

SCHEDULE 14A
(RULE 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES
EXCHANGE ACT OF 1934

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

☐ Preliminary Proxy Statement

☐ **Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))

☒ Definitive Proxy Statement

☐ Definitive Additional Materials

☐ Soliciting Material Pursuant § 240.14a-12

WILSON GREATBATCH TECHNOLOGIES, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☒ No fee required.

☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

☐ Fee paid previously with preliminary materials.

☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

[WILSON GREATBATCH LOGO]

April 29, 2005

Dear Stockholder:

You are cordially invited to attend the Annual Meeting of Stockholders of Wilson Greatbatch Technologies, Inc. which will be held on Tuesday, May 24, 2005, at 10:00 a.m. at Samuel's Grande Manor, 8750 Main Street, Williamsville, New York 14221. A map containing directions to Samuel's Grande Manor is included on the enclosed proxy card for your convenience.

Details of the business to be conducted at the Annual Meeting are given in the enclosed Notice of Annual Meeting and Proxy Statement. Included with the Proxy Statement is a copy of the company's 2004 Annual Report. We encourage you to read the Annual Report. It includes information on the company's operations, markets and products, as well as the company's audited financial statements.

Whether or not you attend the Annual Meeting, it is important that your shares be represented and voted. To make it easier for you to vote, we are offering Internet and telephone voting. The instructions included on your proxy card describe how to vote using these services. Of course, if you prefer, you can vote by mail by completing and signing your proxy card, and returning it in the enclosed postage-paid envelope provided.

We look forward to seeing you at the Annual Meeting.

Sincerely,

/s/ Edward F. Voboril
EDWARD F. VOBORIL
Chairman of the Board, President
and Chief Executive Officer

**WILSON GREATBATCH TECHNOLOGIES, INC.
9645 WEHRLE DRIVE
CLARENCE, NEW YORK 14031**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON MAY 24, 2005**

To the Stockholders of Wilson Greatbatch Technologies, Inc.:

The Annual Meeting of the Stockholders of Wilson Greatbatch Technologies, Inc. will be held at Samuel's Grande Manor, 8750 Main Street, Williamsville, New York 14221, on Tuesday, May 24, 2005, at 10:00 a.m. for the following purposes, to:

1. Elect eight directors.
2. Approve the adoption of the 2005 Stock Incentive Plan.
3. Approve an amendment to the company's Amended and Restated Certificate of Incorporation to change the company's name to Greatbatch, Inc.
4. Consider and act upon other matters that may properly come before the annual meeting.

The Board of Directors has fixed the close of business on April 20, 2005, as the record date for determining the stockholders having the right to notice of and to vote at the annual meeting.

By Order of the Board of Directors,

Larry T. DeAngelo
Senior Vice President, Administration
and Secretary

Clarence, New York
April 29, 2005

WHETHER OR NOT YOU INTEND TO BE PRESENT AT THE ANNUAL MEETING, PLEASE VOTE YOUR SHARES BY TELEPHONE OR INTERNET AS DESCRIBED ON YOUR PROXY CARD OR BY COMPLETING AND SIGNING YOUR PROXY CARD AND PROMPTLY RETURNING IT IN THE ENCLOSED POSTAGE-PAID ENVELOPE. STOCKHOLDERS WHO ATTEND THE ANNUAL MEETING MAY REVOKE THEIR PROXIES AND VOTE IN PERSON IF THEY DESIRE.

WILSON GREATBATCH TECHNOLOGIES, INC.
9645 WEHRLE DRIVE
CLARENCE, NEW YORK 14031

PROXY STATEMENT

This proxy statement and the accompanying form of proxy are being mailed on or about April 29, 2005 in connection with the solicitation by the Board of Directors of Wilson Greatbatch Technologies, Inc. of proxies to be voted at the Annual Meeting of Stockholders to be held at 10:00 a.m. on May 24, 2005, at Samuel's Grande Manor, 8750 Main Street, Williamsville, New York 14221, and any adjournments thereof.

The company will bear the expense of preparing, printing and mailing this proxy statement and the proxies solicited hereby. Proxies are being solicited principally by mail, by telephone and through the Internet. Mellon Investor Services LLC, or Mellon, has been retained by the company to solicit proxies from brokers, banks, nominees and other institutional holders and will provide consultation pertaining to the planning and organization of the solicitation. The company paid Mellon a fee of \$8,500.00 for these services.

You may change your vote and revoke your proxy at any time prior to exercise by filing an instrument with the Secretary of the company revoking it, by submitting a duly executed proxy bearing a later date or by request in person at the Annual Meeting. If your proxy is not revoked, the shares represented by your proxy will be voted according to your directions. If your proxy card is signed and returned without specifying voting directions, the shares represented by that proxy will be voted according to the recommendation of the board on each proposal.

On April 20, 2005, the record date fixed by the board for the Annual Meeting, the company had outstanding 21,627,029 shares of common stock. Each outstanding share of common stock is entitled to one vote on all matters to be voted on by the stockholders at the Annual Meeting.

The presence, in person or by proxy, of a majority of the shares outstanding on the record date will constitute a quorum at the Annual Meeting. Abstentions, directions to withhold authority and broker non-votes (which occur when brokers or nominees notify the company they have not received instructions from the beneficial owners or other persons entitled to vote shares as to a matter with respect to which brokers or nominees do not have discretionary power to vote) will be treated as present for purposes of determining a quorum.

Directors are elected by a plurality and the eight nominees who receive the most votes will be elected. Abstentions, directions to withhold authority and broker non-votes will be disregarded and will have no effect on the election of directors.

The affirmative vote of a majority of the shares cast is required to approve the 2005 Stock Incentive Plan, provided that a majority of the outstanding shares are voted on the proposal. In determining whether the proposal has received the requisite number of affirmative votes, abstentions will be counted and will have the same effect as a negative vote. Broker non-votes will have no effect on the adoption of the 2005 Stock Incentive Plan.

The affirmative vote of a majority of the outstanding shares is required to approve the amendment to our Amended and Restated Certificate of Incorporation to change our name to Greatbatch, Inc. Abstentions will have the same effect as a negative vote and broker non-votes will have no effect on the vote to approve the name change.

