

Fax transmission

5 November 2014

To	Market announcements office ASX Limited	From	Varun Bhatia
Your ref		Our ref	NSC:VBH:2017898
Fax number	1300 135 638	Total pages	10 including this page
Re	Notice of Initial Substantial Holder		

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Message

Letter and enclosures to follow.

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Lander & Rogers

Lawyers

5 November 2014

Cochlear Limited
1 University Avenue
MACQUARIE UNIVERSITY NSW 2109

Our ref: NSC:VBH:2017898
Office: Melbourne
By fax: 61 2 9428 6354

Notice of Initial Substantial Holder

We act for Veritas Asset Management LLP, incorporated under the laws of England and Wales with registration number OC 627407 (**New Substantial Holder**).

We refer to the letter sent to your office today by facsimile and dated 5 November 2014 notifying you of Veritas Asset Management LLP (registration number OC 584040) ceasing to be a substantial holder in Cochlear Limited. Veritas Asset Management LLP (registration number OC 584040) transferred its shareholdings in Cochlear Limited to the New Substantial Holder.

Accordingly, we write to notify you that the New Substantial Holder and its associates became substantial holders of shares in Cochlear Limited on 31 October 2014.

The New Substantial Holder and its associates hold 3,768,439 shares which represent 6.60% of the outstanding shares of Cochlear Limited. Enclosed is Form 603 Notice of initial substantial holder which is lodged on behalf of the New Substantial Holder.

Please also find enclosed an explanatory note from Veritas Asset Management LLP dated 31 October 2014 regarding the transfer of shares.

Yours faithfully


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Enc 2

cc: Market Announcements Office
ASX Limited (via facsimile)

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Form 603

Corporations Act 2001
Section 671B

Notice of Initial substantial holder

To Company Name/Scheme COCHLEAR LTD

ACN/ARSN 002 618 073

1. Details of substantial holder (1)

Name VERITAS ASSET MANAGEMENT LLP and the persons listed in Annexure A (together, "AMG Members").

ACN/ARSN (if applicable)

The holder became a substantial holder on 31/10/2014

2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary Shares	3,768,439	3,768,439	6.60%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
See Annexure B		

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
See Annexure C			

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
See Annexure D				

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

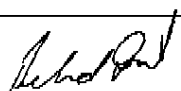
Name and ACN/ARSN (if applicable)	Nature of association
See Annexure E	

7. Addresses

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

Name	Address
See Annexure A	

Signature

print name	RICHARD GRANT	capacity	PARTNER
sign here		date	31/ 10/ 2014

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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (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) 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.

This is Annexure "A" of 1 page referred to in ASIC Form 603 (Notice of initial substantial holder)

Signature



Name: RICHARD GRANT

Position: PARTNER

Date: 31/10/2014

7. ADDRESSES

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

NAME	ADDRESS
Veritas Asset Management LLP	90 Long Acre, London WC2E 9RA, United Kingdom
The Real Return Group Ltd	90 Long Acre, London WC2E 9RA, United Kingdom
Veritas Returns Ltd	90 Long Acre, London WC2E 9RA, United Kingdom
Veritas Asset Partners Ltd	90 Long Acre, London WC2E 9RA, United Kingdom
VAM Bidco Ltd	Jordans Limited, 20-22 Bedford Row, London WC1R 4JS, United Kingdom
AMG UK Holdings Ltd	GTC Corporate Services Limited, Sassoon House, Shirley Street, PO Box SS-5383, Nassau, The Bahamas
AMG New York Holdings Corporation	The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware, New Castle, 19801, USA
Affiliated Managers Group Inc.	600 Hale Street, Prides Crossing, Massachusetts, Essex, 01965 USA

This is Annexure "B" of 1 page referred to in ASIC Form 603 (Notice of initial substantial holder)

Signature



Name: RICHARD GRANT

Position: PARTNER

Date: 31/10/2014

3. DETAILS OF RELEVANT INTERESTS

The nature of the relevant interest the substantial holder or its associates had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

HOLDER OF RELEVANT INTEREST	NATURE OF RELEVANT INTEREST	CLASS AND NUMBER OF SECURITIES
Veritas Asset Management LLP	Veritas Asset Management LLP transferred its shares to Veritas Asset Management LLP on 31 October 2014.	Ordinary Shares: 0
Veritas Asset Management LLP	Veritas Asset Management LLP (Partnership No. OC392918) has a relevant interest in the holdings detailed in Annexure C on behalf of underlying clients in its capacity as investment manager.	Ordinary Shares: 3,768,439

This is Annexure "C" of 1 page referred to in ASIC Form 603 (Notice of initial substantial holder)

Signature



Name: RICHARD GRANT

Position: PARTNER

Date: 31/10/2014


4. DETAILS OF PRESENT REGISTERED HOLDERS

The persons registered as holders of the securities referred to in Annexure B are as follows

