

ASX Announcement

26 October 2020

PHARMACEUTICAL COMPANY, EISAI, SECURES GLOBAL LICENSE TO DEVELOP AND MARKET COGSTATE TECHNOLOGIES IN HEALTHCARE AND OTHER MARKETS

Neuroscience technology company, Cogstate Ltd (ASX.CGS), announced today that it has entered into an agreement with pharmaceutical company, Eisai Co., Ltd., to exclusively distribute Cogstate digital cognitive assessment technologies in healthcare and other markets world-wide. The agreement will specifically exclude clinical trials, where Cogstate will continue to market its offering independently.

The agreement announced today extends the association between Eisai Co., Ltd and Cogstate Ltd which was announced in August 2019 in respect of product launch in Japan.

Under the terms of the agreement Eisai will:

- provide an upfront payment to Cogstate of US\$15million, payable within 45 days;
- pay Cogstate a royalty, determined by reference to a range of factors including retail market price (after allowance for customary rebates, discounts and/or sales taxes) of Cogstate technology in all regions, or calculated on a per user basis, and which will be no less than the minimum royalty detailed below;
- fund necessary product development activities to further tailor Cogstate solutions for each territory and use case; and
- be responsible for all commercial activities in respect of the sale and marketing of Cogstate technology in all territories.

The resulting data from use of the technology will be jointly owned by Eisai and Cogstate.

The agreement has an initial term of ten years for each country, from its first commercial product sale on a country by country basis, where Eisai will make commercially reasonable efforts to make the first commercial sale within the following timelines:

- USA: within 1 year;
- EU: within 3 years;
- China: within 4 years;

The initial term of the agreement for all other countries (other than those listed above) will expire on the same day as the initial term will expire for latest of the above mentioned three territories. Eisai will have a right to terminate the agreement after year five under certain conditions.

In addition to the upfront payment of US\$15 million, the agreement provides for cumulative royalties of at least US\$30 million over the term of the license, unless terminated earlier. The minimum royalties, which will be paid quarterly, shall increase from year to year and can be segmented as follows:

- cumulatively will not total less than US\$10 million for the period of years one to five; and
- provided the agreement is not terminated earlier in accordance with its terms, cumulatively will not total less than US\$20 million for the period of years six to ten.

A joint press release from Cogstate and Eisai is attached.

Cogstate's Annual General Meeting of Shareholders will be held tomorrow, Tuesday 27 October 2020, at 11am (Australian eastern summer time). The fully virtual meeting can be accessed via the following link:
<https://agmlive.link/CGS20>

This announcement was authorised for release by the Board of Directors of Cogstate Ltd.

About Cogstate

Cogstate Ltd (ASX:CGS) is a neuroscience technology company optimizing brain health assessments to advance the development of new medicines and to enable earlier clinical insights in healthcare. Cogstate technologies provide rapid, reliable and highly sensitive computerized cognitive tests across a growing list of domains and support electronic clinical outcome assessment (eCOA) solutions to replace costly and error-prone paper assessments with real-time data capture. The company's clinical trials solutions include quality assurance services for study endpoints that combine innovative operational approaches, advanced analytics and scientific consulting. For 20 years, Cogstate has proudly supported the leading-edge research needs of biopharmaceutical companies and academic institutions and the clinical care needs of physicians and patients around the world. In the Healthcare market, in August 2019 Cogstate entered into an exclusive licensing agreement with pharmaceutical company Eisai, under which Eisai will market Cogstate technologies as digital cognitive assessment tools in Japanese markets. The product, branded as NouKNOW, launched in Japan on 31 March 2020 (nouknow.jp). For more information about Cogstate, please visit www.cogstate.com

About Eisai

Eisai is a leading global research and development-based pharmaceutical company headquartered in Japan, with approximately 10,000 employees worldwide. They define their corporate mission as "giving first thought to patients and their families and to increasing the benefits health care provides," which they call their human health care (hhc) philosophy. They strive to realize their hhc philosophy by delivering innovative products in therapeutic areas with high unmet medical needs, including Oncology and Neurology. In the spirit of hhc, Eisai take that commitment even further by applying their scientific expertise, clinical capabilities and patient insights to discover and develop innovative solutions that help address society's toughest unmet needs, including neglected tropical diseases and the Sustainable Development Goals. For more information about Eisai, please visit www.eisai.com.



FOR IMMEDIATE RELEASE

October 26, 2020

Eisai Co., Ltd.
Cogstate, Ltd.