On June 29, 2004, the Wilson Greatbatch Technologies, Inc. Equity Plus Plan - 401(k) Retirement Plan, or the 401(k) Plan, and the Wilson Greatbatch Technologies Equity Plus Plan - Stock Bonus Plan, or Stock Bonus Plan, were merged into the Wilson Greatbatch Technologies, Inc. 401(k) Retirement Plan, or the Amended 401(k) Plan. An individual who has a beneficial interest in shares allocated to a WGT stock fund account under the Amended 401(k) Plan is being sent a proxy statement and a proxy card to vote the common stock allocated to that account. An individual with a beneficial interest in this plan may give directions to the trustee of the plan as to how the allocated shares should be voted by returning the proxy card or using the telephone or Internet voting methods.

SECURITY OWNERSHIP

The following table sets forth information, as of April 6, 2005, regarding the beneficial ownership of the outstanding shares of the company's common stock by (i) each person known to the company to be the beneficial owner of more than 5% of the company's outstanding common stock, (ii) each director of the company, (iii) each executive officer named in the "Summary Compensation Table" in this proxy statement and (iv) all directors and such named executive officers as a group.

Name and Address of Beneficial Owner(1)	Number of Shares Beneficially Owned	Percent of Class
FMR Corp., Fidelity Management & Research Company, Edward C. Johnson 3d and Abigail P. Johnson (2)	2,780,100	12.9 %
82 Devonshire Street Boston, MA 02109		
Primecap Management Company (3).....	2,352,600	10.9 %
225 South Lake Avenue #400 Pasadena, CA 91101		
Franklin Resources, Inc., Charles B. Johnson and Rupert H. Johnson, Jr. (4)	1,845,943	8.5 %
One Franklin Parkway San Mateo, CA 94403		
Capital Research and Management Company and SMALLCAP World Fund, Inc. (5).....	1,646,800	7.6 %
333 South Hope Street Los Angeles, CA 90071		
Pioneer Global Asset Management S.p.A. (6)	1,572,467	7.3 %
Galleria San Carlo 6 20122 Milan, Italy		
T. Rowe Price Associates, Inc. (7).....	1,392,700	6.4 %
100 E. Pratt Street Baltimore, MD 21202		
Barclays Global Investors, N.A. (8)	1,257,142	5.8 %
Edward F. Voboril (9).....	448,638	2.1 %
Pamela G. Bailey	2,496	*
Joseph A. Miller, Jr.	0	*
Bill R. Sanford	30,000	*
Peter H. Soderberg	446	*
Thomas S. Summer	1,000	*
William B. Summers, Jr.	1,000	*
John P. Wareham	0	*
Lawrence P. Reinhold (10)	65,322	*
Thomas J. Hook (11).....	17,556	*
Larry T. DeAngelo (12)	141,078	*
Thomas J. Mazza (13).....	5,187	
All directors and Named Executive Officers as a group (12 persons)	712,723	3.3 %

* Less than one percent

- (1) Unless otherwise indicated, the address for all persons listed above is c/o Wilson Greatbatch Technologies, Inc., 9645 Wehrle Drive, Clarence, New York 14031.
- (2) FMR Corp., or FMR, Fidelity Management & Research Company, or Fidelity, Edward C. Johnson 3d, or E. Johnson, and Abigail P. Johnson filed a Schedule 13G dated February 10, 2005. The beneficial ownership information presented and the remainder of the information contained in this footnote is based solely on the Schedule 13G. Fidelity, a wholly-owned subsidiary of FMR and an investment adviser registered under Section 203 of Investment Advisers Act of 1940, or the Advisers Act, is the beneficial owner of 2,139,300 shares of the company's common stock as a result of acting as investment adviser to various investment companies registered under Section 8 of the Investment Company Act of 1940, or the ICA. E. Johnson, FMR, through its control of Fidelity, and the Fidelity funds each has sole power to dispose of these 2,139,300 shares. Neither FMR nor E. Johnson has the sole power to vote or direct the voting of the shares owned directly by the Fidelity funds. Through their ownership of voting common stock and the execution of a shareholders' voting agreement, members of the Johnson family may be deemed, under the ICA, to form a controlling group with respect to FMR.
- (3) Primecap Management Company filed a Schedule 13G dated March 31, 2005. The beneficial ownership information presented is based solely on the Schedule 13G.
- (4) Franklin Resources, Inc., or FRI, Charles B. Johnson and Rupert H. Johnson, Jr. filed a Schedule 13G dated February 14, 2005. The beneficial ownership information presented and the remainder of the information contained in this footnote is based solely on the Schedule 13G. The shares reported are beneficially owned by one or more open or closed-end investment companies or other managed accounts which are advised by direct and indirect investment advisory subsidiaries. The adviser subsidiaries are granted all investment and/or voting power over the shares owned by such advisory clients. Therefore, the adviser subsidiaries may be deemed to be, for purposes of Rule 13d-3 under the Exchange Act, the beneficial owner of these shares. Charles B. Johnson and Rupert H. Johnson, Jr. are the principal shareholders of FRI and each own in excess of 10% of its outstanding common stock. FRI and these principal shareholders may be deemed to be, for purposes of Rule 13d-3 under the Exchange Act, the beneficial owner of securities held by persons and entities advised by FRI subsidiaries. FRI, these principal shareholders and each of the adviser subsidiaries disclaim any economic interest or beneficial ownership in any of the shares covered by the Schedule 13G. FRI, these principal shareholders and each of the adviser subsidiaries are of the view that they are not acting as a "group" for purposes of Section 13(d) under the Exchange Act and that they are not otherwise required to attribute to each other the beneficial ownership of shares held by any of them or by any persons or entities advised by FRI subsidiaries.
- (5) Capital Research and Management Company, or CRMC, and SMALLCAP World Fund, Inc. filed a Schedule 13G on February 14, 2005. The beneficial ownership information presented is based solely on the Schedule 13G. CRMC, an investment adviser registered under Section 203 of the Advisers Act, is the beneficial owner of 1,646,800 shares of the company's common stock as a result of acting as investment adviser to various investment companies registered under Section 8 of the ICA. SMALLCAP World Fund, Inc. is an investment company registered under the ICA and advised by CRMC.
- (6) Pioneer Global Asset Management S.p.A. filed a Schedule 13G dated February 10, 2005. The beneficial ownership information presented is based solely on the Schedule 13G.
- (7) T. Rowe Price Associates, Inc. filed a Schedule 13G dated February 14, 2005 as an investment advisor registered under Section 203 of the Advisers Act. The beneficial ownership information presented is based solely on the Schedule 13G.
- (8) Barclays Global Investors, N.A., Barclays Global Fund Advisors, Barclays Global Investors, Ltd., Barclays Global Investors Japan Trust and Banking Company Limited, Barclays Life Assurance Company Limited, Barclays Bank PLC, Barclays Capital Securities Limited, Barclays Capital Inc., Barclays Private Bank & Trust (Isle of Man) Limited, Barclays Private Bank and Trust (Jersey) Limited, Barclays Bank Trust Company Limited, Barclays Bank (Suisse) SA, Barclays Private Bank Limited, Bronco (Barclays Cayman) Limited, Palomino Limited and Hymf Limited filed a Schedule 13G on February 14, 2005. The beneficial ownership information presented is based solely on the Schedule 13G. In the Schedule 13G, the reporting entities do not affirm the existence of a group. The Schedule 13G discloses that the reporting entities, taken as a whole, are the beneficial owner of 1,257,142 shares and did not have shared power as to any shares.
- (9) Includes (i) 295,864 shares Mr. Voboril has the right to acquire pursuant to options exercisable currently or within 60 days after April 6, 2005, (ii) 26,787 shares awarded to Mr. Voboril under the company's 2002 restricted stock plan, none of which have vested, and (iii) 4,269 shares allocated to Mr. Voboril's account under the Amended 401(k) Plan.
- (10) Includes (i) 48,149 shares Mr. Reinhold has the right to acquire pursuant to options exercisable currently or within 60 days after April 6, 2005, (ii) 7,454 shares awarded to Mr. Reinhold under the company's 2002 restricted stock plan, none of which have vested, and (iii) 1,335 shares allocated to Mr. Reinhold's account under the Amended 401(k) Plan.

