

## ASX Announcement

20 October 2020

### RESULTS OF 2020 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.

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.

For further information, please contact:

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This announcement is authorised by the Company Secretary.

**Cochlear Limited**  
**Annual General Meeting**  
**Tuesday, 20 October 2020**  
**Results of Meeting**

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth) and ASX Listing Rule 3.13.2.

Resolution details			Instructions given to validly appointed proxies (as at proxy close)				Direct votes (as at close of direct voting)			Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	Voting Method	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain	For	Against	Abstain*	Carried / Not Carried
1.1 To receive the Company's Financial report, the Directors' report and the Auditor's report in respect of the financial year ended 30 June 2020	Poll	Ordinary	44,130,041	102,341	209,785	688,450	1,009,829	35,214	13,786	45,364,493 99.69%	139,769 0.31%	702,247	Carried
2.1 To adopt the Company's Remuneration report in respect of the financial year ended 30 June 2020	Poll	Ordinary	43,285,079	482,060	209,777	1,152,475	857,569	185,367	8,324	44,364,502 98.51%	671,640 1.49%	1,161,015	Carried
3.1 To re-elect Mr Andrew Denver as a director of the Company	Poll	Ordinary	38,877,582	5,960,334	210,675	82,026	960,143	75,596	23,090	40,060,251 86.90%	6,040,260 13.10%	105,848	Carried
3.2 To re-elect Prof Bruce Robinson as a director of the Company	Poll	Ordinary	43,932,876	969,804	210,655	17,282	979,393	58,284	21,011	45,137,552 97.77%	1,030,373 2.23%	38,293	Carried
3.3 To re-elect Mr Michael Daniell as a director of the Company	Poll	Ordinary	44,389,717	521,935	210,800	8,165	972,933	57,355	27,327	45,589,621 98.74%	580,032 1.26%	35,492	Carried
4.1 To elect Mr Stephen Mayne as a director of the Company	Poll	Ordinary	2,445,255	42,387,009	210,514	87,839	249,311	797,159	12,359	2,699,243 5.85%	43,406,371 94.15%	100,745	Not Carried
5.1 To approve the grant of securities to the CEO & President Mr Dig Howitt under the Cochlear Executive Incentive Plan	Poll	Ordinary	44,443,678	486,291	194,904	5,744	836,757	204,838	17,234	45,483,749 98.48%	700,077 1.52%	23,392	Carried
6.1 Special resolution to replace the Constitution of the Company	Poll	Special	44,484,257	11,857	195,379	439,124	921,534	76,652	60,643	45,616,299 99.81%	88,509 0.19%	501,521	Carried
7.1 Special resolution to insert proportional takeover provisions in the proposed constitution	Poll	Special	44,635,102	278,524	195,357	21,634	930,864	67,887	60,078	45,775,653 99.25%	347,210 0.75%	83,466	Carried

\* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.