



*We are really excited
about the future knowing
that Leah is going to
grow up in a world of sound!*

JODI ALLION (mother)
LEAH
Miami, USA

Hear now. And always.  Cochlear™



Cochlear Limited

2009 Annual General Meeting

Ibis Room
Marriott Sydney
36 College Street
Sydney NSW

Tuesday 20th October 2009

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Mr Tommie Bergman
Chairman



Mr Neville Mitchell
Company Secretary





Dr Chris Roberts
Chief Executive Officer/
President



Prof Ed Byrne AO
Director





Mr Rick Holliday-Smith
Director



Mr Paul Bell
Director





Mr Donal O'Dwyer
Director



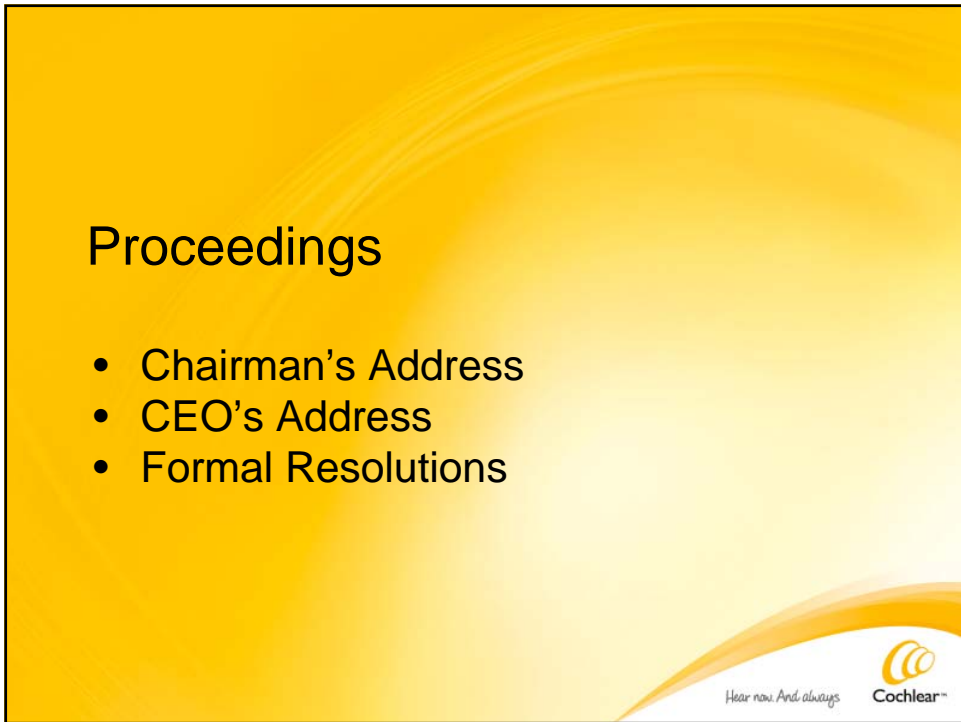
Mr Andy Denver
Director





Proceedings

- Chairman's Address
- CEO's Address
- Formal Resolutions



Cochlear Limited 2009 Annual General Meeting



Mr Tommie Bergman,
Chairman's Address



Introduction

- Cochlear achieved record revenue, NPAT and cash generation despite global economic turmoil
- Revenue up 15% to \$694.7 million
- NPAT up 13% to \$130.5 million
- \$146.6 million of cash generated from operating activities
- New products ready for launch by year end



Total Shareholder Return (TSR)

3 year period	3 year TSR performance	Cochlear's TSR ranking in ASX 100
F05 – F07	196.4%	10 th
F06 – F08	35.2%	22 nd
F07 – F09	17.5%	16 th

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Cochlear: Record financial results for F09

	F09 \$ millions	F08 \$ millions	+ %
Cochlear Implants sales	614.0	504.8	↑22
Bone Anchored (Baha) sales	97.8	75.6	↑29
FX Contracts	(17.1)	21.3	
Revenue	694.7	601.7	↑15
EBIT	183.3	167.3	↑10
Net Profit After Tax	130.5	115.2	↑13
EPS	233.7 cps	208.1 cps	↑12

