

# COGNIKIN PTY LTD

## CogniKin Pty Ltd -- Company Establishment Instruction

Reference: CK-SETUP-001

30 March 2026

---

### Company Establishment Instruction

#### CogniKin Pty Ltd -- Instruction to Matthew Sweeney (Cyre Partners)

---

**Document Reference:** CK-SETUP-001

**Date:** 31 March 2026

**From:** Marc Withnall, on behalf of the founding shareholders

**To:** Matthew Sweeney, Non-Executive CFO / Cyre Partners  
(matthew.sweeney@cyrepartners.com.au)

---

### Instruction

---

Matthew, please proceed with the registration of **CogniKin Pty Ltd** as a proprietary company limited by shares under the Corporations Act 2001 (Cth), in accordance with the following instructions.

---

#### 1. Company Details

Field	Value
Company Name	CogniKin Pty Ltd
Company Type	Proprietary company limited by shares
Registered Office	[To be confirmed with Matthew -- KI registered office recommended]
Principal Place of Business	[Same as registered office or as agreed]

Field	Value
Financial Year	1 July -- 30 June
Governing Rules	Bespoke constitution (NOT replaceable rules) -- draft provided separately

## 2. Director

Name	Role	Residential Address	Director ID
Anthony William Brace	Sole Director	[To be provided by Anthony]	[To be provided by Anthony]

Anthony's consent to act as director is provided separately via CogniSign (Document CK-DIR-001).

**Single director policy:** CogniKin Pty Ltd will have one director at incorporation. The Shareholders Agreement provides for expansion to 5 directors (including a PE-nominated director and an independent director) as the company grows.

## 3. Company Secretary

Not appointing a secretary at this time. A proprietary company is not required to have a secretary under s204A(1) of the Corporations Act.

## 4. Share Structure

The constitution MUST authorise the following three share classes at incorporation:

### Class A Ordinary Shares (Founders)

- 1 vote per share, pro rata dividends, no liquidation preference

### Class B Preference Shares (Reserved for PE Investment)

- 1 vote per share + class vote on reserved matters

- 1x non-participating liquidation preference
- Anti-dilution protection (broad-based weighted average)
- Conversion right to Class A
- **No Class B shares issued at incorporation** -- reserved for future PE round

### Class C Shares (ESOP)

- Reserved but unissued at incorporation
- 150 shares reserved (12.5% of fully diluted capital)
- Subject to Board-approved ESOP plan

## 5. Share Subscription at Incorporation

**CRITICAL:** All founding shareholders subscribe through their entity vehicles AT incorporation. Do not register shares in personal names.

Subscriber	Entity Vehicle	Class	Shares	Price/Share	Total
Marc Withnall & Nick Wells	<b>KI Investment Trust No. 1</b> (Trustee: KI Investment Management Pty Ltd)	A	600	\$1.00	\$600
Anthony Brace	<b>[Anthony's Family Trust]</b> (exact name to be confirmed with Anthony)	A	200	\$1.00	\$200
Kevin Withnall	<b>ILB Pty Ltd</b>	A	200	\$1.00	\$200
<b>Total</b>		<b>A</b>	<b>1,000</b>		<b>\$1,000</b>

## 6. Registrations Required

Please arrange the following immediately after incorporation:

Registration	Authority	Priority
ABN	ATO (ABR)	Immediate

Registration	Authority	Priority
GST	ATO	Immediate (will exceed \$75K threshold)
TFN	ATO	Immediate
PAYG Withholding	ATO	If required

---

## 7. Additional Instructions

- Constitution:** Must be bespoke (not replaceable rules). Must authorise Class A, B, and C shares. Draft will be provided for your review.
- ESIC Assessment:** Please assess whether CogniKin Pty Ltd qualifies as an Early Stage Innovation Company under s360-40 ITAA 1997. This provides PE investors with a 20% tax offset and CGT exemption on shares held 12 months to 10 years.
- R&D Tax Incentive:** Please confirm eligibility for the 43.5% refundable R&D tax offset (turnover under \$20M).
- Bank Account:** Please open a business bank account for CogniKin Pty Ltd immediately after registration.
- D&O Insurance:** We will arrange D&O insurance (\$5M minimum). Please confirm if you have a recommended broker.
- Family Trust Subscriptions:** Confirm that KI Investment Trust No. 1 and Anthony's family trust can subscribe for shares at incorporation without triggering CGT events. Both trusts should be the original subscribers at nominal value.
- Solvency:** The first board meeting will adopt a safe harbour resolution under s588GA. Please ensure books and records are established from day one (s286 gateway requirement).

---

## 8. Timeline

This is urgent. We are targeting:

- Company registered within **5 business days** of this instruction
- Shares subscribed and issued on the day of incorporation

- ABN/GST/TFN active within **2 weeks**
  - First client contract signed within **14 days** of incorporation
- 

## 9. Confirmation

---

By signing below, the founding shareholders confirm these instructions and authorise Matthew Sweeney / Cyre Partners to proceed with the registration of CogniKin Pty Ltd.

**Marc Withnall** -- Principal, KI Investment Trust No. 1

---

Date: \_\_\_\_\_

**Nick Wells** -- Principal, KI Investment Trust No. 1

---

Date: \_\_\_\_\_

**Anthony Brace** -- Director-designate, CogniKin Pty Ltd

---

Date: \_\_\_\_\_

---

*This instruction is provided for the purpose of company registration. Matthew should contact Marc (0424 180 305 / marc@kurandaindustries.com.au) with any questions.*

## Signatures

---

NAME

**Marc Withnall**

ROLE

**Principal, KI Investment Trust No. 1**

---

*Signature pending*

NAME

**Nick Wells**

ROLE

**Principal, KI Investment Trust No. 1**

---

*Signature pending*

NAME

**Anthony Brace**

ROLE

**Director-designate / CTO, CogniKin Pty Ltd**

---

*Signature pending*