

MEDICAL SCIENCE COMMITTEE

TERMS OF REFERENCE

Purpose

The primary purpose of the Medical Science Committee is to assist the Board discharge its responsibility in relation to the medical aspects of the Company's implantable devices program.

Membership

- The Chairperson of the Committee shall be a Non-Executive Director of the Company.
- The CEO/President will be a member of the Committee.
- The Committee may include non-Board members, at the discretion of the Board, for defined periods of appointment.

Secretarial and Meetings

- The Senior Vice President, Quality and Regulatory shall be appointed Secretary of the Committee.
- The Secretary, in conjunction with the Chairperson, shall draw up an agenda, which shall be circulated, to the members of the Committee and any invited attendees.
- The Chairperson will call a meeting of the Medical Sub-Committee if so requested by any member of the Committee.
- Meetings shall be on an "as needs" basis, with a minimum of two per year.

Authority

- The Medical Science Committee shall have authority to seek information it requires from any officer or employee of Cochlear.
- The Medical Science Committee is authorised to take such independent professional advice, as it considers necessary, including that from medical experts.
- In relation to risk management of medical aspects of Cochlear programs, it will liaise with the Audit Committee

Responsibilities

- The Medical Science Committee shall consider any matters relating to medical aspects of the Company's implantable devices program.
- Reviewing the findings arising from any of Cochlear's Medical Advisory Meetings.
- Monitoring the risk management and appropriateness of internal controls with the management of medical risks associated with the Company's activities.
- The Medical Science Committee will annually review its performance and make recommendations to the Board for improving the effectiveness of the Committee.
- The Medical Science Committee shall keep a watching brief on medical and scientific developments.

Current Membership

Chairperson:	Prof Edward Byrne
Non-Executive Directors:	Mr Donal O'Dwyer
Executive Directors:	Dr Chris Roberts
Secretary:	Dr Bronwyn Evans

Date: January 12th, 2009