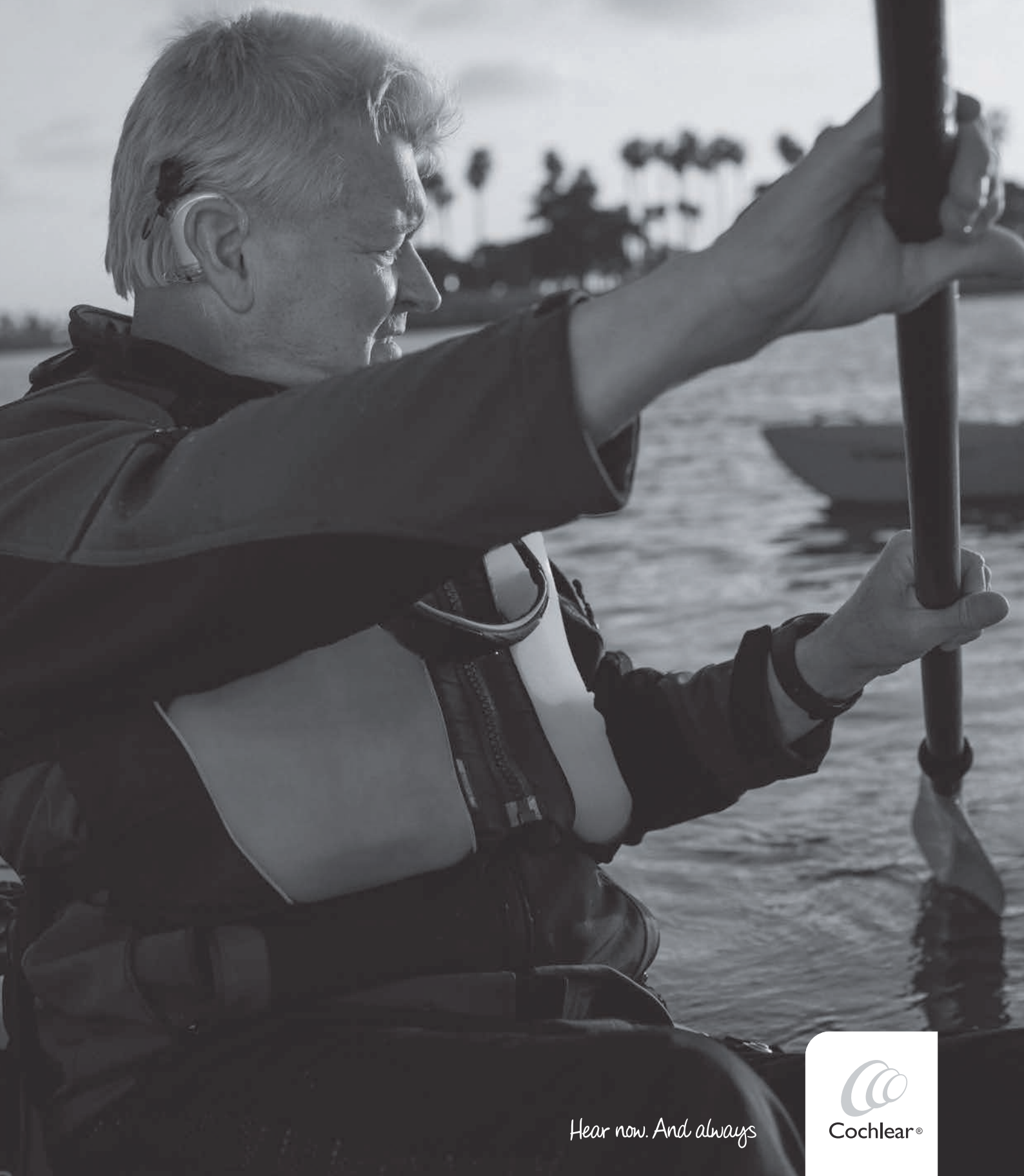


2019 COCHLEAR LIMITED

# Notice of Annual General Meeting



*Hear now. And always*



Cochlear®

# Notice of Annual General Meeting

Hear now. And always



Notice is hereby given that the Annual General Meeting of the members of Cochlear Limited (the Company or Cochlear) will be held at the Australian Securities Exchange, Exchange Square Auditorium, 20 Bridge Street, Sydney NSW 2000 on Tuesday 22 October 2019 at 10:00am (AEDT).