Eisai and Cogstate Expand Agreement for Global Development and Commercialization of Digital Cognitive Assessment Technologies

Eisai Co., Ltd. (Headquarters: Tokyo, CEO: Haruo Naito, "Eisai") and Cogstate, Ltd. (Headquarters: Melbourne, Australia and New Haven, USA, CEO: Brad O'Connor, "Cogstate") announced today that the companies have entered into a collaboration whereby Eisai has secured the global development rights and exclusive commercialization rights of all cognitive function tests developed by Cogstate, including the "Cogstate Brief Battery™" (CBB) for use in healthcare and other markets. This global licensing deal is an expansion of an existing partnership executed in August 2019 whereby Eisai secured exclusive development and commercialization rights in Japan for all cognitive function tests developed by Cogstate, including the CBB. Both companies plan to proceed with development globally of CBB as a tool for individuals to self-assess brain performance to support healthy lifestyle choices and preventative measures in daily life, as well as a medical device to aid healthcare professionals in clinical diagnosis decisions.

Developed by Cogstate, the CBB is a scientifically validated digital tool that enables cognitive function self-checks and consists of four tests evaluating psychomotor function, attention, learning and memory, and working memory. In the United States, Europe, Australia, New Zealand and Canada, the CBB has been adapted as a medical device named "Cognigram™" that has achieved marketing authorization by regulators in these jurisdictions and provides informative results for healthcare professionals to support clinical examination to aid in the diagnosis of MCI and dementia.

In its medium-term business plan, EWAY2025, Eisai is aiming to become a "Medico Societal Innovator" (a company that changes society through creating medicines and providing solutions). Eisai is creating next-generation medical remedies focused on the neurology and oncology areas as well as building disease ecosystem platforms, in order to provide environments and solutions including digital solutions for early diagnosis and early treatment.

Cogstate aims to make assessment of brain health as simple, common and informative as assessment of blood pressure. Cogstate's technology, which is easy to use and available in over 70 languages, is supported by extensive scientific validation, including more than 600 peer reviewed publications. Cogstate technology has been used extensively in clinical trials, including trials conducted by Eisai.

The global agreement between Eisai and Cogstate will allow the two companies to replicate many of the advancements that have already been launched in Japan, where Eisai has developed and launched a new digital tool using the CBB, named "NouKNOW™" (pronounced "NOH-NOH"), a non-medical device for self-assessment of brain performance (brain health). Eisai is currently investigating the possibility of developing a medical device using the CBB in Japan.

In recent years, various research has demonstrated the possibility that decline in brain performance may be mitigated through major readjustments to lifestyle, such as regular exercise and sleep, a well-balanced diet, and social interaction. However, according to a survey by Eisai, the number of people taking correct

preventive actions or habitually performing self-checks of cognitive function are few, with disparities (“chasms”) existing against the incorporation of these habits into daily lifestyle.

As a result of these findings, in Japan, Eisai is constructing a dementia platform, called “Easiit”, with the goal of erasing these chasms. Core to this platform will be the brain-performance self-check tool “NouKNOW” and the “Easiit App” which aims to contribute to the promotion of health practices through data visualization of brain and body health insights.

It can be expected that the use of “NouKNOW” to perform periodic self-assessments of brain performance among the generation currently in their prime working years, along with the use of the “Easiit App” for the adjustment of lifestyle and practice of preventive measures in daily life, will become an opportunity for the creation of better brain and body health.

Through this agreement, Eisai and Cogstate will work together for the development of digital tools for simpler self-checks of cognitive function and diagnostic tool development for healthcare professionals to promote greater awareness of brain performance globally, thus contributing to the realization of well-being for all.

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[Notes to editors]

1. About Eisai Co., Ltd.

Eisai Co., Ltd. defines our corporate mission as “giving first thought to patients and their families and to increasing the benefits health care provides,” which we call our *human health care (hhc)* philosophy. With approximately 10,000 employees working across our global network of R&D facilities, manufacturing sites and marketing subsidiaries, we strive to realize our *hhc* philosophy by delivering innovative products to address unmet medical needs, with a particular focus in our strategic areas of Neurology and Oncology. As a global pharmaceutical company, our mission extends to patients around the world through working with key stakeholders to improve access to medicines in developing and emerging countries.

For further information on Eisai Co., Ltd., please visit <https://www.eisai.com>

2. About Cogstate Ltd.

Cogstate Ltd. (ASX:CGS) is a neuroscience technology company headquartered in Melbourne, Victoria, Australia and New Haven, Connecticut, USA, focused on optimising brain health assessments to advance the development of new medicines and to enable earlier clinical insights in healthcare. Since 1999, Cogstate technologies have provided rapid, reliable and highly sensitive computerised cognitive tests across a growing list of domains. The company’s clinical trials solutions include quality assurance services for clinical outcome assessments that combine electronic data capture, innovative operational approaches, advanced analytics and scientific consulting. For more than 20 years, Cogstate has proudly supported the leading-edge research needs of biopharmaceutical companies and academic institutions and the clinical care needs of physicians and patients around the world. Notwithstanding this agreement, Cogstate will continue to independently offer its technology and services to the clinical trials market.

For further information on Cogstate, please visit www.cogstate.com.