- (11) Represents (i) 7,800 shares Mr. Hook has the right to acquire pursuant to options exercisable currently or within 60 days after April 6, 2005, (ii) 9,454 shares awarded to Mr. Hook under the company's 2002 restricted stock plan, none of which have vested, and (iii) 302 shares allocated to Mr. Hook's account under the Amended 401(k) Plan.
- (12) Includes (i) 64,974 shares Mr. DeAngelo has the right to acquire pursuant to options exercisable currently or within 60 days after April 6, 2005, (ii) 9,789 shares awarded to Mr. DeAngelo under the company's 2002 restricted stock plan, none of which have vested, and (iii) 3,921 shares allocated to Mr. DeAngelo's account under the Amended 401(k) Plan.
- (13) Represents (i) 2,798 shares Mr. Mazza has the right to acquire pursuant to options exercisable currently or within 60 days after April 6, 2005, (ii) 1,881 shares awarded to Mr. Mazza under the company's 2002 restricted stock plan and (iii) 508 shares allocated to Mr. Mazza's account under the Amended 401(k) Plan.

PROPOSAL 1

ELECTION OF DIRECTORS

The company's directors are elected annually to serve until the next annual meeting of stockholders or until their successors are duly elected and qualified. When your proxy is submitted, the shares it represents will be voted in accordance with the direction indicated, or, if no direction is indicated, the shares will be voted in favor of the election of the nominees identified below. The company expects each nominee to be able to serve, if elected, but if any nominee notifies the company before the Annual Meeting that he or she is unable to do so, then the proxies will be voted for such other person as the board shall designate.

Information regarding the nominees standing for election as directors is set forth below:

<u>Name</u>	<u>Age</u>	<u>Position and Office with the Company</u>	<u>Director Since</u>
Edward F. Voboril	62	Chairman of the Board, President and Chief Executive Officer	1997
Pamela G. Bailey	56	Director	2002
Joseph A. Miller	63	Director	2003
Bill R. Sanford	61	Director	2000
Peter H. Soderberg	59	Director	2002
Thomas S. Summer	51	Director	2003
William B. Summers, Jr.	54	Director	2001
John P. Wareham	63	Director	2004

Edward F. Voboril has served as President and Chief Executive Officer of the company and its predecessor since December 1990. Mr. Voboril became Chairman of the Board of Directors in July 1997. Mr. Voboril currently serves on the board of Analogic Corporation, an electronics company, and on the audit and compensation committees of that board. Mr. Voboril currently serves as a member of the board of the Advanced Medical Technology Association, or AdvaMed. He also serves on the board of the Buffalo Niagara Partnership.

Pamela G. Bailey has served as a director since July 2002. Mrs. Bailey currently serves as President and CEO of the Cosmetic, Toiletry and Fragrance Association, a Washington, DC based trade association. Mrs. Bailey served as President and CEO of AdvaMed from June 1999 to April 2005. Mrs. Bailey serves on the board of Albertson's, Inc., one of the world's largest food and drug retailers, and on the audit committee and the management and compensation committee of that board.

Joseph A. Miller, Jr. has served as a director since December 2003. Dr. Miller has been Executive Vice President for Corning, Inc. since 2001. Before joining Corning, he served as Senior Vice President of E.I. DuPont de Nemours from 1999 to 2001. Dr. Miller also serves on the board of Avanex Corporation and on the audit and compensation committees of that board and the board of Dow Corning Corporation and the corporate responsibility committee of that board.

Bill R. Sanford has served as a director since October 2000. Mr. Sanford is the Founder and Chairman of Symark LLC, a technology commercialization and business development company. He is Executive Founder, and from April 1987 to August 2000, was Chairman of the board and Chief Executive Officer of STERIS Corporation, a global provider of infection prevention and therapy support systems, products, services and technologies. Mr. Sanford serves on the board of KeyCorp and on the executive and audit committees of that board. He is also a director of several early stage private technology companies.

