

## Statutory Information

### EMPLOYEE REMUNERATION

The Group operates in a number of countries where remuneration market levels differ widely. The offshore remuneration amounts are converted into New Zealand dollars. Of the employees noted in the table below, 76% are employed by the Group outside New Zealand. During the year a number of employees or former employees of the Group, not being directors of the Company, received remuneration and other benefits that exceeded NZ\$100,000 in value as follows:

Remuneration		Number of employees
\$	\$	
100,000	- 110,000	45
110,001	- 120,000	36
120,001	- 130,000	29
130,001	- 140,000	29
140,001	- 150,000	24
150,001	- 160,000	40
160,001	- 170,000	19
170,001	- 180,000	12
180,001	- 190,000	12
190,001	- 200,000	5
200,001	- 210,000	9
210,001	- 220,000	7
220,001	- 230,000	6
230,001	- 240,000	3
240,001	- 250,000	1
250,001	- 260,000	1
260,001	- 270,000	2
270,001	- 280,000	2
280,001	- 290,000	1
290,001	- 300,000	2
310,001	- 320,000	2
340,001	- 350,000	1
350,001	- 360,000	1
390,001	- 400,000	1
400,001	- 410,000	1
430,001	- 440,000	1
440,001	- 450,000	1
490,001	- 500,000	1
540,001	- 550,000	1
550,001	- 560,000	1
640,001	- 650,000	1
700,001	- 710,000	1

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### DISTRIBUTION OF SHAREHOLDERS AND HOLDINGS

	Number of Holders	%	Number of Ordinary Shares	%
1 to 999	2,854	14.49	1,424,350	0.28
1,000 to 4,999	9,991	50.72	23,049,853	4.52
5,000 to 9,999	3,542	17.98	22,865,363	4.49
10,000 to 99,999	3,153	16.00	62,985,450	12.36
100,000 and over	159	0.81	399,235,121	78.35
Total	19,699	100.00	509,560,137	100.00

The details set out above were as at 26 May 2009.

As disclosed in Note 23 of the Financial Statements there were 19,302,008 options on issue to employees as at 31 March 2009.

The Company only has one class of shares on issue, ordinary shares, and these shares are listed on the NZSX and ASX. There are no other classes of equity security currently on issue. The Company's ordinary shares each carry a right to vote on any resolution on a poll at a meeting of shareholders. Holders of ordinary shares may vote at a meeting in person, or by proxy, representative or attorney. Voting may be conducted by voice, by show of hands, or poll. There are no voting rights attaching to options.

There were 541 shareholders holding less than a marketable parcel, as defined by ASX Listing Rules, of the Company's ordinary shares, based on the market price as at 26 May 2009.

There are no restricted securities or securities subject to voluntary escrow on issue.

### LIMITATIONS ON THE ACQUISITION OF SECURITIES

The Company is not subject to Chapters 6, 6A, 6B and 6C of the Corporations Act dealing with the acquisition of shares (i.e. substantial holdings and takeovers).

Limitations on the acquisition of the securities imposed by the jurisdiction in which the Company is incorporated (New Zealand) are:

- In general, securities in the Company are freely transferable and the only significant restrictions or limitations in relation to the acquisition of securities are those imposed by New Zealand laws relating to takeovers, overseas investment and competition.
- The New Zealand Takeovers Code creates a general rule under which the acquisition of 20% or more of the voting rights in the Company or the increase of an existing holding of 20% or more of the voting rights of the Company can only occur in certain permitted ways. These include a full takeover offer in accordance with the Takeovers Code, a partial takeover offer in accordance with the Takeovers Code, an acquisition approved by an ordinary resolution, an allotment approved by an ordinary resolution, a creeping acquisition (in certain circumstances) or compulsory acquisition if a shareholder holds 90% or more of the shares of the Company.
- The New Zealand Overseas Investment Act and Overseas Investment Regulations regulate certain investments in New Zealand by overseas persons. In general terms, the consent of the New Zealand Overseas Investment Office is likely to be required where an "overseas person" acquires shares in the Company that amount to 25% or more of the shares issued by the Company, or if the overseas person already holds 25% or more, the acquisition increases that holding.
- The New Zealand Commerce Act 1986 is likely to prevent a person from acquiring shares in the Company if the acquisition would have, or would be likely to have, the effect of substantially lessening competition in the market.

