

# LANDER & ROGERS

## Fax transmission

17 May 2021

|                       |  |                    |                                |
|-----------------------|--|--------------------|--------------------------------|
| <b>To</b>             | Market Announcements<br>Office, Australian<br>Securities Exchange<br>Limited | <b>From</b>        | Girish Rao,<br>Lander & Rogers |
| <b>Your ref</b>       | N/A  | <b>Our ref</b>     | JAS:JBU:2017898                |
| <b>Fax<br/>number</b> | 1300 135 638   | <b>Total pages</b> | 8 including this page          |
| <b>Re</b>             | ASIC Form 603 Notice of initial substantial holder                           |                    |                                |

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### Message

Please find enclosed "ASIC Form 603 – Notice of initial substantial holder" which was sent to Cochlear Ltd (ASX: COH) today.

### Melbourne

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477 Collins Street  
Melbourne VIC 3000  
Australia

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ABN 58 207 240 529

# LANDER & ROGERS

17 May 2021

Cochlear Limited  
C/O Computershare Investor Services Pty Limited  
Level 5, 115 Grenfell Street  
Adelaide SA 5000  
Australia

Our ref: JAS:JBU:2017898

Your ref:

By fax: 1300 534987

## ASIC Form 603 - Notice of initial substantial holder

We act for Veritas Asset Management LLP (**Veritas**).

We are writing to notify you that on 14 May 2021 Veritas became a substantial holder in Cochlear Limited listed on the Australian Stock Exchange.

Veritas now holds 3, 288, 698 shares which represent 5% of the outstanding shares of Cochlear Limited.

Please see attached copy of the ASIC Form 603 - Notice of initial substantial holder submitted to the Australian Securities Exchange today.

Yours faithfully



Girish Rao | Senior Associate  
D +61 3 9269 9499  
grao@landers.com.au

Enc 1

Cc Market Announcements Office ASX  
Limited (via facsimile)

Cc Cochlear Limited (via facsimile)

*We support the environment and ask that all correspondence be sent in digital form.*

**Form 603**Corporations Act 2001  
Section 671B**Notice of initial substantial holder**To Company Name/Scheme COCHLEAR LTDACN/ARSN 002 618 073**1. Details of substantial holder (1)**Name VERITAS ASSET MANAGEMENT LLP and the persons listed in Annexure A (together, "AMG Members").

ACN/ARSN (if applicable)

The holder became a substantial holder on 14/05/2021**2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

| Class of securities (4) | Number of securities | Person's votes (5) | Voting power (6) |
|-------------------------|----------------------|--------------------|------------------|
| Ordinary Shares         | 3,288,698            | 3,288,698          | 5.00%            |
|                         |                      |                    |                  |

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

| Holder of relevant interest | Nature of relevant interest (7) | Class and number of securities |
|-----------------------------|---------------------------------|--------------------------------|
| See Annexure B              |                                 |                                |
|                             |                                 |                                |

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

| Holder of relevant interest | Registered holder of securities | Person entitled to be registered as holder (8) | Class and number of securities |
|-----------------------------|---------------------------------|--|--------------------------------|
| See Annexure C              |                                 |  |                                |
|                             |                                 |  |                                |

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

| Holder of relevant interest | Date of acquisition | Consideration (9) |          | Class and number of securities |
|-----------------------------|---------------------|-------------------|----------|--------------------------------|
|                             |                     | Cash              | Non-cash |                                |
| See Annexure D              |                     |                   |          |                                |
|                             |                     |                   |          |                                |
|                             |                     |                   |          |                                |

**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

| Name and AOV/AFSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
| See Annexure E                    |                       |
|                                   |                       |

**7. Addresses**

The addresses of persons named in this form are as follows:

| Name           | Address |
|----------------|---------|
| See Annexure A |         |
|                |         |

**Signature**

print name **RICHARD GRANT** capacity **PARTNER**

sign here




date **14/ 05/ 2021**

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671E(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
  - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671E(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

This is Annexure "A" of 1 page referred to in ASIC Form 603 (Notice of initial substantial holder)

Signature 

Name: RICHARD GRANT

Position: PARTNER

Date: 14/05/2021

## 7. ADDRESSES

The names and addresses of persons named in this form are as follows:

| NAME                              | ADDRESS  |
|-----------------------------------|--|
| Veritas Asset Management LLP      | 1 Smart's Place, London WC2B 5LW, United Kingdom   |
| VAM Bidco Ltd                     | Suite 1, 3rd Floor 11-12 St. James's Square London SW1Y 4LB, United Kingdom                        |
| AMG UK Holdings                   | GTC Corporate Services Limited, Sassoon House, Shirley Street, PO Box SS-5383, Nassau, The Bahamas |
| Affiliated Managers Group Inc.    | The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware, New Castle, 19801, USA    |
| AMG New York Holdings Corporation | The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware, New Castle, 19801, USA    |

This is Annexure "B" of 1 page referred to in ASIC Form 603 (Notice of initial substantial holder)