Peter H. Soderberg has served as a director since March 2002. Mr. Soderberg has been President and Chief Executive Officer of Welch Allyn, Inc. since January 2000. Before that, he was Chief Operating Officer of Welch Allyn's medical products business. Prior to joining Welch Allyn in 1993, Mr. Soderberg was employed by Johnson & Johnson. Mr. Soderberg serves on the board of AdvaMed. He also serves on the board of Hillenbrand Industries, Inc. and on the compensation/organization development and the nominating/governance committees of that board.

Thomas S. Summer has served as a director since November 2003. Mr. Summer has been Executive Vice President and Chief Financial Officer of Constellation Brands, Inc. since April 1997. He serves on the board of Home Properties, Inc. and on the audit committee of that board.

William B. Summers, Jr. has served as a director since July 2001. Mr. Summers has served as Chairman of McDonald Investments, Inc., a KeyCorp company, since 1995. In 1998, Mr. Summers became an Executive Vice President of KeyCorp, Chairman of Key Capital Partners and a member of the KeyCorp Management Committee, positions he held until 2000. He is a member of the Board of Executives of the New York Stock Exchange. He also serves on the board of RPM, Inc. and Developers Diversified Realty, Inc. Mr. Summers is a member of the

audit committee of RPM, Inc. and the audit, compensation and nominating committees of Developers Diversified Realty, Inc. He also serves on the advisory board of Molded Fiberglass Companies.

John P. Wareham has served as a director since 2004. On April 7, 2005, Mr. Wareham retired as Beckman Coulter, Inc.'s Chairman and Chief Executive Officer. Mr. Wareham joined Beckman Coulter as its Vice President-Diagnostics Systems Group in 1984. Mr. Wareham is a member of the board of STERIS Corporation, AdvaMed, the Manufacturers Alliance/MAPI, the National Association of Manufacturers and the California Healthcare Institute. He is also on the advisory board of The John Henry Foundation and is a member of the Center for Corporate Innovation, the University of California at Irvine Chief Executive Roundtable and the Advisory Council of the Keck Graduate Institute of Applied Life Sciences.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR"
ELECTION OF EACH OF THE NOMINEES FOR DIRECTOR.**

PROPOSAL 2

APPROVAL OF THE 2005 STOCK INCENTIVE PLAN

We are requesting that the stockholders vote in favor of adopting the 2005 Stock Incentive Plan, or the 2005 Plan, which was approved by the board on February 21, 2005, subject to approval of our stockholders. If adopted, the 2005 Plan will supplement our existing stock option and restricted stock plans in providing stock-based incentive compensation to select employees (including employees who are also directors and prospective employees conditioned on their becoming employees) and non-employee directors, consultants and service providers. As of April 11, 2005, 89,234 shares were available for awards under our 1997 and 1998 stock option plans, 12,500 shares were available under our directors stock option plan and 115,927 shares were available under our restricted stock plan. The 2005 Plan was designed by the board, with the assistance of an outside compensation consultant, as part of a comprehensive compensation strategy to provide a long-term incentive for employees and non-employees to contribute to the growth of the company and attain specified performance goals. The following summary is qualified by reference to the full text of the 2005 Plan set forth as Exhibit A.

Approval of the 2005 Plan is intended to enable the company to achieve the following objectives:

1. The continued ability to offer stock-based incentive compensation to substantially all of the company's eligible employees (including employees who are also directors and prospective employees conditioned on their becoming employees) and non-employee directors, consultants and service providers, while maintaining our annual number of share awards, or run rate, and the dilutive effect of our share award grants below the 25% percentile of our peers.
2. The ability to utilize various equity vehicles, including stock options, stock appreciation rights, restricted stock or restricted stock units, performance-based awards or stock bonuses, as deemed appropriate by the Compensation and Organization Committee to maintain the company's competitive ability to attract, retain and motivate employees and non-employees at all levels. A stock option is the right to purchase a certain number of shares of stock, at a certain exercise price, in the future. A stock appreciation right is the right to receive the net of the market price of a share of stock and the exercise price of the right, in stock, in the future. Restricted stock is a share award conditioned upon continued employment, the passage of time or the achievement of performance objectives. A restricted stock unit is the right to receive the market price of a share of stock in stock in the future. A stock bonus is a bonus payable in shares of the company's stock.
3. The furtherance of many compensation and governance best practices. The 2005 Plan does not permit stock option repricing, the use of discounted stock or options or reload option grants, the adding back of shares used to pay the exercise price of awards or to be used to satisfy tax withholding obligations, and contains no evergreen features which would provide for automatic replenishment of authorized shares under the Plan. The 2005 Plan also provides that no more than 100,000 options or stock appreciation rights may be issued to any person in any fiscal year, and limits the number of awards of restricted stock or restricted stock units to 150,000 in any fiscal year.

Purpose of 2005 Plan

The 2005 Plan will allow the company, under the direction of the Compensation and Organization Committee, to make grants of stock options, restricted stock, restricted stock units and stock appreciation rights, any of which may or may not require the satisfaction of performance objectives, to employees and to non-employee directors and service providers. The purpose of these stock awards is to attract and retain talented employees and the services of select non-employees, further align employee and stockholder interests and closely link employee compensation with company performance. If approved, the proposed 2005 Plan will provide an essential component of the total compensation package offered to employees, reflecting the importance that the company places on motivating superior results with long-term, performance-based incentives.

Key Terms

The following is a summary of the key provisions of the 2005 Plan.

