

HEARTWARE LIMITED

ABN 34 111 970 257



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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 LIMITED
ANNUAL GENERAL MEETING – 23 MAY 2007
Disclosure of Proxy Votes

In accordance with section 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:					
▪ The proxy is to vote for the resolution	106,613,665	106,716,168	106,716,168	106,713,168	106,714,168
▪ The proxy is to vote against the resolution	86,866	0	0	0	0
▪ The proxy is to abstain on the resolution	2,404,073	2,388,436	2,388,436	2,388,436	2,388,436
▪ The proxy may vote at the proxy's discretion#	1,739,760	1,739,760	1,739,760	1,742,760	1,739,760
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.