

Facsimile Transmission

HYPERION

ASSET MANAGEMENT

To: Company Announcements Office
Company: ASX
Fax No: 1300 135 638
From: I W Harrison
Date: 18 April 2012
Subject: Notice of change of interests of substantial holder - COH
Pages (incl. Cover): 7

Hyperion Asset Management Limited
Level 22
307 Queen Street
Brisbane Qld 4000
GPO Box 1205
Brisbane Qld 4001
Telephone 07 3020 3737
Facsimile 07 3020 3701
www.hyperionam.com.au
clientservices@hyperionam.com.au

Please find following a Form 604 Notice of change of interests of substantial holder for holdings in Cochlear Limited by Hyperion Asset Management Limited.



Mr I W Harrison
Company Secretary

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme Cochlear Limited (COH)ACN/ARSN 002 618 073**1. Details of substantial holder (1)**Name Hyperion Asset Management Limited (Hyperion)ACN/ARSN (if applicable) ACN 080 135 897There was a change in the interests of the
substantial holder on 16/04/2012The previous notice was given to the company on 23/12/2011The previous notice was dated 23/12/2011**2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

| Class of securities (4) | Previous notice | | Present notice | |
|-------------------------|-----------------|------------------|----------------|------------------|
| | Person's votes | Voting power (5) | Person's votes | Voting power (5) |
| Ordinary Fully Paid | 3,585,878 | 6.3% | 4,235,536 | 7.44% |
| | | | | |

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

| Date of change | Person whose relevant interest changed | Nature of change (6) | Consideration given in relation to change (7) | Class and number of securities affected | Person's votes affected |
|------------------|--|----------------------|---|---|-------------------------|
| Refer Annexure A | | | | | |
| | | | | | |
| | | | | | |

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

| Holder of relevant interest | Registered holder of securities | Person entitled to be registered as holder (8) | Nature of relevant interest (6) | Class and number of securities | Person's votes |
|-----------------------------|---------------------------------|--|---------------------------------|--------------------------------|----------------|
| Refer Annexure B | | | | | |
| | | | | | |
| | | | | | |

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
| | |
| | |

6. Addresses

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

| Name | Address |
|-----------------------------------|--|
| Hyperion Asset Management Limited | Level 22, 307 Queen St Brisbane Qld 4000 |
| | |

Signature

print name I W Harrison capacity Company Secretary

sign here  date 18/04/2012

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 6 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 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(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.
- (7) 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.
- (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) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

