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Manager of Company Announcements
ASX Limited
Level 6
20 Bridge Street
SYDNEY NSW 2000

23 May 2007
BY E-LODGEMENT

## Dear Sir / Madam

## Results of Annual General Meeting

In accordance with ASX Listing Rule 3.13.2 the Company is pleased to confirm that each of the resolutions put to shareholders at the Company’s Annual General Meeting (held on 23 May 2007) were passed on a show of hands.

The resolutions put to shareholders were as follows:
(a) Resolution No. 1 - Adoption of the Remuneration Report
(b) Resolution No. 2 - Re-election of Dr Denis Wade AM as a Non-Executive Director
(c) Resolution No. 3 - Re-election of Dr Seth Harrison as a Non-Executive Director
(d) Resolution No. 4 - Re-election and Confirmation of Mr Robert Stockman as a Non-Executive Director
(e) Resolution No. 5 - Confirmation of Mr Douglas Godshall as Managing Director

The information required under Section 251AA of the Corporations Act is attached.
Yours faithfully


David McIntyre
Chief Financial Officer \&
Company Secretary

## HeartWare

## HEARTWARE LIMITED

## ANNUAL GENERAL MEETING - 23 MAY 2007

Disclosure of Proxy Votes
In accordance with sectio 251AA of the Corporations Act 2001, the following information is provided to the ASX Limited in relation to resolutions passed by members of HeartWare Limited at its Annual General Meeting held on 23 May 2007.

| Resolution Number | Resolution 1 | Resolution 2 | Resolution 3 | Resolution 4 | Resolution 5 |
| :---: | :---: | :---: | :---: | :---: | :---: |
| Decided by a show of hands (S) or poll (P) | S | S | S | S | S |
| Total number of proxy votes exercisable by proxies validly appointed | 108,440,291 | 108,455,928 | 108,455,928 | 108,455,928 | 108,453,928 |
| Total number of proxy votes in respect of which the appointments specified that: <br> - The proxy is to vote for the resolution <br> - The proxy is to vote against the resolution <br> - The proxy is to abstain on the resolution <br> - The proxy may vote at the proxy's discretion\# | $\begin{array}{r} 106,613,665 \\ 86,866 \\ 2,404,073 \\ 1,739,760 \end{array}$ | $\begin{array}{r} 106,716,168 \\ 0 \\ 2,388,436 \\ 1,739,760 \end{array}$ | $\begin{array}{r} 106,716,168 \\ 0 \\ 2,388,436 \\ 1,739,760 \end{array}$ | $\begin{array}{r} 106,713,168 \\ 0 \\ 2,388,436 \\ 1,742,760 \end{array}$ | $\begin{array}{r} 106,714,168 \\ 0 \\ 2,388,436 \\ 1,739,760 \end{array}$ |
| Total votes cast on a poll in favour of the resolution | N/A | N/A | N/A | N/A | N/A |
| Total votes cast on a poll against the resolution | N/A | N/A | N/A | N/A | N/A |
| Total votes cast on a poll abstaining on the resolution | N/A | N/A | N/A | N/A | N/A |
| Total votes exercisable by proxies which were not cast | N/A | N/A | N/A | N/A | N/A |



## David McIntyre

Chief Financial Officer \&

## Company Secretary

The total number of open votes available to vote by the Chairman was 1,639,760 on each of Resolutions 1-3 \& 5. In relation to Resolution 4 , there were $1,642,760$ open votes available to vote by the Chairman.