<i>Plan Term:</i>	February 21, 2005 to February 20, 2015.
<i>Eligible Participants:</i>	Employees of the company (including employees who are also directors and prospective employees conditioned on their becoming employees), non-employee consultants or service providers and non-employee directors of the company as the Compensation and Organization Committee designates from time to time.
<i>Shares Authorized:</i>	1,000,000, subject to adjustment only to reflect stock splits and similar events. Shares which are used to pay the exercise price of a stock option and shares withheld to satisfy tax withholding obligations will not be available for further grants under the 2005 Plan.
<i>Shares Authorized as a Percent of Outstanding Common Stock:</i>	4.6 %
<i>Award Types:</i>	(1) Non-qualified and incentive stock options (2) Restricted stock (3) Restricted stock units (4) Stock appreciation rights (5) Stock bonuses
<i>Award Terms:</i>	Stock options and stock appreciation rights will have a term no longer than ten years.
<i>162(m) Share Limits:</i>	So that awards may qualify under Section 162(m) of the Code, which permits performance-based compensation meeting the requirements established by the IRS to be excluded from the limitation on deductibility of compensation in excess of \$1 million paid to certain specified senior executives, the 2005 Plan limits awards to individual participants to no more than 100,000 shares subject to stock options or stock appreciation rights to an individual participant annually.
<i>Shares Authorized for Stock Options or Stock Appreciation Rights:</i>	Maximum of 1,000,000 shares issued as either non-qualified or incentive stock options or stock appreciation rights.
<i>Shares Authorized for Restricted Stock or Restricted Stock Units or Stock Bonuses:</i>	Maximum of 400,000 shares and no more than 150,000 shares of restricted stock or restricted stock units will be issued in any fiscal year.
<i>Vesting:</i>	Determined by the Compensation and Organization Committee (subject to exceptions for death or change of control).
<i>Not Permitted:</i>	(1) Granting stock options or stock appreciation rights at a price below market price on the date of grant.

- (2) Repricing the exercise price of a stock option or stock appreciation right without stockholder approval.
- (3) Granting more than 150,000 shares of restricted stock or restricted stock units in any fiscal year.
- (4) Granting stock options or stock appreciation rights to any one employee during any fiscal year in excess of 100,000 shares.

Eligibility

Employees of the company and its subsidiaries (including employees who are also directors and prospective employees conditioned on their becoming employees), and non-employee directors, consultants, or service providers are eligible to receive awards under the 2005 Plan. The Compensation and Organization Committee will determine who will participate in the 2005 Plan. Subject to plan limits, the Compensation and Organization Committee has the discretionary authority to determine significant level of pay-for-performance requirements already incorporated into its compensation practices.

Awards

The 2005 Plan allows the Compensation and Organization Committee to grant stock options, stock appreciation rights, restricted stock, stock units or stock bonuses, any or all of which may be made contingent upon the achievement of performance criteria.

Vesting and Exercise of Stock Options

The exercise price of stock options granted under the 2005 Plan may not be less than the market value (generally, the closing price per share) of the common stock on the date of grant. As of April 11, 2005, the closing price per share of the company's stock was \$17.52 per share. The option term may not be longer than ten years. The Compensation and Organization Committee will determine at the time of grant when each stock option becomes exercisable and, unless otherwise specified by the grant, no stock option may be exercised less than one year from the date of grant (except upon change of control). The Company may require, prior to issuing stock under the 2005 Plan, that the participant remit an amount in cash or common stock sufficient to satisfy tax withholding requirements. Unless otherwise specified in the grant, upon the occurrence of a change of control, each option will be immediately exercisable.

Vesting and Exercise of Stock Appreciation Rights

Stock appreciation rights granted under the 2005 Plan represent a right to receive payment in stock equal to the excess of the fair market value of shares of common stock on the exercise date over the exercise price. The exercise price of stock appreciation rights granted under the 2005 Plan may not be less than the market value (generally, the closing price per share) of the common stock on the date of grant. As of April 11, 2005, the closing price per share of the company's stock was \$17.52 per share. The Compensation and Organization Committee will determine at the time of grant when each stock appreciation right becomes exercisable, and, unless otherwise specified by the grant, no stock appreciation right may be exercised less than one year from the date of grant (except upon change of control). The Company may require, prior to issuing stock under the 2005 Plan, that the participant remit an amount in cash or common stock sufficient to satisfy tax withholding requirements. Unless otherwise specified in the grant, upon the occurrence of a change of control, each option will be immediately exercisable.

Vesting of Restricted Stock and Stock Unit Awards

The Compensation and Organization Committee may make the grant, issuance, retention and/or vesting of restricted stock and restricted stock unit awards contingent upon continued employment with the company, the passage of time, or such performance criteria and the level of achievement versus such criteria as it deems appropriate. Except in the case of change of control, restricted stock and stock unit awards that are contingent upon the achievement of performance objectives shall not vest in less than one year from the date of grant unless expressly stated in the grant. Unless otherwise specified in the grant, upon the occurrence of a change of control, each share of restricted stock and restricted share unit will be immediately vested.

Eligibility Under Section 162(m)

Awards may, but need not, include performance criteria that satisfy Section 162(m) of the Code. To the extent that awards are intended to qualify as "performance-based compensation" under Section 162(m), the performance criteria may be one of the following criteria, either individually, alternatively or in any combination, applied to either the company as a whole or to a business unit or subsidiary, either individually, alternatively, or in any combination, and measured either annually or cumulatively over a period of years on an absolute basis or relative to a pre-established target, to previous years' results or to a designated comparison group, in each case as specified by the

Compensation and Organization Committee in the award: net earnings, sales or revenue, operating earnings or income, cash flow return on capital, return on stockholders' equity, return on capital, return on sales, productivity, margins, cost reductions or savings, working capital, price per share of company stock, economic value-added, net income, cash flow, return on investment, return on assets or net assets, stockholder returns, gross or net profit margin, expense, operating efficiency, customer satisfaction, earnings or diluted earnings per share and market share.

To the extent that an award under the 2005 Plan is designated as a "performance award," but is not intended to qualify as performance-based compensation under Section 162(m), the performance criteria can also include other objectives as determined by the Compensation and Organization Committee.

The Compensation and Organization Committee may appropriately adjust any evaluation and performance under the performance criteria described above to exclude any of the following events that occur during a performance period: any unusual or extraordinary corporate item, transaction, event or development; any other unusual or nonrecurring events affecting the company (determined consistent with U.S. Generally Accepted Accounting Principles), or the financing statements of the company; or changes in applicable laws, regulations, accounting principles, or business conditions.

Notwithstanding satisfaction of any completion of any performance criteria described above, the number of shares of stock or other benefits granted, issued, retainable and/or vested under an award on account of satisfaction of performance criteria may be reduced by the Compensation and Organization Committee on the basis of such further considerations as the Compensation and Organization Committee determines in its sole discretion.

Transferability

Awards granted under the 2005 Plan generally are not transferable except by will or the laws of descent and distribution.

