

## Stock Exchange Announcement

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

### ANNUAL SHAREHOLDERS' MEETING RESULTS, DIRECTOR ANNOUNCEMENTS AND DIRECTOR INDEPENDENCE

Auckland, New Zealand, 24 August 2017 - Fisher & Paykel Healthcare Corporation Limited advises that all resolutions put to the company's annual shareholders' meeting held in Auckland today were passed. The seven resolutions were:

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

Resolution 2: To re-elect Geraldine McBride as a Director.

Resolution 3: To elect Pip Greenwood as a Director.

Resolution 4: To approve the remuneration of Directors.

Resolution 5: To authorise the Directors to fix the fees and expenses of the Company's auditor.

Resolution 6: To approve the issue of share rights to Lewis Gradon as set out in the Notice of Annual Shareholders' Meeting 2017.

Resolution 7: To approve the issue of options to Lewis Gradon as set out in the Notice of Annual Shareholders' Meeting 2017.

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	351,603,320	98.21	6,403,875	358,007,195	396,170
Resolution 2: Re-election of Geraldine McBride	357,781,249	99.90	351,434	358,132,683	270,682
Resolution 3: Election of Pip Greenwood	357,673,616	99.90	363,872	358,037,488	365,877
Resolution 4: Approval of remuneration of Directors	354,277,494	99.68	1,132,929	355,410,423	611,423
Resolution 5: Authorise Directors to fix fees and expenses of auditor	357,954,772	99.94	223,507	358,178,279	225,086
Resolution 6: Issue of share rights to Lewis Gradon	338,138,936	93.98	21,646,301	359,785,237	526,130
Resolution 7: Issue of options to Lewis Gradon	338,122,803	93.98	21,643,771	359,766,574	544,793

### Independence of Directors

In accordance with NZX Listing Rule 3.3.3(a), the Board has determined that Tony Carter, Pip Greenwood, Geraldine McBride, Arthur Morris, Donal O'Dwyer and Scott St John 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/corporategovernance](http://www.fphcare.com/corporategovernance).

Contact: Ed Timmins, Company Secretary on +64 9 574 0164. For more information about the company visit our website [www.fphcare.com](http://www.fphcare.com)