### SUBSTANTIAL SECURITY HOLDERS

According to notices given under the Securities Markets Act 1988, the substantial security holders in ordinary shares (being the only class of listed voting securities) of the Company and their relevant interests according to the substantial security holder file as at 26 May 2009, were as follows:

	Ordinary Shares	%
UBS Nominees Pty Limited and related bodies corporate (notice dated 25 November 2008)	33,869,031	6.65
AMP Capital Investors (NZ) Limited (notice dated 21 October 2008)	32,129,978	6.31
Caledonia (Private) Investments Pty Limited and its associates (notice dated 24 February 2009)	32,115,810	6.30
Schroder Investment Management (Australia) Limited and associated entities (notice dated 20 May 2009)	25,872,310	5.08

As at 26 May 2009, the Company had 509,560,137 ordinary shares on issue.

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### PRINCIPAL SHAREHOLDERS

The names and holdings of the twenty largest registered shareholders as at 26 May 2009 were:

	Ordinary Shares	%
HSBC Nominees (New Zealand) Limited	63,770,745	12.51
National Nominees New Zealand Limited	54,944,802	10.78
UBS Nominees Pty Limited	29,460,312	5.78
National Nominees Limited	19,566,026	3.84
Citibank Nominees (New Zealand) Limited	17,929,496	3.52
Accident Compensation Corporation	15,593,096	3.06
NZ Superannuation Fund Nominees Limited	14,486,269	2.84
J P Morgan Nominees Australia Limited	13,714,286	2.69
Premier Nominees Limited	13,255,893	2.60
ANZ Nominees Limited	8,497,235	1.67
Custodial Services Limited	8,464,754	1.66
AMP Investments Strategic Equity Growth Fund	7,544,265	1.48
NZGT Nominees Limited	6,650,172	1.31
Cogent Nominees Pty Limited	6,190,849	1.21
TEA Custodians Limited	5,711,826	1.12
FNZ Custodians Limited	5,560,352	1.09
NZ Guardian Trust Investment Nominees Limited	4,969,300	0.98
Private Nominees Limited	4,493,430	0.88
Guardian Trust Investment Nominees (RWT) Limited	3,815,128	0.75
Masfen Securities Limited	3,651,070	0.72

### DIRECTORS' SHAREHOLDINGS

Directors held interests in the following shares in the Company at 31 March 2009:

Gary Paykel	- beneficially owned	2,522,635
	- not beneficially owned	2,608,306
Michael Daniell*	- beneficially owned	733,517
	- not beneficially owned	739,271
Nigel Evans	- beneficially owned	23,180
	- not beneficially owned	2,042,415
Roger France	- beneficially owned	Nil
Lindsay Gillanders	- beneficially owned	514,415
Sir Colin Maiden	- beneficially owned	54,295
Arthur Morris	- beneficially owned	Nil

\* Mr Daniell had a beneficial interest in 975,000 options issued under the 2003 Share Option Plan.

### SHARE DEALINGS BY DIRECTORS

In accordance with Section 148(2) of the Companies Act 1993, the Board has received disclosures from the Directors named below of acquisitions or dispositions of relevant interests in the Company between 1 April 2008 and 31 March 2009, and details of those dealings were entered in the Company's interests register. The particulars of such disclosures are:

Michael Daniell was granted 160,000 options for nil consideration, convertible into 160,000 shares in accordance with their terms, on 3 September 2008 under the 2003 Share Option Plan.

Nigel Evans is a trustee of the Woolf Fisher Trust which disposed of:

- (a) 1,250,000 shares on 27 February 2009 at \$3.22 per share; and
- (b) 250,000 shares on 2 March 2009 at \$3.218 per share.

Nigel Evans does not have a beneficial interest in any of the shares held, or disposed of, by the Woolf Fisher Trust.

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### STATUTORY DISCLOSURE

#### SUBSIDIARY COMPANY DIRECTORS

Section 211(2) of the Companies Act 1993 requires the Company to disclose, in relation to its subsidiaries, the total remuneration and value of other benefits received by Directors and former Directors, and particulars of entries in the interests registers made during the year ended 31 March 2009.

Other than Fisher & Paykel Healthcare Employee Share Purchase Trustee Limited, of which Gary Paykel is a director, no subsidiary has Directors who are not full-time employees of the Group.

The remuneration and other benefits of such employees (received as employees) totalling \$100,000 or more during the year ended 31 March 2009, are included in the relevant bandings for remuneration disclosed at the beginning of the "Statutory Information" section of this annual report.

