

Stock Exchange Announcement

STOCK EXCHANGE LISTINGS: NEW ZEALAND (FPH), AUSTRALIA (FPH)

ANNUAL SHAREHOLDERS' MEETING RESULTS, DIRECTOR ANNOUNCEMENTS AND DIRECTOR INDEPENDENCE

Auckland, New Zealand, 20 August 2014 - Fisher & Paykel Healthcare Corporation Limited (NZSX:FPH, ASX:FPH) advises that all resolutions put to the company's annual shareholders' meeting held in Auckland today were passed. The six resolutions were:

Resolution 1: To re-elect Tony Carter as a Director.

Resolution 2: To re-elect Lindsay Gillanders as a Director.

Resolution 3: To authorise the Directors to fix the fees and expenses of the Company's auditor.

Resolution 4: To approve the increase of the maximum aggregate amount of remuneration payable by the Company to non-executive Directors (in their capacity as Directors) by NZ\$150,000 from NZ\$800,000 per annum to NZ\$950,000 per annum with effect from 1 April 2015.

Resolution 5: To approve the issue of share rights to Michael Daniell as set out in the Notice of Annual Shareholders' Meeting 2014.

Resolution 6: To approve the issue of options to Michael Daniell as set out in the Notice of Annual Shareholders' Meeting 2014.

All resolutions were decided by poll. The details of the total number of votes cast in person or by proxy on the polls were as follows:

Resolution	Votes For	%	Votes Against	Total Votes Cast	Abstain
Resolution 1 Re-election of Tony Carter	312,085,388	97.73%	7,232,761	319,318,149	834,744
Resolution 2: Re-election of Lindsay Gillanders	316,036,816	98.78%	3,910,028	319,946,844	206,049
Resolution 3: Authorise Directors to fix fees and expenses of auditor	318,707,415	99.61%	1,235,288	319,942,703	210,190
Resolution 4: Directors' remuneration	311,676,418	98.85%	3,635,706	315,312,124	379,686
Resolution 5: Issue of share rights to Michael Daniell	313,390,140	98.40%	5,087,380	318,477,520	229,579
Resolution 6: Issue of options to Michael Daniell	313,188,967	98.35%	5,256,473	318,445,440	261,659

Independence of Directors

In accordance with NZX Listing Rule 3.3.3(a), the Board has determined that Tony Carter, Roger France, Lindsay Gillanders, Geraldine McBride, Arthur Morris and Donal O'Dwyer are independent directors.

The factors that the Board considers in assessing the independence of directors are set out in the Board Charter, which can be viewed on the company's website: www.fphcare.com.

Contact: Tony Barclay, Company Secretary on +64 9 574 0119. For more information about the company visit our website www.fphcare.com

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