COCHLEAR LIMITED

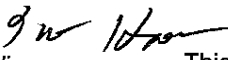
Annexure A

From 22/12/2011 through 16/04/2012

HYPERION

ASSET MANAGEMENT

| From Date | To Date | Person Whose Relevant Interest Changed | Nature of Change | Consideration | Number of Securities |
|-----------|-----------|---|------------------|---------------|----------------------|
| 22-Dec-11 | 16-Apr-12 | Auscoal Superannuation Pty Ltd | BUY | 1,970,562.10 | 33,330 |
| 22-Dec-11 | 16-Apr-12 | BUSS (Queensland) Pty Ltd | BUY | 1,243,015.37 | 20,525 |
| 22-Dec-11 | 16-Apr-12 | CBA Officers Superannuation Fund Pty Ltd | BUY | 1,066,684.25 | 17,751 |
| 22-Dec-11 | 16-Apr-12 | Coal Mining (Long Service Leave) Funding Corporation | BUY | 214,700.16 | 3,620 |
| 22-Dec-11 | 16-Apr-12 | CoINVEST Limited | BUY | 114,651.81 | 1,934 |
| 22-Dec-11 | 16-Apr-12 | Electricity Supply Industry Superannuation (QLD) Ltd <Energy Super> | BUY | 1,914,047.77 | 31,616 |
| 22-Dec-11 | 16-Apr-12 | The Greater Metropolitan Cemeteries Trust | BUY | 106,596.95 | 1,768 |
| 22-Dec-11 | 16-Apr-12 | Health Super Pty Ltd | BUY | 4,168,574.18 | 68,989 |
| 22-Dec-11 | 16-Apr-12 | Hyperion Australian Growth Companies Fund | BUY | 845,676.83 | 13,916 |
| 22-Dec-11 | 16-Apr-12 | Hyperion Global SICAV - Australian Growth Companies | SELL | -102,038.62 | -1,800 |
| 22-Dec-11 | 16-Apr-12 | Insurance Commission Western Australia | BUY | 1,316,790.12 | 21,868 |
| 22-Dec-11 | 16-Apr-12 | Optimix Wholesale Australian Share Trust | BUY | 14,927,859.68 | 241,793 |
| 22-Dec-11 | 16-Apr-12 | KARU Pty Ltd ATF Murdoch Family Trust No 1 | BUY | 12,251.85 | 202 |
| 22-Dec-11 | 16-Apr-12 | KARU Pty Ltd ATF Murdoch Family Trust No 1 | SELL | -15,684.50 | -262 |
| 22-Dec-11 | 16-Apr-12 | Local Super Pty Ltd | BUY | 1,123,739.69 | 18,594 |
| 22-Dec-11 | 16-Apr-12 | Maritime Super Pty Ltd | BUY | 439,286.98 | 7,444 |
| 22-Dec-11 | 16-Apr-12 | Meat Industry Employees' Superannuation Fund Pty Ltd | BUY | 577,027.92 | 9,454 |
| 22-Dec-11 | 16-Apr-12 | Commonwealth Superannuation Corporation <Military Super> | BUY | 2,150,420.73 | 35,451 |
| 22-Dec-11 | 16-Apr-12 | Murdoch Investments Pty Ltd ATF The Scope Investment Trust | BUY | 3,020.09 | 52 |
| 22-Dec-11 | 16-Apr-12 | United Super Pty Ltd | BUY | 8,278,041.05 | 136,536 |
| 22-Dec-11 | 16-Apr-12 | The University of Queensland | BUY | 379,494.84 | 6,270 |
| 22-Dec-11 | 16-Apr-12 | Vision Australia Foundation ATO Vision Australia Trust | BUY | 745,598.45 | 12,185 |
| 22-Dec-11 | 16-Apr-12 | Individually Managed Accounts | SELL | -198,557.01 | -3,302 |
| 22-Dec-11 | 16-Apr-12 | Individually Managed Accounts | SELL | -2,083,041.55 | -36,085 |
| 22-Dec-11 | 16-Apr-12 | Hyperion Ast Mgt - Aust Clients | BUY | 366,214.34 | 6,209 |
| 22-Dec-11 | 16-Apr-12 | Hyperion Ast Mgt - NZ Clients | BUY | 61,507.52 | 1,300 |
| 22-Dec-11 | 16-Apr-12 | Hyperion Ast Mgt - Japan Clients | BUY | 16,622.67 | 300 |

Signed by:  This is Annexure "A" of 1 page as mentioned in form 604 Notice of change of interest of substantial holder

Capacity: _____ Date: 18 April 2012
Company Secretary

Annexure B
AS at 16 April 2012

COCHLEAR LIMITED

HYPERION
ASSET MANAGEMENT

| Holder of Relevant Interest | Registered Holder of Security | Person entitled to be Registered as Holder | Nature of Relevant Interest | Class and Number of Securities | Personal Votes |
|-----------------------------|---|---|--|--------------------------------|----------------|
| Hyperion | JP Morgan Chase Nominees Pty Ltd < Auscoal Superannuation Pty Ltd A/C > | Auscoal Superannuation Pty Ltd | Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and for the disposal of securities | 357,067 Ordinary Fully Paid | 357,067 |
| Hyperion | BNP Paribas Australia Ltd < BUSS (QUEENSLAND) PTY LTD A/C > | BUSS (Queensland) Pty Ltd | Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and for the disposal of securities | 144,112 Ordinary Fully Paid | 144,112 |
| Hyperion | Citicorp Nominees Pty Limited < CBA Officers Superannuation Fund Pty Ltd A/C > | CBA Officers Superannuation Fund Pty Ltd | Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and for the disposal of securities | 250,041 Ordinary Fully Paid | 250,041 |
| Hyperion | JP Morgan Chase Nominees Pty Ltd < Coal Mining (Long Service Leave) Funding Corporation A/C > | Coal Mining (Long Service Leave) Funding Corporation | Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and for the disposal of securities | 59,062 Ordinary Fully Paid | 59,062 |
| Hyperion | JP Morgan Chase Nominees Pty Ltd < ColINVEST Limited A/C > | ColINVEST Limited | Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and for the disposal of securities | 42,221 Ordinary Fully Paid | 42,221 |
| Hyperion | National Nominees Ltd < Electricity Supply Industry Super A/C > | Electricity Supply Industry Superannuation (QLD) Ltd <Energy Super> | Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and for the disposal of securities | 218,998 Ordinary Fully Paid | 218,998 |
| Hyperion | Citicorp Nominees Pty Limited < FAWKNER A/C > | The Greater Metropolitan Cemeteries Trust | Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and for the disposal of securities | 11,518 Ordinary Fully Paid | 11,518 |
| Hyperion | JP Morgan Chase Nominees Pty Ltd < Health Super Pty Ltd A/C > | Health Super Pty Ltd | Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and for the disposal of securities | 473,854 Ordinary Fully Paid | 473,854 |
| Hyperion | Citicorp Nominees Pty Limited < Hyperion Flagship Investments Limited A/C > | Hyperion Flagship Investments Limited | Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and for the disposal of securities | 27,000 Ordinary Fully Paid | 27,000 |
| Hyperion | Citicorp Nominees Pty Limited < Hyperion Australian Growth Companies Fund A/C > | Hyperion Australian Growth Companies Fund | Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and for the disposal of securities | 167,800 Ordinary Fully Paid | 167,800 |

