

5 February 2018

Stephanie Yong
Principal Advisor, Listings Compliance (Sydney)
ASX Compliance Pty Limited 20 Bridge Street
Sydney NSW 2000

By E-mail: (Stephanie.Yong@asx.com.au)

Dear Stephanie

Cochlear Limited (the “Company”) - Response to ASX Appendix 3Y Query Letter

Thank you for your letter dated 1 February 2018 regarding the Appendix 3Y lodged with ASX on 13 December 2017 for Mr Christopher Smith. The Company’s responses to the questions raised in your letter are set out below:

Question 1 - Please explain why the Director’s Notice was lodged late.

While the Appendix 3B lodged on 29 August 2017 for the issue of STI Deferred Performance Rights included the Rights issued to Mr Christopher Smith, an accompanying Appendix 3Y was not lodged. This was entirely due to an internal administrative oversight, and was not attributable to Mr Smith. The notice was lodged immediately upon the oversight being discovered when an Appendix 3Z was being prepared for Mr Smith before his retirement on 2 January 2018.

Question 2 - What arrangements does the Company have in place with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?

The Company documents the conditions of appointment of each new non-executive director in an appointment letter. The letter includes a requirement that the director immediately discloses to the Company any change in his interests in the Company’s securities, so as to enable compliance with ASX requirements. The director is asked to sign and return a copy of the appointment letter to confirm that the director has read and understood the letter and that the director undertakes to comply with its requirements.

The Company’s Trading Policy requires all directors including executive directors to notify dealings in the Company’s securities to the Company within a timescale which will permit the Company to comply with its obligations under the ASX Listing Rules. The policy gives details of the Company’s obligations under the ASX Listing Rules in this regard. Training is provided to all directors in relation to the requirements of the Trading Policy, including the notification obligations.

Question 3 - If the current arrangements are inadequate or not being enforced, what additional steps does the Company intend to take to ensure compliance with listing rule 3.19B?

The Company considers that the arrangements currently in place are adequate for the purposes of ensuring compliance with ASX Listing Rule 3.19B. The Company Secretary will nevertheless remind all of the Company's directors of the importance of notifying a change in interests to the Company in a timely manner.

Please do not hesitate to contact me should you wish to discuss this matter further.

Yours sincerely



Ray Jarman
Company Secretary & Group General Counsel



1 February 2018

Ray Jarman
Company Secretary
Cochlear Limited
1 University Avenue
Macquarie University NSW 2109

By email

Dear Mr Jarman,

COCHLEAR LIMITED (COMPANY) - APPENDIX 3Y

We refer to the following:

1. The Appendix 3Y lodged by the Company with ASX on 13 December 2017 for Mr Christopher Smith (the "Director's Notice").
2. Listing rule 3.19A which requires an entity to tell ASX the following:

3.19A.1 *The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times.*

- *On the date that the entity is admitted to the official list.*
- *On the date that a director is appointed.*

The entity must complete Appendix 3X and give it to ASX no more than 5 business days after the entity's admission or a director's appointment.

3.19A.2 *A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) including whether the change occurred during a closed period where prior written clearance was required and, if so, whether prior written clearance was provided. The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.*

3.19A.3 *The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.*

3. Listing rule 3.19B which states as follows.

An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.



4. The Companies Update dated 27 June 2008, reminding listed entities of their obligation to notify ASX within 5 business days of the notifiable interests in securities held by each director and outlining the action that ASX would take in relation to breaches of listings rules 3.19A and 3.19B.

The Appendix 3Y indicates that a change in Mr Smith's notifiable interest occurred on 29 August 2017. It appears that the Director's Notice should have been lodged with ASX by 5 September 2017. Consequently, the Company may be in breach of listing rules 3.19A and/or 3.19B.

Please note that ASX is required to record details of breaches of the listing rules by listed companies for its reporting requirements.

ASX reminds the Company of its contract with ASX to comply with the listing rules. In the circumstances ASX considers that it is appropriate that the Company make necessary arrangements to ensure there is not a reoccurrence of a breach of the listing rules.

Having regard to listing rules 3.19A and 3.19B and Guidance Note 22: "Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities", we ask that you answer each of the following questions:

1. Please explain why the Director's Notice was lodged late.
2. What arrangements does the Company have in place with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does the Company intend to take to ensure compliance with listing rule 3.19B?

Your response should be sent to me by return e-mail or by facsimile on facsimile number (02) 9241 7620. It should not be sent to the Market Announcements Office.

A response is requested as soon as possible and, in any event, **not later than 5.00 p.m. A.E.D.T. on Monday, 5 February 2018.**

Under listing rule 18.7A, a copy of this query and your response will be released to the market, so your response should be in a form suitable for release and should separately address each of the questions asked.

If you have any queries or concerns, please contact me immediately.

Yours sincerely

(sent electronically without signature)

Stephanie Yong
Principal Adviser, Listings Compliance (Sydney)