## Business of the meeting

### Ordinary business

#### 1. Financial and other reports

To receive and consider the Company's Financial report, the Directors' report and the Auditor's report in respect of the financial year ended 30 June 2019 and to consider and, if thought fit, to pass the following resolution:

1.1 "THAT the Company's Financial report, the Directors' report and the Auditor's report in respect of the financial year ended 30 June 2019 be received."

Note: An explanation of the proposed resolution is set out at Item 1 of the Explanatory Notes attached to this Notice of Annual General Meeting.

#### 2. Remuneration report

To consider and, if thought fit, to pass the following non-binding resolution:

2.1 "THAT the Company's Remuneration report in respect of the financial year ended 30 June 2019 be adopted."

**Voting exclusion statement:** The Company will disregard any votes cast on this resolution: (a) by or on behalf of a member of the Key Management Personnel (KMP) named in the remuneration report for the year ended 30 June 2019, or that KMP's closely related party, regardless of the capacity in which the vote is cast; and (b) as a proxy by a member of the KMP as at the date of the meeting, or that KMP's closely related party, unless the vote is cast as a proxy for a person who is entitled to vote on this resolution: (i) in accordance with their directions on how to vote as set out in the proxy appointment; or (ii) by the Chair of the meeting pursuant to an express authorisation on the proxy/voting form.

Note: An explanation of the proposed resolution is set out at Item 2 of the Explanatory Notes attached to this Notice of Annual General Meeting.

#### 3. Re-election of directors

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

3.1 "THAT Mrs Yasmin Allen, being a director who is retiring in accordance with the Company's Constitution

and who, being eligible, offers herself for re-election as a director of the Company, be re-elected as a director of the Company."

3.2 "THAT Mr Donal O'Dwyer, being a director who is retiring in accordance with the Company's Constitution and who, being eligible, offers himself for re-election as a director of the Company, be re-elected as a director of the Company."

3.3 "THAT Mr Abbas Hussain, being a director who is retiring in accordance with the Company's Constitution (this being the first Annual General Meeting of the Company since his appointment by the directors) and who, being eligible, offers himself for re-election as a director of the Company, be re-elected as a director of the Company."

3.4 "THAT Mr Rick Holliday-Smith, being a director who is opting to retire early and who, being eligible, offers himself for re-election as a director of the Company, be re-elected as a director of the Company."

Note: An explanation of the proposed resolutions is set out at Item 3 of the Explanatory Notes attached to this Notice of Annual General Meeting.

### Special business

#### 4. Approval of securities to be granted to the CEO & President under the Cochlear Executive Incentive Plan

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

4.1 "THAT approval be given to:

(a) the grant to Mr Dig Howitt, the Company's CEO & President, of options and performance rights under the Cochlear Executive Incentive Plan calculated in accordance with the formula and on the terms summarised in the Explanatory Notes attached to the Notice of Annual General Meeting; and

(b) the transfer to Mr Howitt of existing shares upon the exercise of any options and/or performance rights granted to Mr Howitt pursuant to (a) above."

**Voting exclusion statement:** The Company will disregard any votes cast: (a) in favour of this resolution by or on behalf of Mr Howitt or an associate of Mr Howitt, regardless of the capacity in which the vote is cast; and (b) on this resolution as a proxy by a member of the KMP at the date of the meeting, or that KMP's closely related party, unless the vote is cast as a proxy for a person who is entitled to vote on this resolution: (i) in accordance with

## Notice of Annual General Meeting

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their directions of how to vote as set out in the proxy/voting form; or (ii) by the Chair of the meeting pursuant to an express authorisation on the proxy/voting form.