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Financial Results

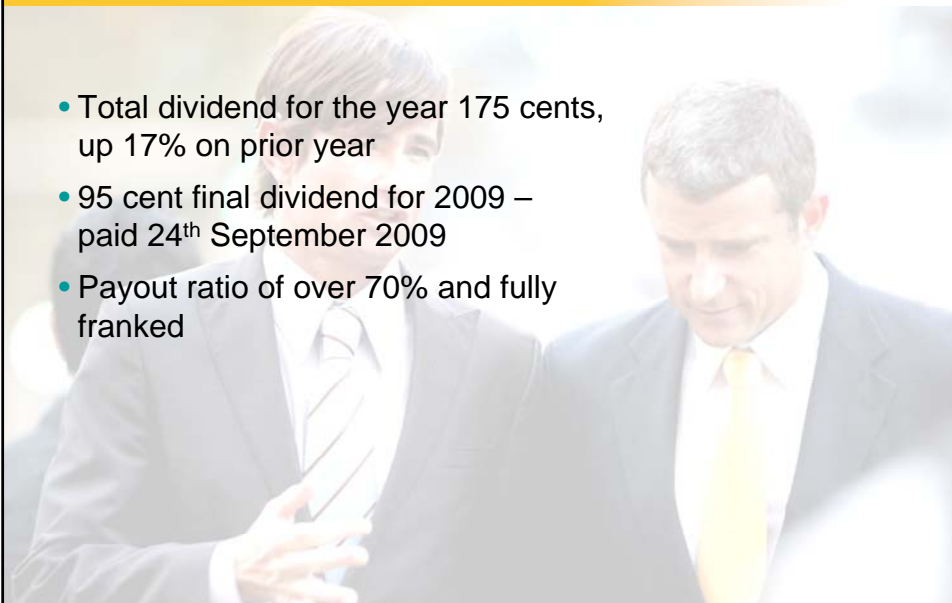
- Revenue growth in all regions
- Investment in R&D up 21% to a record \$96.7 million
- New products were ready for commercial release by year end
- Future product developments advanced



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Dividends

- Total dividend for the year 175 cents, up 17% on prior year
- 95 cent final dividend for 2009 – paid 24th September 2009
- Payout ratio of over 70% and fully franked



Capital Management

- Conservative approach to debt proved appropriate in the 2009 financial climate
- Net debt at 30th June 2009 was \$108.6 million
- Gearing ratio improved to 23%
- High interest expense cover of 26 times
- Corporate debt facility renegotiated to \$300 million for a three year term



Cochlear's Long Term Growth Strategy

- Cochlear well positioned to achieve long term growth objectives despite economic uncertainty
- Industry remains robust
- Clinical outcomes continue to improve
- Improved reimbursement levels in certain key countries



Cochlear's Long Term Growth Strategy

- Long term growth strategy unchanged
- Strategy remains focused on sustainable growth through four areas:
 - Cochlear Implants
 - Electro-Acoustic Stimulation (EAS)
 - Bone Conduction Implants – Baha
 - Direct Acoustic Cochlear Stimulation (DACs)
- + service and customer support
- Technology purchase of Otologics' intellectual property will assist the long term goal of a totally implantable cochlear implant



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Board and Management

- Board and Senior Management team remain unchanged in F09



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Remuneration

- Governed by Cochlear's independent Remuneration Committee
- Transparency in remuneration disclosures maintained
- Non-executive director and executive pay increases deferred
- Over 1,000 employees are shareholders



Outlook

- With a suite of new products, Cochlear continues to be well positioned to maintain growth and market leadership
- Record investments in R&D, growth initiatives and internal capabilities will support Cochlear's continuous positive development



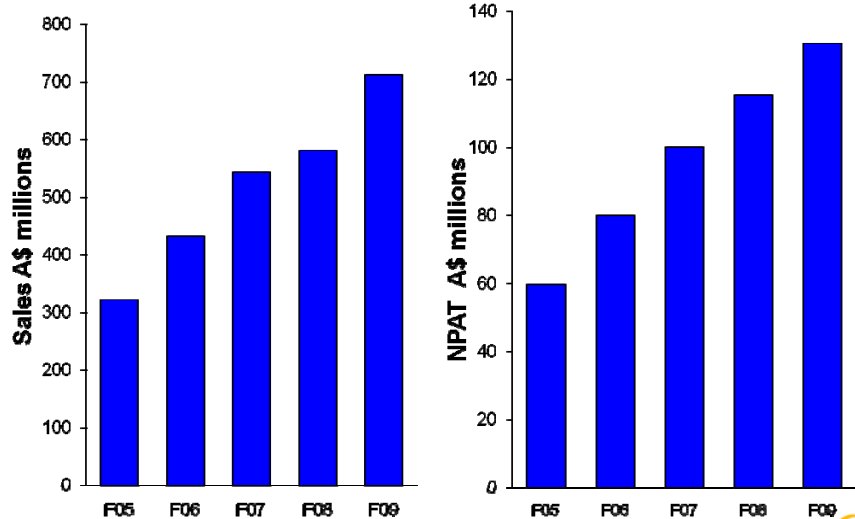
Cochlear Limited 2009 Annual General Meeting



Dr Chris Roberts
CEO's Address

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F09: Growth Continues.....



