Rule 3.19A.2

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

Name of entity	Cochlear Limited
ABN	96 002 618 073

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.

Name of Director	**Christopher Michael Smith**
Date of last notice	**7 November 2016**

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.

Direct or indirect interest	**Direct**
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	**Not applicable**
Date of change	**Change 1: 11 August 2017** **Change 2: 17 August 2017**
No. of securities held prior to change	**(a) 18,000 Shares** **(b) 112,609 LTI Options** **(c) 18,375 LTI Performance Rights** **(d) 4,814 STI Performance Rights**

+ See chapter 19 for defined terms.

Class	**(a) fully paid ordinary shares in Cochlear Limited ("Shares")** **(b) long term incentive options subject to performance hurdles and vesting timeframes ("LTI Options")** **(c) long term incentive share rights subject to performance hurdles and vesting timeframes ("LTI Performance Rights")** **(d) short term incentive share rights subject to vesting timeframes ("STI Performance Rights")**
Number acquired	**Change 1: 2,027 Shares** **Change 2: 2,998 Shares**
Number disposed	**Nil**
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	**Change 1: 2,027 STI Performance Rights at Nil exercise price** **Change 2: 2,998 LTI Performance Rights at Nil exercise price**
No. of securities held after change	**(a) 23,025 Shares** **(b) 112,609 LTI Options** **(c) 15,377 LTI Performance Rights** **(d) 2,787 STI Performance Rights**
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	**Change 1 and Change 2:** **Mr Smith acquired a total of 5,025 Shares through the exercise of 2,998 LTI Performance Rights, and 2,027 STI Performance Rights under the Cochlear Executive Incentive Plan (CEIP). Each Performance Right entitles Mr Smith to subscribe for, be allocated or receive the transfer of, one fully paid ordinary share in Cochlear Limited.**

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.

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

Part 3 – +Closed period

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

+ See chapter 19 for defined terms.