

14 October 2014

Manager Companies  
Company Announcements Office  
Australian Securities Exchange Limited  
Level 4, Stock Exchange Centre  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir / Madam,

**COCHLEAR LIMITED**  
**RESULTS OF 2014 ANNUAL GENERAL MEETING**

We refer to the Cochlear Limited Annual General Meeting held today. The results of the meeting are set out in the attached document. All resolutions were decided by way of a poll.

These results are provided in accordance with Listing Rule 3.13.2 and section 251AA of the Corporations Act. The results include details of the proxies and direct votes received as well as the results of the polls held.

Yours faithfully,



**Neville J Mitchell**  
Company Secretary

**1.1) To receive and consider the Financial Report, Directors' Report and Auditor's Report in respect of the year ended 30 June 2014**

The instructions given to validly appointed proxies in respect of the resolution were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy's discretion</b>
34,954,752	3,798	427,708	370,909

Direct votes received were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
1,094,344	22,955	17,289

The motion was carried as an ordinary resolution on a poll the details of which are:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
36,498,921	27,368	444,997

**2.1) That the Remuneration Report be adopted**

The instructions given to validly appointed proxies in respect of the resolution were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy's discretion</b>
34,763,128	426,533	195,981	365,525

Direct votes received were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
360,376	226,285	48,517

The motion was carried as an ordinary resolution on a poll the details of which are:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
35,554,229	653,581	251,006

**3.1) To re-elect Mr Roderic Holliday-Smith as a director of the Company**

The instructions given to validly appointed proxies in respect of the resolution were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy's discretion</b>
34,640,979	623,699	120,021	372,468

Direct votes received were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
1,057,466	45,177	31,945

The motion was carried as an ordinary resolution on a poll the details of which are:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
36,148,259	670,096	152,931

**3.2) To re-elect Mr Andrew Denver as a director of the Company**

The instructions given to validly appointed proxies in respect of the resolution were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy's discretion</b>
34,894,771	392,698	98,856	370,842

Direct votes received were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
1,062,696	40,037	31,855

The motion was carried as an ordinary resolution on a poll the details of which are:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
36,406,725	432,885	131,676

**4.1) Approval of issue, allocation or transfer of securities to the CEO/President, Dr Christopher Roberts under the Cochlear Executive Incentive Plan**

The instructions given to validly appointed proxies in respect of the resolution were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy's discretion</b>
34,895,599	378,103	116,475	360,990

Direct votes received were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
313,660	288,058	39,232

The motion was carried as an ordinary resolution on a poll the details of which are:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
35,631,019	669,914	163,715

**5.1) Approval of future retirement allowance payment to Professor Edward Byrne, AC**

The instructions given to validly appointed proxies in respect of the resolution were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy's discretion</b>
34,182,801	1,089,165	116,181	363,020

Direct votes received were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
345,678	250,850	45,412

The motion was carried as an ordinary resolution on a poll the details of which are:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
34,952,915	1,343,080	169,643

6.1) **Approval of temporary increase to the maximum aggregate remuneration of non-executive directors**

The instructions given to validly appointed proxies in respect of the resolution were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy's discretion</b>
34,216,904	1,050,743	120,500	363,020

Direct votes received were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
314,489	280,423	39,758

The motion was carried as an ordinary resolution on a poll the details of which are:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
34,955,219	1,335,599	167,550