No employee of the Fisher & Paykel Healthcare Group appointed as a Director of Fisher & Paykel Healthcare Corporation Limited or its subsidiaries receives or retains any remuneration or other benefits in their capacity as a Director.

The persons who held office as Directors of subsidiary companies at 31 March 2009, and those who ceased to hold office during the year ended 31 March 2009, are as follows:

#### **Fisher & Paykel Healthcare Limited (NZ)**

Michael Daniell, Lewis Gradon, Paul Shearer, Tony Barclay

#### **Fisher & Paykel Healthcare Properties Limited (NZ)**

Michael Daniell, Lewis Gradon, Paul Shearer, Tony Barclay

#### **Fisher & Paykel Healthcare Treasury Limited (NZ)**

Michael Daniell, Lewis Gradon, Paul Shearer, Tony Barclay

#### **Fisher & Paykel Healthcare Asia Limited (NZ)**

Michael Daniell, Lewis Gradon, Paul Shearer, Tony Barclay

#### **Fisher & Paykel Healthcare Asia Investments Limited (NZ)**

Michael Daniell, Lewis Gradon, Paul Shearer, Tony Barclay

#### **Fisher & Paykel Healthcare Americas Investments Limited (NZ)**

Michael Daniell, Lewis Gradon, Paul Shearer, Tony Barclay

#### **Fisher & Paykel Healthcare Employee Share Purchase Trustee Limited (NZ)**

Gary Paykel, Michael Daniell, Tony Barclay

#### **Fisher & Paykel Healthcare Pty Limited (Australia)**

Michael Daniell, Lewis Gradon, Paul Shearer, David Boyle

#### **Fisher & Paykel Healthcare Limited (UK)**

Michael Daniell, Paul Shearer, Jill Nelson

#### **Fisher & Paykel Healthcare SAS (France)**

Michael Daniell, Paul Shearer, Patrick McSweeney, Ian Hopkinson (Colin Board ceased to hold office during the year)

#### **Fisher & Paykel Holdings GmbH (Germany)**

Ian Hopkinson (Colin Board ceased to hold office during the year)

#### **Fisher & Paykel Healthcare GmbH & Co KG (Germany)**

Ian Hopkinson, Peter Spoljaric (Colin Board ceased to hold office during the year)

#### **Fisher & Paykel Healthcare AB (Sweden)**

Michael Daniell, Paul Shearer, Patrick McSweeney, Ian Hopkinson (Colin Board ceased to hold office during the year)

#### **Fisher & Paykel Holdings Inc. (USA)**

Michael Daniell, Paul Shearer, Tony Barclay

#### **Fisher & Paykel Healthcare Inc. (USA)**

Michael Daniell, Paul Shearer, Justin Callahan

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### **Fisher & Paykel Healthcare K.K. (Japan)**

Michael Daniell, Paul Shearer, Kokichi Kitahara

### **Fisher & Paykel Healthcare (Guangzhou) Limited (China)**

Michael Daniell, Paul Shearer, David Boyle, Zhiping Hou

### **Fisher & Paykel Healthcare India Private Limited (India)**

Michael Daniell, Paul Shearer, David Boyle, Thekkanathu Paily Bastin

### **Fisher & Paykel Healthcare Limited (Hong Kong)**

Michael Daniell, Paul Shearer, David Boyle, Zhiping Hou

### **Fisher & Paykel Healthcare S.A. de C.V. (Mexico)**

Michael Daniell, Lewis Gradon

### **Fisher & Paykel do Brasil Ltda (Brazil)**

Brazilian law does not require directors. Decision making authority lies with the directors of its shareholders.

## DISCLOSURE OF INTERESTS BY DIRECTORS

In accordance with Section 140(2) of the Companies Act 1993, the Directors named below have made a general disclosure of interest, by a general notice disclosed to the Board and entered in the Company's interests register. General notices given by Directors which remain current as at 31 March 2009 (with the exception of Michael Smith's disclosures which were current up to the date he retired on 24 February 2009) are as follows:

