

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

<b>Name of entity</b>	<b>Cochlear Limited</b>
<b>ABN</b>	<b>96 002 618 073</b>

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	<b>Christopher Michael Smith</b>
<b>Date of last notice</b>	<b>28 October 2015</b>

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	<b>Direct</b>
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	<b>Not applicable</b>
<b>Date of change</b>	<b>2 November 2015</b>
<b>No. of securities held prior to change</b>	<b>(a) 18,288 Shares</b> <b>(b) 30,367 LTI Options</b> <b>(c) 6,196 LTI Performance Rights</b> <b>(d) 3,226 STI Performance Rights</b>

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+ See chapter 19 for defined terms.

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<p><b>Class</b></p>	<p>(a) fully paid ordinary shares in Cochlear Limited ("Shares")</p> <p>(b) long term incentive options subject to performance hurdles and vesting timeframes ("LTI Options")</p> <p>(c) long term incentive share rights subject to performance hurdles and vesting timeframes ("LTI Performance Rights")</p> <p>(d) short term incentive share rights subject to vesting timeframes ("STI Performance Rights")</p>
<p><b>Number acquired</b></p>	<p>69,047 LTI Options</p> <p>5,641 LTI Performance Rights</p>
<p><b>Number disposed</b></p>	<p>Not applicable</p>
<p><b>Value/Consideration</b>  <small>Note: If consideration is non-cash, provide details and estimated valuation</small></p>	<p>Nil</p>
<p><b>No. of securities held after change</b></p>	<p>18,288 Shares</p> <p>99,414 LTI Options</p> <p>11,837 LTI Performance Rights</p> <p>3,226 STI Performance Rights</p>
<p><b>Nature of change</b>  <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small></p>	<p><b>Grant of securities under the Cochlear Executive Incentive Plan ("CEIP") for Mr Smith's long term incentive award in financial year 2016.</b></p> <p>The shareholders of Cochlear Limited approved the grant at the Annual General Meeting held on 20 October 2015.</p> <p>The LTI Options and LTI Performance Rights are subject to the vesting criteria in the CEIP and will lapse if the vesting criteria are not met.</p> <p>Any LTI Performance Rights which vest will be exercised automatically.</p>

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**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	
<b>Interest after change</b>	

**Part 3 – <sup>+</sup>Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	<b>No</b>
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	<b>Not applicable</b>
<b>If prior written clearance was provided, on what date was this provided?</b>	<b>Not applicable</b>

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