Note: An explanation of the proposed resolution is set out at Item 4 of the Explanatory Notes attached to this Notice of Annual General Meeting.

By order of the Board

A handwritten signature in black ink that reads "Ray Jarman." The signature is written in a cursive, flowing style.

Ray Jarman

Company Secretary

Dated: 17 September 2019

## Item 1. Financial and other reports

As required by section 317 of the Corporations Act 2001 (Cth) (Act), the Company's Financial report, the Directors' report and the Auditor's report for the financial year ended 30 June 2019 (FY19) will be laid before the Company in the Annual General Meeting (AGM). There is no requirement for a formal resolution on this item; however, it is the Company's practice to do so.

### **Resolution 1.1 – directors' recommendation**

The Board recommends that shareholders vote in favour of the resolution.

The Chairman intends to vote all available proxies in favour of the resolution.

## Item 2. Remuneration report

As required by section 250R(2) of the Act, the Remuneration report of the Company for FY19 will be laid before the Company in the AGM and a resolution that it be adopted will be put to a vote. The Remuneration report is contained in the Directors' report contained in the Company's 2019 Annual Report. The Annual Report is available on the Company's website ([www.cochlear.com](http://www.cochlear.com)).

The Remuneration report explains the structure of and policy behind the Company's remuneration practices and the link between the remuneration of executives and the Company's performance. The Remuneration report also sets out remuneration details for each director and for certain specified executives. A reasonable opportunity will be provided for discussion of the Remuneration report at the meeting. Although there is a requirement for a formal resolution on this item, by operation of section 250R(3) of the Act, the resolution is advisory only and does not bind the directors or the Company.

The Board believes Cochlear's approach to Board and executive KMP remuneration is a balanced, fair and equitable approach. The Company's executive remuneration practices are designed to reward and motivate a successful and experienced executive team to deliver ongoing business growth which meets the expectations of all shareholders. The Board welcomes feedback from shareholders on Cochlear's remuneration practices.

### **Resolution 2.1 – directors' recommendation**

The Non-executive Directors recommend that shareholders vote in favour of the resolution.

Voting exclusions apply to this resolution as specified in the Notice of Annual General Meeting.

The Chairman intends to vote all available proxies in favour of the resolution.

### Item 3. Re-election of directors

Pursuant to Article 16.2 of the Company's Constitution, each director (excluding the CEO & President) must retire from office not later than at the third AGM following his or her last election or appointment by a general meeting, but may submit himself or herself for and will be eligible for re-election. Mrs Yasmin Allen and Mr Donal O'Dwyer are retiring at this AGM in accordance with Article 16.2. The retirements of Mrs Yasmin Allen and Mr Donal O'Dwyer mean that the requirement of Article 16.1 of the Company's Constitution, that one-third of the directors for the time being (excluding the CEO & President and rounded down to the nearest multiple of 3) retire from office at each AGM, is also satisfied.

Pursuant to Article 15.5(a) of the Company's Constitution, the directors have the power to appoint any person as a director, either to fill a casual vacancy or as an addition to the directors. Article 15.5(b) requires that any person appointed as a director pursuant to Article 15.5(a) (excluding the CEO & President) will retire at the next following AGM of the Company and will then be eligible for re-election as a director. Mr Abbas Hussain was appointed by the Board as a director of the Company with effect from 1 December 2018. Accordingly, Mr Abbas Hussain is retiring at this AGM and is standing for re-election.

Mr Rick Holliday-Smith who has substantial experience as Chairman of the Board and a deep knowledge of the Company and its business developed over a significant length of tenure has recently informed the Board of his intention to retire as a director following a suitable replacement chair having been selected and an appropriate period of transition for the new chair undertaken. To facilitate the timing of and the efficient and effective working of the Board during this transition and having regard to Mr Rick Holliday-Smith's current term as a director (which will end at the 2020 AGM), Mr Rick Holliday-Smith is retiring 1 year early at this AGM and is standing for re-election.