Administration

The Compensation and Organization Committee, which is made up entirely of independent directors, will administer the 2005 Plan. The Compensation and Organization Committee will select the employees and non-employees who receive awards, determine the number of shares covered thereby, and, subject to the terms and limitations expressly set forth in the 2005 Plan, establish the terms, conditions and other provisions of the grants. The Compensation and Organization Committee may interpret the 2005 Plan and establish, amend and rescind any of its rules relating to the 2005 Plan.

Amendments

The board may, at any time, suspend or terminate the 2005 Plan or revise or amend it in any respect whatsoever; provided, however, that stockholder approval shall be required if and to the extent required by Rule 16b-3 or by any comparable or successor exemption under which the board believes it is appropriate for the 2005 Plan to qualify, or if and to the extent the board determines that such approval is appropriate for purposes of satisfying Section 162(m), Section 422 or Section 409A of the Code or any applicable rule or listing standard of any stock exchange, automated quotation system or similar organization. Nothing in the 2005 Plan restricts the Compensation and Organization Committee's ability to exercise its discretionary authority to administer the plan as provided in the 2005 Plan, which discretion may be exercised without amendment to the 2005 Plan. No action may, without the consent of a participant, reduce the participant's rights under any outstanding grant.

Adjustments

The impact of a person becoming a beneficial owner of more than 50% of the total voting power of all stock of the company entitled to vote for the directors of the company, a merger, sale of all or substantially all of the assets of the company in one transaction or a series of related transactions, or other reorganization of the company on the outstanding stock options, stock appreciation rights, restricted stock, restricted stock units and stock bonuses granted under the 2005 Plan shall be specified in the agreement relating to these events, subject to limitations and restrictions set forth in the 2005 Plan. Such agreement may provide for, among other things, assumption of outstanding awards, accelerated vesting or accelerated expiration of outstanding awards, or settlement of outstanding awards in cash.

U.S. Tax Consequences

Stock option grants under the 2005 Plan may be intended to qualify as incentive stock options under Section 422 of the Code or may be non-qualified stock options governed by Section 83 of the Code. Generally, no federal income tax is payable by a participant upon the grant of a stock option and no deduction is taken by the company. Under current tax laws, if a participant exercises a non-qualified stock option, he or she will have taxable income equal to the difference between the market price of the stock on the exercise date and the stock option grant price. The company will be entitled to a corresponding deduction on its income tax return. A participant will have no taxable income

upon exercising an incentive stock option if the shares received are held for the applicable holding periods (except that alternative minimum tax may apply), and the company will receive no deduction when an incentive stock option is exercised. The treatment for a participant of a disposition of shares acquired through the exercise of an option depends on how long the shares were held and on whether the shares were acquired by exercising an incentive stock option or a non-qualified stock option. The company may be entitled to a deduction in the case of a disposition of shares acquired under an incentive stock option before the applicable holding periods have been satisfied.

Restricted stock and restricted stock units are also governed by Section 83 of the Code. Generally, no taxes are due when the award is made, but the award becomes taxable when it is no longer subject to a “substantial risk of forfeiture” (i.e., becomes vested or transferable). Income tax is paid on the value of the stock or units at ordinary rates when the restrictions lapse, and then at capital gains rates when the shares are sold.

The grant of a stock appreciation right will not result in income for the participant or in a tax deduction for the company. Upon the settlement of such a right, the participant will recognize ordinary income equal to the aggregate value of the payment received, and the company generally will be entitled to a tax deduction in the same amount.

In general, participants will recognize ordinary income upon the receipt of shares or cash with respect to other awards granted under the 2005 Plan and the company will become entitled to a deduction at such time equal to the amount of income recognized by the participant.

As described above, awards granted under the 2005 Plan may qualify as “performance-based compensation” under Section 162(m) in order to preserve federal income tax deductions by the company with respect to annual compensation required to be taken into account under Section 162(m) that is in excess of \$1 million and paid to one of the company’s most highly compensated executive officers. To so qualify, options and other awards must be granted under the 2005 Plan by a committee consisting of two or more “outside directors” (as defined under Section 162 regulations) and satisfy the 2005 Plan’s limit on the total number of shares that may be awarded to any one participant during any calendar year. In addition, for awards other than options to qualify, the grant, issuance, vesting or retention of the award must be contingent upon satisfying one or more of the performance criteria described above, as established and certified by a committee consisting solely of two or more “outside directors.”

The foregoing is only a summary of the effect of federal income taxation on the participant and the company under the 2005 Plan. It does not purport to be complete and does not discuss the tax consequences arising in the context of a participant’s death or the income tax laws of any municipality, state or foreign country in which the participant’s income may be taxable.

Plan Benefits

On February 11, 2005, Mr. Hook was awarded 7,000 shares of restricted stock under the 2005 Plan with a value of \$118,930 as of the grant date, subject to approval of the 2005 Plan by the company’s shareholders. Restrictions on these shares will lapse upon the earlier of the company reaching certain performance criteria or February 11, 2012.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE “FOR” THE ADOPTION OF THE 2005 STOCK INCENTIVE PLAN

PROPOSAL 3

AMENDMENT TO CERTIFICATE OF INCORPORATION TO CHANGE NAME TO GREATBATCH, INC.

The board has determined that the company’s name should be changed to Greatbatch, Inc. The purpose of the name change is to reflect the developments in the breadth and scope of the company’s business over the past decade.

The company was named after Wilson Greatbatch, the inventor of the implantable cardiac pacemaker and founder of the company’s wholly owned subsidiary, Wilson Greatbatch Ltd., in 1970.

In 1997, the company was incorporated in connection with a management-led buyout of Wilson Greatbatch Ltd. Since then, the company has become a leading developer and manufacturer of not only batteries, but also capacitors, filtered feed throughs, engineered components and enclosures used in implantable medical devices. The company also develops and manufactures high performance batteries and battery packs used in demanding non-medical applications.

The board has concluded that Wilson Greatbatch is more closely associated with his invention of the implantable cardiac pacemaker and related implantable batteries. The board believes that the name Greatbatch, Inc. is more representative of the company's current broad technology offerings while also sustaining the important link to Mr. Greatbatch.