### **GARY PAYKEL**

#### **Chairman of:**

Fisher & Paykel Appliances Holdings Limited  
Milly Molly Group Holdings Limited

#### **A director of:**

ACG Capital Limited  
Endeavour Yachting Limited  
Fisher & Paykel Healthcare Employee Share Purchase Trustee Limited  
Howgate Holdings Limited  
Keano Enterprises Limited  
Lady Ruby Investments Limited  
Levante Holdings Limited  
Levante Marine Services Limited  
New Zealand 93 Limited  
Premier Icons New Zealand Limited  
Sport Lemonade Corporation Limited  
Stonex Systems Limited  
Team New Zealand Limited  
The Friends of Milly Molly (NZ) Limited

#### **A trustee of:**

Andsar Family Trust  
Endeavour Yachting Limited  
Levante No. 2 Trust  
Maurice Paykel Charitable Trust (Inc)  
Maurice and Phyllis Paykel Trust (Inc)  
Team New Zealand Trust

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### DISCLOSURE OF INTERESTS BY DIRECTORS continued

#### MICHAEL DANIELL

##### A director of:

Fisher & Paykel Healthcare Employee Share Purchase Trustee Limited

#### NIGEL EVANS

##### A director of:

Managers & Consultants Limited  
Quark Technology Limited

##### A trustee of:

Woolf Fisher Trust

#### ROGER FRANCE

##### Chancellor of:

University of Auckland

##### Chairman of:

Tappenden Holdings Limited

##### A director of:

Air New Zealand Limited  
Sirius NZ Holdco Limited  
Blue Star Print Group  
Tappenden Management Limited

#### LINDSAY GILLANDERS

##### Chairman of:

Auckland Packaging Company Limited

##### A director of:

Fisher & Paykel Appliances Holdings Limited  
LRS Management Limited  
Rangatira Limited  
Vita New Zealand Limited

#### SIR COLIN MAIDEN

##### A member of:

Marsh (NZ) Limited Advisory Group

#### ARTHUR MORRIS

##### Chairman of:

DNA Diagnostics Limited

##### CEO of:

Diagnostic Medlab Limited

#### MICHAEL SMITH (retired on 24 February 2009)

##### Chairman and trustee of:

The Lion Foundation

##### Chairman of:

ING (NZ) Holdings Limited  
ING Property Trust Management Limited

##### A director of:

Hauraki Private Equity No. 1 Fund  
Hauraki Private Equity No. 2 Fund

### DIRECTORS' AND OFFICERS' INSURANCE AND INDEMNITY

The Group has arranged, as provided for under the Company's Constitution, policies of Directors' and Officers' Liability Insurance which, with a Deed of Indemnity entered into with all Directors, ensures that generally Directors will incur no monetary loss as a result of actions undertaken by them as Directors. Certain actions are specifically excluded, for example, the incurring of penalties and fines which may be imposed in respect of breaches of the law.

### USE OF COMPANY INFORMATION

There were no notices from Directors of the Company requesting to use Company information received in their capacity as Directors which would not otherwise have been available to them.

### GROUP STRUCTURE

#### FISHER & PAYKEL HEALTHCARE CORPORATION LIMITED\* OWNS:

Fisher & Paykel Healthcare Limited (NZ)\*  
Fisher & Paykel Healthcare Pty Limited (Australia)\*  
Fisher & Paykel Healthcare Treasury Limited (NZ)\*  
Fisher & Paykel Healthcare Employee Share Purchase Trustee Limited (NZ)  
Fisher & Paykel Healthcare Limited (UK)  
Fisher & Paykel Holdings Inc. (USA)  
Fisher & Paykel do Brasil Ltda (Brazil)  
Fisher & Paykel Healthcare (Guangzhou) Limited (China)  
Fisher & Paykel Healthcare Asia Limited (NZ)  
Fisher & Paykel Healthcare Americas Investments Limited

\* COMPANIES OPERATING UNDER A NEGATIVE PLEDGE AGREEMENT

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### FISHER & PAYKEL HEALTHCARE LIMITED (NZ) OWNS:

Fisher & Paykel Healthcare Properties Limited (NZ)\*

### FISHER & PAYKEL HOLDINGS INC. (USA) OWNS:

Fisher & Paykel Healthcare Inc. (USA)

### FISHER & PAYKEL HEALTHCARE LIMITED (UK) OWNS:

Fisher & Paykel Healthcare SAS (France)  
Fisher & Paykel Holdings GmbH (Germany)  
Fisher & Paykel Healthcare AB (Sweden)

### FISHER & PAYKEL HOLDINGS GMBH (GERMANY) OWNS:

Fisher & Paykel Healthcare GmbH & Co KG (Germany)