The Board considers that each of Mrs Yasmin Allen, Mr Donal O'Dwyer, Mr Abbas Hussain and Mr Rick Holliday-Smith is an independent non-executive director.

Mrs Yasmin Allen  
Non-executive Director  
Age 55

BCom, FAICD



Appointed to the Board 2 August 2010: Chairman of the Audit committee. Member of the People & Culture, Nomination and Technology & Innovation Committees.

Background: Extensive career in investment banking with senior roles in strategic analysis and corporate advice. Former Vice President of Deutsche Bank AG.

Other boards: Director, Santos Limited, ASX Limited and National Portrait Gallery. Member of the George Institute for Global Health Board. Chairman, Advance (Global Australian Network) and Acting President, Australian Government Takeovers Panel.

Former directorships: Director, Insurance Australia Group Limited. National director of the Australian Institute of Company Directors. Member of The Salvation Army Advisory Board. Chair of Macquarie Specialised Asset Management. Director, ANZ Investment Bank and Associate Director, HSBC London.

#### **Resolution 3.1 – directors' recommendation**

The Board (other than Mrs Yasmin Allen) recommends that shareholders vote in favour of the resolution.

The Chairman intends to vote all available proxies in favour of the resolution.

Mr Donal O'Dwyer  
Non-executive Director  
Age 66



BE Civil, MBA

Mr Abbas Hussain  
Non-executive Director  
Age 54



BSc Honours

Appointed to the Board 1 August 2005: Member of the Audit, Medical Science, Nomination and Technology & Innovation Committees.

Background: Executive experience in global general management of healthcare products and medical devices. Former worldwide President of Cordis Cardiology (a Johnson & Johnson company) and President of Baxter's Cardiovascular Group - Europe.

Other boards: Director, Mesoblast Limited, Fisher & Paykel Healthcare and NIB Holdings Ltd. Chairman of Endoluminal Sciences.

Former directorships: Chairman, CardieX (formerly Atcor Medical).

### **Resolution 3.2 – directors' recommendation**

The Board (other than Mr Donal O'Dwyer) recommends that shareholders vote in favour of the resolution.

The Chairman intends to vote all available proxies in favour of the resolution.

Appointed to the Board 1 December 2018: Member of the Medical Science, Nomination and Technology & Innovation Committees.

Background: Over 30 years' global experience in the pharmaceutical industry with significant experience in building relationships with professionals within the healthcare industry. Former Global President, Pharmaceuticals at GlaxoSmithKline.

Other boards: Non-Executive Director, CSL Limited and Immunocore Limited. Senior Advisor, CellResearch Corp and C-Bridge Group, Hikma Pharmaceuticals PLC.

Former directorships: None.

### **Resolution 3.3 – directors' recommendation**

The Board (other than Mr Abbas Hussain) recommends that shareholders vote in favour of the resolution.

The Chairman intends to vote all available proxies in favour of the resolution.

Mr Rick Holliday-Smith  
Chairman  
Age 69

BA (Hons), FAICD, CA



Appointed to the Board 1 March 2005: Chairman of the Board and Nomination Committee. Member of the Audit and People & Culture Committees.

Background: Global executive and leadership experience in capital markets and derivatives, and a background in venture capital activities. Former President of NationsBank-CRT, Chicago and Managing Director of Hong Kong Bank Limited, London.

Other boards: Chairman, ASX Limited and Director, Servcorp Limited. Non-executive Chairman, QBiotics and member of the Macquarie University Faculty of Business and Economics Advisory Board.

Former directorships: Chairman, Snowy Hydro Limited and SFE Corporation Limited. Director, St George Bank Limited, Exco Resources NL, DCA Group Limited and MIA Group Limited.

### **Resolution 3.4 – directors' recommendation**

The Board (other than Mr Rick Holliday-Smith) recommends that shareholders vote in favour of the resolution.

The Chairman intends to vote all available proxies in favour of the resolution.