Changing the corporate name in the manner proposed will not change the company's corporate structure.

The board has reserved the right, in the exercise of its discretion, to withdraw this proposal from consideration by stockholders prior to the holding of the Annual Meeting. Furthermore, the board has also reserved the right, in the exercise of its discretion, to abandon such proposed amendment without further action by the stockholders at any time prior to the effectiveness of the filing of the amendment with the Secretary of State of the State of Delaware, notwithstanding approval of the proposal.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS
A VOTE "FOR" THE AMENDMENT TO CERTIFICATE OF INCORPORATION
TO CHANGE THE COMPANY'S NAME TO GREATBATCH, INC.**

Corporate Governance and Board Matters

The business of the company is managed under the direction of the board. In June 2003, the board adopted Corporate Governance Guidelines for the company. These Guidelines reflect the company's commitment to good corporate governance. The full text of the Guidelines is posted on the Investor Resource Center section of the company's website at www.greatbatch.com.

The board has also adopted a Code of Business Conduct and Ethics for all directors, executive officers and employees of the company. The full text of the Code is posted on the Investor Resource Center section of the company's website.

Board Independence, Meetings and Committees of the Board

The board evaluates each director's independence in accordance with criteria set forth in the company's Corporate Governance Guidelines, which provide that a director is independent if he or she is neither a current nor former employee or officer of the company and does not receive any remuneration from the company, either directly or indirectly, in any capacity other than as a director, and is not a partner or controlling shareholder or executive officer of any organization that has a business relationship with the company. Applying these criteria the board has determined that all of its members, other than Mr. Voboril, are "independent." The board has standing Audit, Compensation and Organization, Corporate Governance and Nominating and Science and Technology Development Committees. Each committee has a written charter posted on the Investor Resource Center section of the company's website.

The board held seven meetings in 2004 of which two were held telephonically. Each director attended at least 75% of the meetings of the board and meetings of the committees of the board on which each director served.

The Audit Committee consists of Messrs. Summer (Chair), Summers and Wareham. The Audit Committee's primary purpose is assisting the board in overseeing the (i) integrity of the company's financial statements, (ii) company's compliance with legal and regulatory requirements, (iii) company's independent auditor's qualifications and independence, (iv) performance of the company's internal audit function and independent auditor and (v) company's system of disclosure controls and system of internal controls regarding finance, accounting, legal compliance and ethics that management and the board have established. The Audit Committee had ten meetings in 2004.

The Compensation and Organization Committee consists of Messrs. Summers (Chair), Summer and Soderberg. The Compensation and Organization Committee's primary purpose is establishing the company's executive compensation philosophy that will attract, retain and motivate superior executives and ensure that senior executives of the company and its wholly owned subsidiaries are compensated appropriately in a manner consistent with the compensation philosophy, internal equity considerations, competitive practice and the requirements of the appropriate regulatory bodies. The Compensation and Organization Committee also administers the company's 1997 and 1998 stock option plans, the company's non-employee director stock incentive plan and the company's 2002 restricted stock plan. The Compensation and Organization Committee had seven meetings in 2004.

The Corporate Governance and Nominating Committee consists of Messrs. Soderberg (Chair), Sanford, Dr. Miller and Mrs. Bailey. The Corporate Governance and Nominating Committee identifies qualified individuals to become members of the board, recommends to the board the selection of director nominees, develops and recommends to the board a set of corporate governance principles applicable to the company, evaluates the effectiveness of the board and establishes corporate governance principles. The Corporate Governance and Nominating Committee reviews with the board, on an annual basis, the composition of the board, and whether the company is being well served by the directors taking into account their independence, age, skills, experience and availability for service. The Corporate Governance and Nominating Committee recommends director nominees to the board considering the factors discussed above, provided that no director may sit on the board of, or beneficially own stock in (other than through mutual funds or similar non-discretionary, undirected arrangement),

any of the company's competitors in its principal lines of business. The Corporate Governance and Nominating Committee may, and has sole authority to, retain a search firm to assist in identifying qualified director candidates. The Corporate Governance and Nominating Committee's policy is to consider director candidates recommended from all sources, including stockholder recommendations, to the extent those candidates will improve the board's composition based on the factors discussed above. The Corporate Governance and Nominating Committee uses the same process for evaluating candidates for director regardless of the source of the recommendation. Stockholders wishing to submit recommendations for candidates to the board must supply information in writing regarding the candidate to the Corporate Governance and Nominating Committee at the company's executive offices in Clarence, New York. The information should include, at minimum, the candidate's name, biographical information, qualifications and availability for service. The Corporate Governance and Nominating Committee had five meetings in 2004.

The Science and Technology Development Committee consists of Dr. Miller (Chair), Mr. Wareham and Mrs. Bailey. The Science and Technology Development Committee periodically examines management's direction and investment in the company's research and development, as well as in its technology initiatives and advises the board on scientific matters that include major internal projects, interaction with academic and other outside research organizations and the acquisition of technologies and products. The Science and Technology Development Committee had three meetings in 2004.

Executive Sessions of the Board

The independent non-management directors, consisting of all current directors except for Mr. Voboril, meet without management at regularly scheduled executive sessions at the conclusion of each regular quarterly board meeting and at such other times as they deem appropriate. Mr. Sanford acts as lead independent director at all executive sessions.

Communications with the Board

Any stockholder who wishes to communicate with board members or with the lead independent director may do so electronically by sending an e-mail to Messrs. Sanford or Summer via the Whistleblower Information page of the Investor Resource Center section of the company's website found at www.greatbatch.com, by leaving a confidential voicemail message for either Mr. Sanford (716-759-5501) or Mr. Summer (716-759-5508), or by writing to the following address: Board of Directors, Wilson Greatbatch Technologies, Inc., 9645 Wehrle Drive, Clarence, NY 14031.

