

HEARTWARE LIMITED

ABN 34 111 970 257



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Manager of Company Announcements
Australian Stock Exchange Limited
Level 6
20 Bridge Street
SYDNEY NSW 2000

23 May 2006
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 2006) 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 Mr Robert Thomas as a Non-Executive Director
- (c) Resolution No. 3 – Re-appointment of Auditors
- (d) Resolution No. 4 – Approval of Employee Share Option Plan
- (e) Resolution No. 5 – Increase on Directors' Fees

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

Yours faithfully

David McIntyre
Chief Financial Officer &
Company Secretary



HEARTWARE LIMITED
ANNUAL GENERAL MEETING – 23 MAY 2006
Disclosure of Proxy Votes

In accordance with section 251AA of the *Corporations Act* 2001, the following information is provided to the Australian Stock Exchange Limited in relation to resolutions passed by members of HeartWare Limited at its Annual General Meeting held on 23 May 2006.

Resolution Number	Resolution 1	Resolution 2	Resolution 3	Resolution 4	Resolution 5	Resolution 6
Decided by a show of hands (S) or poll (P)	S	S	S	S	S	S
Total number of proxy votes exercisable by proxies validly appointed	98,452,058	98,455,058	98,457,058	5,515,376	5,540,276	98,471,058
Total number of proxy votes in respect of which the appointments specified that:						
▪ The proxy is to vote for the resolution	97,752,283	97,797,283	97,799,283	4,762,505	4,741,205	97,757,687
▪ The proxy is to vote against the resolution	27,000	0	0	80,096	126,296	50,596
▪ The proxy is to abstain on the resolution	35,000	32,000	30,000	54,900	30,000	16,000
▪ The proxy may vote at the proxy's discretion	672,775	657,775	657,775	#672,775	#672,775	#662,775
Total votes cast on a poll in favour of the resolution	N/A	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	N/A
Total votes cast on a poll abstaining on the resolution	N/A	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	N/A

David McIntyre
Chief Financial Officer &
Company Secretary

The total number of open votes available to vote by the Chairman was 180,950 on each of Resolutions 4-6.