## Item 4. Approval of securities to be granted to the CEO & President under the Cochlear Executive Incentive Plan

### Why is shareholder approval being sought?

The Cochlear Executive Incentive Plan (CEIP) requires that any shares to be delivered to a director upon the exercise of options or performance rights that are issued under the CEIP after 21 July 2015 must be existing shares acquired on the market. Accordingly, an exception to the Australian Securities Exchange (ASX) Listing Rule 10.14 applies. Notwithstanding this, the Company intends to seek approval for the grant of CEIP long-term incentive (CEIP LTI) awards to the CEO & President as it is the Company's practice to do so and for good corporate governance.

### Terms of the CEIP LTI

**Purpose:** The CEIP LTI is designed to reward participants for the long-term growth of the Company.

**Structure:** For the financial year ending 30 June 2020 (FY20), Mr Dig Howitt receives a combination of 50% options and 50% performance rights (being rights to subscribe for or be allocated or receive the transfer of ordinary shares in the Company).

The CEIP rules permit the Company to satisfy its obligation to deliver shares under options or performance rights through an employee share trust.

Each option or performance right entitles Mr Howitt to receive the transfer of one ordinary share in the capital of the Company, subject to certain vesting restrictions.

Approval is being sought from shareholders for the FY20 grant of options and performance rights to Mr Howitt under the CEIP LTI. If shareholders approve the grant of options and performance rights to Mr Howitt in accordance with the proposed resolution, the Company will issue the options and performance rights within five (5) business days of the Company's 2019 AGM. These options and performance rights will be taken to be granted as at 23 October 2019, being the date on which CEIP LTI options and/or performance rights will be granted to other Company executives under the CEIP (based on values determined as at 23 August 2019).

The options will be granted for nil consideration with an exercise price of A\$217.28, being the weighted average price of ordinary shares in the Company traded on the

ASX during the five business day period commencing the business day after the release of the Company's FY19 full year results on 16 August 2019, payable on exercise of the options.

Performance rights are granted for nil consideration with a nil exercise price.

**Vesting restrictions:** The options and performance rights are subject to vesting restrictions, which will ultimately determine the final number of options and performance rights which will be exercisable. The relevant vesting restrictions for the FY20 offers are:

(i) the options and performance rights will not vest before the full year results are announced in 2023. Mr Howitt will be unable to exercise the options and performance rights before they vest unless the Board decides to allow early exercise pursuant to the CEIP rules. Should Mr Howitt cease to be an employee of Cochlear or a related body corporate, all unvested options and performance rights will lapse unless the Board determines otherwise; and

(ii) the performance of the Company from 1 July 2019 to 30 June 2023 in terms of annual growth in earnings per share (EPS) and in terms of relative total shareholder return (TSR) as measured against the ASX 100 comparator group, each according to the table set out below. Half of the offer will be assessed against EPS growth and the other half using relative TSR as follows:

Compound annual growth rate of EPS over the four year vesting period		Ranking of TSR against ASX 100 comparator group over the four year vesting period	
Performance	% vesting	Performance	% vesting
< 7.5%	0%	< 50 <sup>th</sup> percentile	0%
7.5% to 12.5%	50% to 100% (pro-rata)	50 <sup>th</sup> to 75 <sup>th</sup> percentile	40% to 100% (pro-rata)
> 12.5%	100%	> 75 <sup>th</sup> percentile	100%



## Calculation of the number of securities to be granted to Mr Howitt under the CEIP LTI for FY20

### Assumptions:

The value of the offer is A\$1,806,000, which is 100% of Mr Howitt's base salary in FY20.

(a) The value of an option is defined below and is A\$37.56. The value of a performance right is defined below and is A\$203.72.

(b) Options and performance rights are subject to the EPS and TSR vesting hurdles described above.