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Construction started on new facilities at Macquarie University



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Cochlear™ Nucleus® 5 system
Setting new benchmarks in cochlear implant technology



Cochlear Hybrid™ system
The world's first and only truly integrated electro-acoustic hybrid hearing solution



Cochlear Baha® BP100
Redefining bone conduction hearing solutions



Product Innovation – Cochlear Baha BP100

The Cochlear Baha BP100 is the crystal clear choice for people with conductive, mixed or single sided hearing loss...



- **Improved hearing performance**, through multi channel, advanced automatic signal processing
- Amplification strategies **designed for bone conduction** hearing
- **Improved usability and durability**, through new design features
- **Improved transducer stability** with new suspension and mechanical stops to limit risk of collapse
- Designed with a range of features that **make life easier for users, children and their caregivers**

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Cochlear™ Nucleus® 5

Introducing a new benchmark in hearing performance



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Cochlear™ Nucleus® 5 system

Nucleus® CI512 Cochlear Implant

Thin. Strong. Precise.



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Nucleus® CI512 Cochlear Implant

Breakthrough in cochlear implant technology

Thin

WORLD'S THINNEST
COCHLEAR IMPLANT



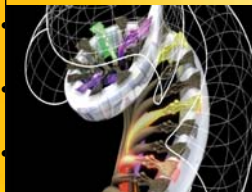
Strong

2.5 TIMES MORE
IMPACT RESISTANT*



Precise

PRECISION STIMULATION
FOR LEADING PERFORMANCE



* Compared to our previous generation Nucleus® implant - Nucleus Freedom™

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Nucleus® CP810 Sound Processor

Sophisticated design and technology made simple

Performance



microphones

Design



Confidence



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Nucleus® CP810 Sound Processor

Performance

SOPHISTICATED DUAL
MICROPHONE ARCHITECTURE

Two sophisticated omni-directional microphones capture sound from all around

- Uses advanced sound processing algorithm
- Enhanced directional hearing

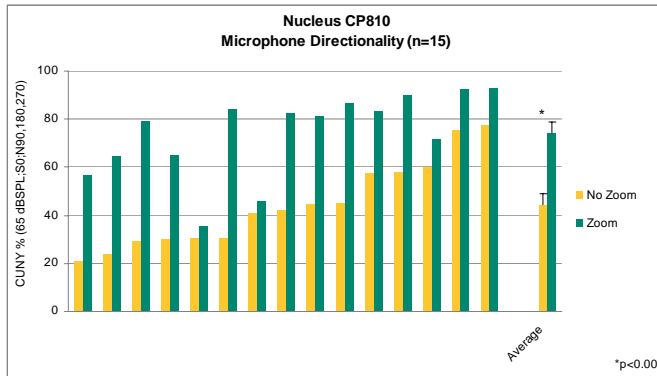


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Speech Performance

Nucleus CP810 delivers improved perception in noise

- Statistically significant improved performance in noise with Zoom setting
- The new Nucleus CP810 sound processor incorporates enhanced input processing
 - Specific algorithm (Zoom) to generate super directionality
 - Two precisely calibrated omni directional microphones

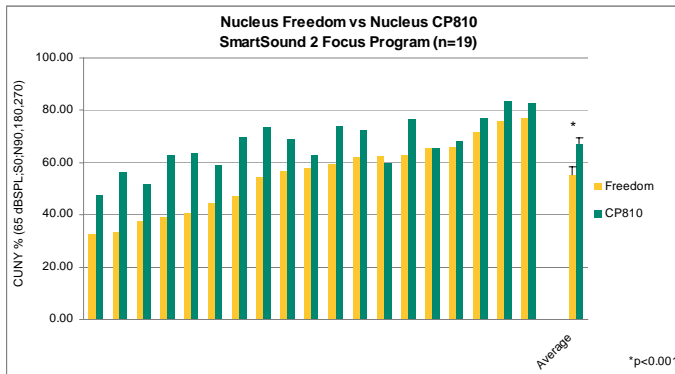


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Speech Performance

Nucleus CP810 delivers improved perception in noise

- Statistically significant improved performance in noise with SmartSound 2 Focus setting
- The new Nucleus CP810 sound processor incorporates enhanced input processing
 - Improved beamforming algorithm in SmartSound 2 Focus
 - Two precisely calibrated omni directional microphones