HOLDER OF RELEVANT INTEREST	REGISTERED HOLDER OF SECURITIES	PERSON ENTITLED TO BE REGISTERED AS HOLDER	CLASS AND NUMBER OF SECURITIES
VERITAS ASSET MANAGEMENT LLP	STATE STREET UK	STATE STREET UK	ORDINARY SHARES 473,455
VERITAS ASSET MANAGEMENT LLP	BANK OF NEW YORK MELLON (UK)	BANK OF NEW YORK MELLON (UK)	ORDINARY SHARES 446,192
VERITAS ASSET MANAGEMENT LLP	JP MORGAN (UK)	JP MORGAN (UK)	ORDINARY SHARES 339,951
VERITAS ASSET MANAGEMENT LLP	NATIONAL BANK OF AUSTRALIA	NATIONAL BANK OF AUSTRALIA	ORDINARY SHARES 31,517
VERITAS ASSET MANAGEMENT LLP	NORTHERN TRUST (UK)	NORTHERN TRUST (UK)	ORDINARY SHARES 495,598
VERITAS ASSET MANAGEMENT LLP	KASBANK (NETHERLANDS)	KASBANK (NETHERLANDS)	ORDINARY SHARES 19,067
VERITAS ASSET MANAGEMENT LLP	CITIBANK (IRELAND)	CITIBANK (IRELAND)	ORDINARY SHARES 440,761
VERITAS ASSET MANAGEMENT LLP	DEUTSCHE BANK	DEUTSCHE BANK	ORDINARY SHARES 100,000
VERITAS ASSET MANAGEMENT LLP	HSBC (IRELAND)	HSBC (IRELAND)	ORDINARY SHARES 1,319,530
VERITAS ASSET MANAGEMENT LLP	BNP PARIBAS (UK)	BNP PARIBAS (UK)	ORDINARY SHARES 102,368

TOTAL: 3,768,439 Ordinary Shares

This is Annexure "D" of 1 page referred to in ASIC Form 603 (Notice of initial substantial holder)

Signature 
 Name: RICHARD GRANT
 Position: PARTNER
 Date: 31/10/2014

5. CONSIDERATION

The consideration paid for each relevant interest referred to in Annexure B of this notice, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

HOLDER OF RELEVANT INTEREST	DATE OF ACQUISITION	CONSIDERATION	CLASS AND NUMBER OF SECURITIES
VERITAS ASSET MANAGEMENT LLP	05/06/2014	\$59.0315	ORDINARY SHARES 16,026
VERITAS ASSET MANAGEMENT LLP	13/06/2014	\$58.8955	ORDINARY SHARES 32,629
VERITAS ASSET MANAGEMENT LLP	22/10/2014	\$71.8495	ORDINARY SHARES 61,567

This is Annexure "E" of 1 page referred to in ASIC Form 603 (Notice of initial substantial holder)

Signature



Name: RICHARD GRANT

Position: PARTNER

Date: 31/10/2014

6. ASSOCIATES

The reasons the person named in Annexure B above are associates of the substantial holder are as follows:

NAME AND ACN	NATURE OF ASSOCIATION
Veritas Asset Management LLP	Veritas Asset Management LLP is controlled by Real Return Group (Refer section 12(2) <i>Corporations Act 2001</i> (Cth)).
The Real Return Group Ltd	The Real Return Group Ltd is controlled by Veritas Returns Ltd (Refer section 12(2) <i>Corporations Act 2001</i> (Cth)).
Veritas Returns Ltd	Veritas Returns Ltd is controlled by Veritas Asset Partners Ltd (Refer section 12(2) <i>Corporations Act 2001</i> (Cth)).
Veritas Asset Partners Ltd	Veritas Asset Partners Ltd is controlled by VAM Bidco Ltd (Refer section 12(2) <i>Corporations Act 2001</i> (Cth)).
VAM Bidco Ltd	VAM Bidco Ltd is controlled by AMG UK Holdings Ltd (Refer section 12(2) <i>Corporations Act 2001</i> (Cth)).
AMG UK Holdings Ltd	AMG UK Holdings Ltd is controlled by AMG New York Holdings Corporation (Refer section 12(2) <i>Corporations Act 2001</i> (Cth)).
AMG New York Holdings Corporation	AMG New York Holdings Corporation is controlled by Affiliated Managers Group Inc. (Refer section 12(2) <i>Corporations Act 2001</i> (Cth)).
Affiliated Managers Group Inc.	Affiliated Managers Group Inc. is a body corporate that controls AMG New York Holdings Corporation (Refer section 12(2) <i>Corporations Act 2001</i> (Cth)).

VERITAS ASSET MANAGEMENT

REAL RETURN INVESTING

Australian Securities and Investments Commission

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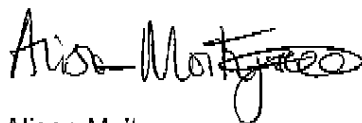
31st October 2014

**EXPLANATORY NOTE TO ACCOMPANY FORM 603 (NOTICE OF INITIAL SUBSTANTIAL HOLDER)
AND FORM 605 (NOTICE OF CEASING TO BE A SUBSTANTIAL HOLDER)**

Dear Sir/Madam,

This is an explanatory note to accompany Forms 603 and 605 and to advise that the transfer of shares should be from **VERITAS ASSET MANAGEMENT LLP (FCA Firm Reference Number 584040)** – the 'old' Veritas entity which is in the process of being deauthorised and cancelled in the UK to the current, new legal entity, also called **VERITAS ASSET MANAGEMENT LLP** but which has a **different FCA Firm Reference Number 627407**.

Yours Faithfully,



Alison Moitysee
Compliance Officer, Veritas Asset Management LLP

Authorised and regulated by the Financial Conduct Authority
Registered office: 90 Long Acre, London WC2E 9RA
Registered in England & Wales. Registered Number: 0C392918