporting documentation. Representatives are responsible for the accuracy of the records and reports they submit.

The use of Company funds or assets for any unauthorised or unethical purpose, including for the advantage of others, or to cause loss to the Company is prohibited.

### **3.14 Reporting Violations; Whistleblowing Policy**

Cogstate requires Representatives to observe the highest standards of business and personal ethics in the performance of their duties and responsibilities. All such individuals are expected to act with honesty and integrity and comply with the provisions of this policy, Cogstate's Anti-Bribery and Anti-Corruption Policy and other corporate governance policies and applicable laws and regulations.

As further described in the Whistleblowing Policy, Cogstate fosters an open environment and encourages Representatives to come forward with complaints or concerns relating to accounting or auditing matters, scientific misconduct, or other suspected wrongdoing so that Cogstate can take appropriate action to address the improper activity or business conduct that damages or could damage Cogstate. The Whistleblowing Policy details multiple options for disclosing a concern, including as follows:

Whistleblower hotline: <https://cogstate.stoplinereport.com/>

Online Whistleblower Hotline: Whistleblower Hotline link on the People and Culture Hub (<https://cogstateit.sharepoint.com/sites/PeopleandCultureHub>)

Phone: +61 3 9664 1300

Email: [companysecretary@cogstate.com](mailto:companysecretary@cogstate.com)

Cogstate will investigate all reported complaints and take any corrective or disciplinary actions necessary. Cogstate reserves the right to inform the appropriate authorities where it is considered that there has been criminal activity or an apparent breach of the law. Cogstate specifically prohibits any acts of retaliation or adverse action against any individual who in good faith reports a possible violation of law or regulation, the Employee Handbooks, this Code, or other concerns. The Board shall be notified of any alleged material violations of the Code, including the investigation and disposition thereof.

For more information on Cogstate's whistleblower and non-retaliation policies, please refer to the Employee Handbooks and the Whistleblowing Policy.

### **3.15 Periodic Certification**

All employees should be trained on this policy as part of their induction program. Further, employees, will be required to certify periodically that they have read, understand and complied with this Code.

### **3.16 Board of Directors**

The members of Cogstate's Board of Directors shall comply with the relevant provisions of this Code, including conflicts of interest, insider trading and compliance with all applicable laws, rules and regulations.

### **3.17 Waivers**

Waivers of this Code may be made only in a manner permitted by law and, with respect to employees, only with the approval of the Chief Executive Officer. Waivers of this Code for executive officers or directors may only be made by the Board of Directors of Cogstate and will be disclosed as required by applicable law or regulation.

## **4 Other matters**

### **4.1 Breach of Code**

Breaches of this Code may result in disciplinary action against the Representative including dismissal or termination of other engagement in serious cases.

### **4.2 Questions**

If you have any questions arising from the Code of Conduct, please contact People and Culture or the Company's Legal Department.

### **4.3 Amendment of Code**

This Code can only be amended with the approval of the Board.

### **4.4 Periodic review**

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

The Board will review this Policy periodically. The Company Secretary will facilitate the communication of amendments to Representatives as appropriate.