| | | | | | |
|----------|---|--|--|-----------------------------|---------|
| Hyperion | Citicorp Nominees Pty Limited < Hyperion Global SICAV - Australian Growth Companies > | Hyperion Global SICAV - Australian Growth Companies | Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and for the disposal of securities | 5,875 Ordinary Fully Paid | 5,875 |
| Hyperion | BNP Paribas Australia Ltd < Insurance Commission of Western Australia A/C > | Insurance Commission Western Australia | Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and for the disposal of securities | 174,256 Ordinary Fully Paid | 174,256 |
| Hyperion | JP Morgan Chase Nominees Pty Ltd < Optimix Wholesale Australian Share Trust A/C > | Optimix Wholesale Australian Share Trust | Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and for the disposal of securities | 711,048 Ordinary Fully Paid | 711,048 |
| Hyperion | Citicorp Nominees Pty Limited < KARU A/C > | KARU Pty Ltd ATF Murdoch Family Trust No 1 | Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and for the disposal of securities | 3,319 Ordinary Fully Paid | 3,319 |
| Hyperion | JP Morgan Chase Nominees Pty Ltd < Local Super SA-NT A/C > | Local Super Pty Ltd | Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and for the disposal of securities | 144,703 Ordinary Fully Paid | 144,703 |
| Hyperion | National Nominees Ltd < Maritime Super Pty Ltd A/C > | Maritime Super Pty Ltd | Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and for the disposal of securities | 144,237 Ordinary Fully Paid | 144,237 |
| Hyperion | JP Morgan Chase Nominees Pty Ltd < Meat Industry Employees' Superannuation Fund Pty Ltd A/C > | Meat Industry Employees' Superannuation Fund Pty Ltd | Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and for the disposal of securities | 66,046 Ordinary Fully Paid | 66,046 |
| Hyperion | National Nominees Ltd < Military Superannuation A/C > | Commonwealth Superannuation Corporation <Military Super> | Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and for the disposal of securities | 213,130 Ordinary Fully Paid | 213,130 |
| Hyperion | Citicorp Nominees Pty Limited < Scope Investment Trust A/C > | Murdoch Investments Pty Ltd ATF The Scope Investment Trust | Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and for the disposal of securities | 849 Ordinary Fully Paid | 849 |
| Hyperion | National Nominees Ltd < United Super Pty Ltd A/C > | United Super Pty Ltd | Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and for the disposal of securities | 840,154 Ordinary Fully Paid | 840,154 |
| Hyperion | Citicorp Nominees Pty Limited < University of Queensland A/C > | The University of Queensland | Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and for the disposal of securities | 39,704 Ordinary Fully Paid | 39,704 |
| Hyperion | Sandhurst Trustees Ltd < VISION SUPER A/C > | Vision Australia Foundation ATO Vision Australia Trust | Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and for the disposal of securities | 35,572 Ordinary Fully Paid | 35,572 |

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|----------|-------------------------------|--|--|----------------------------|-----------|
| Hyperion | Individually Managed Accounts | HSBC Nominees Pty Ltd <Investment Administration Services Pty Ltd> | Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities | 19,932 Ordinary Fully Paid | 19,932 |
| Hyperion | Individually Managed Accounts | | Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities | 10,146 Ordinary Fully Paid | 10,146 |
| Hyperion | HYPERION_IMA | Hyperion Ast Mgt - Aust Clients | Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities | 73,292 Ordinary Fully Paid | 73,292 |
| Hyperion | Hyperion_IMA_NZ | Hyperion Ast Mgt - NZ Clients | Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities | 1,300 Ordinary Fully Paid | 1,300 |
| Hyperion | Hyperion_IMA_JP | Hyperion Ast Mgt - Japan Clients | Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities | 300 Ordinary Fully Paid | 300 |
| | | | | | 4,235,536 |

Signed by: *[Signature]* This is Annexure "B" of 3 pages as mentioned in form 604 Notice of change of interest of substantial holder

Date: 18 April 2012

Capacity: Company Secretary