Environment Configuration

Environment

- Beam+Autosensitivity+ADRO
- Beam+Autosensitivity
- Beam+ADRO
- Beam

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Nucleus® CP810 Sound Processor

Design

SMALL, SOPHISTICATED,
COMFORTABLE

- Small and slim sound processor
- Ergonomic design
- Improved comfort and retention
- Smaller coil

Standard 13 g
with disposable
batteries



Compact 10.9 g
with compact
rechargeable battery



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Nucleus® CR110 Remote Assistant

Control/Monitor/Manage

Only **one** remote assistant to manage
two sound processors simultaneously

BILATERAL CONTROL



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Nucleus® CR110 Remote Assistant

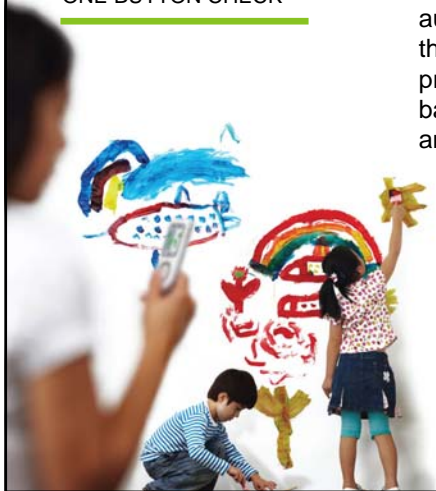
Monitor

ONE BUTTON CHECK

Press the 'Cochlear' button and it automatically checks the status of processing unit, battery module, coil and coil cable



- Parents can see at a glance that the processor is working
- Range up to 2m (6 ft)



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In Summary

- Coupled with record financial results, all four product areas advanced during F09:
 - Cochlear Nucleus 5 available for launch
 - Cochlear Hybrid: controlled market launch in certain markets
 - DACS: ready for first human implant in F10
 - Bone conduction: release of new sound processor Cochlear Baha BP100
- Nucleus 5 and BP100 launched late Q1 F10 in major markets, including Europe and USA. Very positive market reaction.
- These new products will support growth for F10, with growth biased towards H2 F10

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Hear now. And always



Cochlear Limited 2009 Annual General Meeting



Business of the Meeting



Resolution No. 1

Financial and other reports

To receive and consider the Company's Financial Report, Directors' Report and Auditor's Report in respect of the financial year ended 30 June 2009.

Resolution No. 1

Financial and Other Reports

Proxy Summary

• Total number of proxy votes cast	31,842,886	100%
• Votes in favour of the resolution	31,206,710	98%
• Votes to be cast at the discretion of the proxy	622,813	2%
• Votes against the resolution	13,363	<1%
• Votes directed to abstain from voting	93,335	N/A

Resolution No. 2

Remuneration Report

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

2.1 “THAT the Remuneration Report be adopted”



Resolution No. 2

Remuneration Report

Proxy Summary

• Total number of proxy votes cast	31,842,886	100%
• Votes in favour of the resolution	30,941,344	97%
• Votes to be cast at the discretion of the proxy	613,585	2%
• Votes against the resolution	296,644	<1%
• Votes directed to abstain from voting	88,448	N/A



Resolution No. 3

Re-election and election of directors

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



Rick Holliday-Smith / Career Summary

Non-Executive Directorships

Cochlear Limited	Director, February 2005 – Present Chairman of Audit Committee
ASX Limited	Director, July 2006 – Present
Servcorp Limited	Director, November 1999 – Present
Snowy Hydro	Chairman, May 2006 - Present
St George Bank Limited	Director, February 2007 – December 2008
DCA Group Limited	Director, October 2004 – December 2006
SFE Corporation Limited	Chairman, April 2002 – July 2006
MIA Group Limited	Director, July 2000 - October 2004
Exco Resources NL	Chairman, November 1998 - November 2005



Rick Holliday-Smith / Career Summary

Executive Career

Australia

10 Years experience in merchant banking, at Director level, firstly with Intermarine Australia Ltd, a Subsidiary of Marine Midland Bank NA and then with Wardley Australia Limited, a Subsidiary of the HongKong and Shanghai Banking Corporation (HSBC).