Signature   
Name: RICHARD GRANT  
Position: PARTNER  
Date: 14/05/2021

### 3. DETAILS OF RELEVANT INTERESTS

The nature of the relevant interest the substantial holder or its associates had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

| HOLDER OF RELEVANT INTEREST  | NATURE OF RELEVANT INTEREST   | CLASS AND NUMBER OF SECURITIES |
|------------------------------|---|--------------------------------|
| Veritas Asset Management LLP | Veritas Asset Management LLP (Partnership, UK Companies House No. OC392918) has a relevant interest in the holdings detailed in Annexure C on behalf of underlying clients in its capacity as investment manager. | Ordinary Shares: 3,288,698     |

This is Annexure "C" of 1 page referred to in ASIC Form 603 (Notice of Initial substantial holder)

Signature



Name: RICHARD GRANT

Position: PARTNER

Date: 14/05/2021


#### 4. DETAILS OF PRESENT REGISTERED HOLDERS

The persons registered as holders of the securities referred to in Annexure B are as follows

| HOLDER OF RELEVANT INTEREST  | REGISTERED HOLDER OF SECURITIES                | PERSON ENTITLED TO BE REGISTERED AS HOLDER | NUMBER OF ORDINARY SHARES |
|------------------------------|--|--|---------------------------|
| Veritas Asset Management LLP | BBH Veritas Asian Fund                         | Veritas Asset Management LLP               | 780,000                   |
| Veritas Asset Management LLP | BBHTSIL Veritas Global Focus CCF               | Veritas Asset Management LLP               | 153,978                   |
| Veritas Asset Management LLP | BBH Veritas Global Focus FD                    | Veritas Asset Management LLP               | 461,077                   |
| Veritas Asset Management LLP | BBHTSIL Veritas Global Real RTN FD             | Veritas Asset Management LLP               | 43,739                    |
| Veritas Asset Management LLP | The Bank of New York Corporation               | Veritas Asset Management LLP               | 121,956                   |
| Veritas Asset Management LLP | BNP Paribas Securities Services (UK)           | Veritas Asset Management LLP               | 140,529                   |
| Veritas Asset Management LLP | BNP Paribas Securities Services (Luxembourg)   | Veritas Asset Management LLP               | 14,534                    |
| Veritas Asset Management LLP | Citibank N.A. (Jersey)                         | Veritas Asset Management LLP               | 213,010                   |
| Veritas Asset Management LLP | JP Morgan Chase Bank N.A.                      | Veritas Asset Management LLP               | 207,109                   |
| Veritas Asset Management LLP | Northern Trust Global Services Limited         | Veritas Asset Management LLP               | 443,634                   |
| Veritas Asset Management LLP | State Street                                   | Veritas Asset Management LLP               | 693,544                   |
| Veritas Asset Management LLP | CIBC Mellon Global Securities Services Company | Veritas Asset Management LLP               | 15,858                    |

**TOTAL: 3,288,698 Ordinary Shares**

**This is Annexure "D" of 1 page referred to in ASIC Form 603 (Notice of initial substantial holder)**

Signature 

Name: RICHARD GRANT

Position: PARTNER

Date: 14/05/2021

#### 5. CONSIDERATION

The consideration paid for each relevant interest referred to in Annexure B of this notice, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

| HOLDER OF RELEVANT INTEREST  | DATE OF ACQUISITION | CONSIDERATION   | CLASS AND NUMBER OF SECURITIES |
|------------------------------|---------------------|-----------------|--------------------------------|
| VERITAS ASSET MANAGEMENT LLP | 14/01/2021          | \$2,988,664.75  | ORDINARY SHARES<br>15,900      |
| VERITAS ASSET MANAGEMENT LLP | 30/03/2021          | \$10,101,984.64 | ORDINARY SHARES<br>48,044      |
| VERITAS ASSET MANAGEMENT LLP | 14/05/2021          | \$8,862,113.96  | ORDINARY SHARES<br>40,100      |



This is Annexure "E" of 1 page referred to in ASIC Form 603 (Notice of initial substantial holder)

Signature



Name: RICHARD GRANT

Position: PARTNER

Date: 14/05/2021

## 6. ASSOCIATES

The reasons the person named in Annexure B above are associates of the substantial holder are as follows:

| NAME AND ACN                      | NATURE OF ASSOCIATION  |
|-----------------------------------|--|
| Veritas Asset Management LLP      | Veritas Asset Management LLP is controlled by VAM Bidco (Refer section 12(2) <i>Corporations Act 2001</i> (Cth)).  |
| VAM Bidco Ltd                     | VAM Bidco Ltd is controlled by AMG UK Holdings Ltd (Refer section 12(2) <i>Corporations Act 2001</i> (Cth)).   |
| AMG UK Holdings Ltd               | AMG UK Holdings Ltd is controlled by AMG New York Holdings Corporation (Refer section 12(2) <i>Corporations Act 2001</i> (Cth)).                             |
| AMG New York Holdings Corporation | AMG New York Holdings Corporation is controlled by Affiliated Managers Group Inc. (Refer section 12(2) <i>Corporations Act 2001</i> (Cth)).                  |
| Affiliated Managers Group Inc.    | Affiliated Managers Group Inc. is a body corporate that controls AMG New York Holdings Corporation (Refer section 12(2) <i>Corporations Act 2001</i> (Cth)). |