### FISHER & PAYKEL HEALTHCARE ASIA LIMITED (NZ) OWNS:

Fisher & Paykel Healthcare Asia Investments Limited (NZ)

### FISHER & PAYKEL HEALTHCARE ASIA INVESTMENTS LIMITED (NZ) OWNS:

Fisher & Paykel Healthcare India Private Limited (India)  
Fisher & Paykel Healthcare K.K. (Japan)  
Fisher & Paykel Healthcare Limited (Hong Kong)

### FISHER & PAYKEL HEALTHCARE AMERICAS INVESTMENTS LIMITED (NZ) OWNS:

Fisher & Paykel Healthcare S.A. de C.V. (Mexico)

ALL COMPANIES ARE WHOLLY OWNED

## DIRECTORS' DETAILS

The persons holding office as Directors of Fisher & Paykel Healthcare Corporation Limited at any time during, or since the end of, the year ended 31 March 2009 are as follows:

Gary Paykel	Chairman, Non-Executive, Independent
Michael Daniell	Managing Director and Chief Executive Officer
Nigel Evans	Non-Executive, Independent
Roger France	Non-Executive, Independent
Lindsay Gillanders	Non-Executive, Independent
Sir Colin Maiden	Non-Executive, Independent
Arthur Morris	Non-Executive, Independent
Michael Smith	Non-Executive, Independent

During the 12 months to 31 March 2009:

- At the Annual Meeting of Shareholders held on 22 August 2008, Gary Paykel and Michael Smith retired by rotation in accordance with the Company's constitution, and were re-elected to the Board.
- At the Annual Meeting of Shareholders held on 22 August 2008, Arthur Morris retired following his casual appointment in accordance with the Company's constitution, and was re-elected to the Board.
- At the Board meeting held on 24 February 2009, Michael Smith resigned and Roger France was appointed to fill the casual vacancy in accordance with the Company's constitution.

## EXECUTIVES' DETAILS

**Michael Daniell**, Managing Director and Chief Executive Officer

### SENIOR MANAGEMENT

**Lewis Gradon**, Senior Vice-President – Research and Development

**Paul Shearer**, Senior Vice-President – Sales and Marketing

**Tony Barclay**, Chief Financial Officer and Company Secretary

## Directory

The details of the Company's principal administrative and registered office in New Zealand are:

Physical address: 15 Maurice Paykel Place, East Tamaki,  
Auckland 2013, New Zealand  
Telephone: +64 9 574 0100  
Facsimile: +64 9 574 0158  
Postal address: PO Box 14348, Panmure, Auckland, 1741  
New Zealand  
Internet address: [www.fphcare.com](http://www.fphcare.com)  
Email address: [investor@fphcare.co.nz](mailto:investor@fphcare.co.nz)

### SHARE REGISTRY

In New Zealand:

Computershare Investor Services Limited  
Physical address: Level 2, 159 Hurstmere Road, Takapuna,  
Auckland  
Postal address: Private Bag 92119, Auckland 1142,  
New Zealand  
Telephone: +64 9 488 8700  
Facsimile: +64 9 488 8787  
Investor enquiries: +64 9 488 8777  
Internet address: [www.computershare.co.nz](http://www.computershare.co.nz)  
Email: [enquiry@computershare.co.nz](mailto:enquiry@computershare.co.nz)

### STOCK EXCHANGES

The Company's ordinary shares are listed on the NZSX and the ASX.

### INCORPORATION

The Company was incorporated in Auckland, New Zealand.

The details of the Company's registered office in Australia are:

Physical address: 36-40 New Street, Ringwood, Victoria 3134,  
Australia  
Telephone: +61 3 9879 5022  
Facsimile: +61 3 9879 5232  
Postal address: PO Box 167, Ringwood, Victoria 3134,  
Australia

In Australia:

Computershare Investor Services Limited  
Physical address: Level 4, 60 Carrington Street, Sydney, NSW  
2000  
Postal address: GPO Box 7045, Sydney, NSW 1115,  
Australia  
Telephone: +61 2 8234 5000  
Facsimile: +61 2 8234 5050  
Investor enquiries: 1 300 855 080 (for use within Australia only)  
Internet address: [www.computershare.com.au](http://www.computershare.com.au)  
Email: [sydney.services@computershare.com.au](mailto:sydney.services@computershare.com.au)