In 1982 HSBC relocated Rick from Sydney to London where he became Managing Director (CEO) of HongKong Bank Limited, HSBC's European merchant bank.

United Kingdom

HongKong Bank Limited, Managing Director and Chief Executive Officer 1982 – 1986

USA

Chicago Research and Trading Group Ltd (CRT) – Chief Executive Officer 1986 – 1993

NationsBank NA (now Bank of America)
- Divisional President and CEO of NationsBanc CRT 1993 - 1997



Resolution No. 3.1

Re-election of directors

3.1 "THAT Mr Rick Holliday-Smith, being a director who is retiring by rotation 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."



Resolution No. 3.1

Re-election of directors – Mr Rick Holliday-Smith

Proxy Summary

• Total number of proxy votes cast	31,842,886	100%
• Votes in favour of the resolution	27,346,549	86%
• Votes to be cast at the discretion of the proxy	626,325	2%
• Votes against the resolution	3,943,077	12%
• Votes directed to abstain from voting	24,070	N/A



Andrew Denver / Career Summary

Cochlear Limited	Director, February 2007 – Present
Universal Biosensors Inc	Chairman, June 2005 – Present Director, December 2002 – Present
CathRx Limited	Director, August 2005 – Present
Anzon Australia Limited	Director, November 2006 – October 2008



Andrew Denver / Career Summary

Pall Corporation

President, Pall Asia Pacific 2002 – 2005

US Filter Corporation

Chief Operating Officer, Filtration and Separations Group 1997 – 2002

Memtec Limited

President and Chief Operating Officer, Memtec Limited 1987 – 1997

Baxter Healthcare Corporation

President, Medical Devices Division 1976 – 1987

Vice President, Engineering

General Manager, Irish Operations and UK Manufacturing

Director, Manufacturing Engineering

Project Director, Hollow Fiber Dialyser Project



Resolution No. 3.2

Re-election of directors

3.2 "THAT Mr Andrew Denver, being a director who is retiring by rotation 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."



Resolution No. 3.2

Re-election of directors – Mr Andrew Denver

Proxy Summary

• Total number of proxy votes cast	31,842,886	100%
• Votes in favour of the resolution	31,209,609	98%
• Votes to be cast at the discretion of the proxy	625,355	2%
• Votes against the resolution	83,268	<1%
• Votes directed to abstain from voting	23,789	N/A



Resolution No. 4

Approval of issue, allocation or transfer of securities to the CEO/President under the Cochlear Executive Long Term Incentive Plan (CELTIP)

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 Dr Christopher Roberts, the CEO/President of the Company, of options calculated in accordance with the formula and on the terms summarised in the Explanatory Notes attached to this Notice of Annual General Meeting; and
- b) The issue, allocation or transfer to Dr Roberts of any shares upon the exercise of any options."



Resolution No. 4.1

Approval of issue, allocation or transfer of securities to the CEO/President under the Cochlear Executive Long Term Incentive Plan (“CELTIP”)

Proxy Summary

• Total number of proxy votes cast	31,842,886	100%
• Votes in favour of the resolution	30,837,665	97%
• Votes to be cast at the discretion of the proxy (Open Usable and Open Conditional)	470,675	2%
• Votes against the resolution	416,014	1%
• Votes undirected with no Chairman’s voting instruction	141,996	N/A
• Votes directed to abstain from voting	72,671	N/A



Resolution No. 5

Renewal of Proportional Takeover Provisions

To consider and, if thought fit, to pass the following resolution as a special resolution:

5.1 “THAT the Company renew the Proportional Takeover Provisions contained in Article 7.7 and Schedule 1 of the Company’s Constitution for a period of three (3) years from and including the date of this resolution.”



Resolution No. 5.1

Renewal of Proportional Takeover Provisions

Proxy Summary

• Total number of proxy votes cast	31,842,886	100%
• Votes in favour of the resolution	30,868,428	97%
• Votes to be cast at the discretion of the proxy	625,746	2%
• Votes against the resolution	368,991	1%
• Votes directed to abstain from voting	76,856	N/A



Close of Meeting



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