Total value of offer (TVO)	A\$1,806,000
Components	Options and performance rights
Option value (OV)	A\$37.56
Performance right value (PV)	A\$203.72
Number of options and performance rights	$= \frac{TVO \times 50\%}{OV} + \frac{TVO \times 50\%}{PV}$ $= \frac{A\$903,000}{A\$37.56} + \frac{A\$903,000}{A\$203.72}$ $= 24,041 \text{ options and } 4,432 \text{ performance rights}$

where:

TVO = the total value of the offer made to the participant under the CEIP LTI (expressed in Australian dollars), which is a percentage of fixed remuneration of the participant;

OV = the value of an option, based on the Black-Scholes-Merton value before service or EPS and TSR performance discounts; and

PV = the value of a performance right, based on the Black-Scholes-Merton value before service or EPS and TSR performance discounts.

Exercise price (options)	A\$217.28
Exercise price (performance rights)	Nil
Expected volatility (options)	23.963%
Expected volatility (performance rights)	23.904%
Expected contract life (options)	4.400 years
Expected contract life (performance rights)	3.816 years
Expected dividend yield	1.459%
Risk free interest rate	0.705%

## Other terms of the CEIP

**Eligibility:** Persons who are permanent full-time or part-time employees of the Company or a related body corporate of the Company are Eligible Employees.

**Allocation:** The CEIP is administered by the Board. Each year, the Board may decide to offer designated Eligible Employees the opportunity to participate in the CEIP. The number of options and/or performance rights to be offered to a participant depends upon the participant's salary and the Company's target remuneration package for the participant's position.

The Board has determined that any options or performance rights that do not vest will lapse or be forfeited automatically.

**Rights:** Option and performance right holders will not be entitled to any dividend payments until the options or performance rights are exercised.

**Additional conditions:** All participants will be bound by the applicable plan rules. A participant must exercise their options within seven months after the date of vesting, otherwise the options will lapse. Performance rights will be exercised automatically on vesting. The shares delivered on exercise of options or performance rights will be held by an employee share trust until withdrawn by participants. While participants are employees of the Company, they must abide by the Company's Trading Policy (available in the Investor Centre section of [www.cochlear.com](http://www.cochlear.com) under Corporate Governance).

It is a specific condition of grant that no schemes are entered into by an individual or their associates that specifically protect the unvested value of options or performance rights allocated.

The CEIP requires that any shares to be delivered to a director upon the exercise of options or performance rights that are issued under the CEIP after 21 July 2015 must be existing shares acquired on market.

**Plan limit:** An overall limit applies on the number of options and performance rights that are offered under the CEIP, being that the aggregate of the number of options and performance rights offered together with outstanding offers under the CEIP and the total number of shares issued to employees under employee incentive schemes in the last five years cannot exceed 5%, excluding unregulated offers, of the total number of issued shares at the time of the offer.

**Overriding restrictions:** No options or performance rights may be offered under the CEIP if to do so would contravene the Act, the ASX Listing Rules, or instruments of relief issued by the Australian Securities and Investments Commission from time to time relating to the CEIP or employee incentive schemes generally.

**Administration:** The Board may amend, terminate or suspend the operation of the CEIP and/or any relevant CEIP rules at any time.

**Additional disclosures required by ASX Listing Rules 10.14 and 10.15**

ASX Listing Rules 10.14 and 10.15 requires the following additional disclosures for the purposes of Item 4 in these Explanatory Notes:

- (i) since the last approval under ASX Listing Rule 10.14 at the Company's 2018 AGM Mr Howitt has received 35,907 options for nil consideration at an exercise price of A\$202.84 per option, and 1,685 performance rights for nil consideration at nil exercise price; and
- (ii) the name of the person referred to in ASX Listing Rule 10.14 entitled to participate in the CEIP is Mr Dig Howitt. None of the other directors are eligible to participate in any employee incentive scheme in relation to the Company.

**Resolution 4.1 – directors' recommendation**

The Non-executive Directors recommend that shareholders vote in favour of the resolution.

Voting exclusions apply to this resolution as specified in the Notice of Annual General Meeting.

The Chairman intends to vote all available proxies in favour of the resolution.

### Quorum, who may vote and proxies

#### Quorum

The Company's Constitution provides that two registered Company shareholders present personally or by representative, attorney or proxy shall be a quorum for a general meeting of the Company.

#### Who may vote

Persons whose names are set out in the register of shareholders as at 10:00am (AEDT) on Sunday 20 October 2019 are entitled to attend and vote at the AGM (and at any adjournment of the meeting which takes place within 28 days).

#### Proxies

If you wish to appoint a proxy, you should complete the enclosed proxy/voting form and comply with the details set out in that form for lodgement. A proxy need not be a shareholder of the Company. The proxy/voting form must be received not less than 48 hours before the time for holding the AGM.

#### Number of proxies

A shareholder of the Company who is entitled to attend and cast a vote at a meeting has a right to appoint a single proxy. A shareholder of the Company who is entitled to attend and cast two or more votes at a meeting has a right to appoint up to two proxies.

#### Proportion of votes per proxy

Where the appointment is for two proxies, a shareholder may specify the proportion of votes that each proxy may exercise. If the appointment does not specify the proportion of votes that each proxy may exercise, then each proxy may exercise half of the votes of the relevant member.

#### Voting

Unless the member specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit (except as specified in the Voting exclusion statements in the Notice of Annual General Meeting) or abstain from voting.

If you intend to appoint the Chair as your proxy and you do not want your vote exercised in favour of a resolution, you should direct the Chair to vote against, or to abstain from voting on, the resolution.

### Signing of proxy/voting form

The proxy/voting form must be signed as follows:

**Individual:** Where the holding is in one name, the shareholder must sign;

**Joint holding:** Where the holding is in more than one name, all of the shareholders must sign;

**Power of attorney:** To sign under power of attorney, you must have already lodged this document with the Company's Share Registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the power of attorney to the proxy/voting form when you return it; or

**Companies:** Where a company has a sole director who is also the sole company secretary, the proxy/voting form must be signed by that person. If a company (pursuant to section 204A of the Act) does not have a company secretary, a sole director can also sign alone. Otherwise, the proxy/voting form must be signed by a director jointly with either another director or a company secretary. Please indicate the office by signing in the appropriate place.

### Lodging your vote

You can lodge your vote or appoint a proxy online at [www.investorvote.com.au](http://www.investorvote.com.au), or by posting it to Computershare using the reply paid envelope or to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, VIC 3001, Australia, or by faxing it to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).

### Shareholder questions

If you would like a question to be put to the Chair of the meeting or the auditor and you are not able to attend the meeting, please complete the Questions from Shareholders form enclosed and send it to:

Company Secretary  
Cochlear Limited  
1 University Avenue  
Macquarie University NSW 2109  
Australia

Alternatively, email it to the Company Secretary at: [rjarman@cochlear.com](mailto:rjarman@cochlear.com)

Questions must be received by the Company Secretary by 5:00pm (AEDT) on Wednesday 16 October 2019.

# Hear now. And always

As the global leader in implantable hearing solutions, Cochlear is dedicated to helping people with moderate to profound hearing loss experience a life full of hearing. We have provided more than 550,000 implantable devices, helping people of all ages to hear and connect with life's opportunities.

We aim to give people the best lifelong hearing experience and access to innovative future technologies. We have the industry's best clinical, research and support networks.

That's why more people choose Cochlear than any other hearing implant company.

 Cochlear Ltd (ABN 96 002 618 073) 1 University Avenue, Macquarie University, NSW 2109, Australia T: +61 2 9428 6555 F: +61 2 9428 6352

[www.cochlear.com](http://www.cochlear.com)

Please seek advice from your health professional about treatments for hearing loss. Outcomes may vary, and your health professional will advise you about the factors which could affect your outcome. Always read the instructions for use. Not all products are available in all countries. Please contact your local Cochlear representative for product information.

The Cochlear Nucleus Smart App is available on App Store and Google Play. The Cochlear Nucleus 7 Sound Processor is compatible with Apple and Android devices. For compatibility information visit [www.cochlear.com/compatibility](http://www.cochlear.com/compatibility).

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