Compensation of Directors

The company pays an annual retainer paid in full shares of the company's stock closest to the value of \$20,000 for the lead director and \$10,000 for each other director who are not full-time employees of the company or any of its affiliates. This annual retainer will be paid in the month of January based upon completion of the prior year of service and based upon the price of the company's stock recorded as of the close of business on the last trading day of the prior calendar year. Partial year appointments will receive a pro-rata annual retainer based upon the number of months of service in the appointment year. All shares of stock are issued from the company's authorized and unissued shares and are issued without registration. Therefore all such stock must be held by the director for a minimum of one year after receipt. Non-employee directors also receive a (i) \$3,000 fee for attendance in person at meetings of the board and a \$1,000 fee if attended telephonically and (ii) \$2,000 fee for attendance in person at meetings of a committee of the board and a \$1,000 fee if attended telephonically. In the case of a committee chairperson or the lead independent director, the fee payable to the non-employee director is \$4,000 if attended in person and \$2,000 if attended telephonically. In addition, all directors are reimbursed for travel expenses and other out-of-pocket costs incurred by themselves and their spouses in connection with attendance at meetings, although incremental expenses attributed to spouses are taxable income to the directors. Non-employee directors of the company also receive benefits under the company's non-employee director stock incentive plan. Benefits under the plan are granted as options to purchase shares of the company's common stock or retainer stock awards. Retainer stock awards are stock awards granted to the director at his or her request in lieu of receiving all or a portion of the annual cash retainer described above. On the effective date of the plan and the date that an individual first becomes a non-employee director, each such director is automatically granted an option to purchase 5,000 shares of the company's common stock. In addition, the board may, in its discretion, grant additional stock options to non-employee directors from time to time.

EXECUTIVE OFFICERS

The company's principal executive officers, and their respective ages and positions as of April 29, 2005, are as follows:

Name	Age	Position
Edward F. Voboril*	62	Chairman of the Board, President and Chief Executive Officer
Lawrence P. Reinhold	45	Executive Vice President and Chief Financial Officer
Thomas J. Hook	42	Executive Vice President and Chief Operating Officer
Larry T. DeAngelo	58	Senior Vice President, Administration and Secretary
Thomas J. Mazza	51	Vice President and Corporate Controller

* Mr. Voboril's biographical information is provided above under "Proposal 1. Election of Directors."

Lawrence P. Reinhold has served as the company's Executive Vice President and Chief Financial Officer since June 2002. During 2001, Mr. Reinhold was Executive Vice President and Chief Financial Officer of Critical Path, Inc. From 1982 to 2000, Mr. Reinhold served in a variety of positions with PricewaterhouseCoopers, most recently as Managing Partner of its Technology, Information/Communications and Entertainment/Media Practice in the Midwest region of the United States.

Thomas J. Hook has served as the Company's Executive Vice President and Chief Operating Officer since September 2004. Beginning in 2002, Mr. Hook was employed by CTI Molecular Imaging where he had served most recently as President, CTI Solutions Group. From March 2000 to July 2002, Mr. Hook was General Manager, Functional and Molecular Imaging for General Electric Medical Systems. From 1997 to 2000, Mr. Hook worked for the Van Owen Group Acquisition Company and earlier, Duracell, Inc.

Larry T. DeAngelo has served as the company's Senior Vice President, Administration, since December 2000 and as Secretary since July 1997. Mr. DeAngelo also served as Vice President, Administration of the company and the company's predecessor from November 1991 to December 2000. Prior to joining the company's predecessor, Mr. DeAngelo was the Director of International Human Resources of Rockwell International Corporation. Mr. DeAngelo is currently a member of the Payment and Health Care Delivery Committee of AdvaMed and both a director of the Buffalo Hearing and Speech Center (a non-profit organization) and member of its audit committee.

Thomas J. Mazza has served as the company's Vice President and Corporate Controller since November 2003. Prior to joining the company, Mr. Mazza served in a variety of financial roles since 1978 with Foster Wheeler Ltd. including serving as Vice President and Corporate Controller; Principal Accounting Officer; Vice President, Financial Systems; and Vice President, Financial Planning and Analysis.

EXECUTIVE COMPENSATION

The following table discloses compensation for the company's 2004, 2003 and 2002 fiscal years received by the company's Chairman of the Board, President and Chief Executive Officer and by the company's four most highly compensated executive officers (other than the Chief Executive Officer) who served as such at the close of fiscal year 2004, referred to in this proxy statement as the Named Executive Officers.

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Annual Compensation		Other Annual Compensation (1)	Awards		All Other Compensation (3)
		Salary	Bonus		Restricted Stock Awards(2)	Securities Underlying Options	
Edward F. Voboril Chairman of the Board, President and Chief Executive Officer	2004	\$ 416,923	\$ 100,000 (4)	\$ —	5,000	61,500	\$ 14,305
	2003	\$ 356,846	\$ 495,000 (5)	\$ —	5,000	67,500	\$ 14,200
	2002	\$ 351,250	\$ 100,000 (6)	\$ —	25,000	83,063	\$ 40,200
Lawrence P. Reinhold (8) Executive Vice President and Chief Financial Officer	2004	\$ 318,269	\$ 170,100 (4)	\$ —	1,000	12,300	\$ 14,305
	2003	\$ 285,192	\$ 332,100 (5)	\$ 141,046	1,000	13,500	\$ 14,200
	2002	\$ 153,365	\$ 45,000 (6)	\$ —	1,000	82,320	\$ 17,631
Thomas J. Hook (9) Executive Vice President and Chief Operating Officer	2004	\$ 103,750	\$ —	\$ 54,899	5,000	50,000	\$ 7,026
Larry T. DeAngelo Senior Vice President, Administration and Secretary	2004	\$ 239,231	\$ 129,000 (4)	\$ —	1,000	12,300	\$ 14,305
	2003	\$ 214,623	\$ 243,600 (5)	\$ —	1,000	13,500	\$ 14,200
	2002	\$ 181,000	\$ 50,000 (6)	\$ —	4,500	19,337	\$ 38,296
Thomas J. Mazza	2004	\$ 175,000	\$ 79,600 (4)	\$ 29,628	200	2,800	\$ 12,425

- (1) Represents payments made for relocation expenses. No other annual compensation is reported for the Named Executive Officers because perquisites and personal benefits otherwise did not exceed the lesser of \$50,000 or 10% of the total annual salary and bonus reported for these officers.
- (2) Each Named Executive Officer has the right to vote the shares of restricted stock and to receive any dividends paid on such shares. There were 40,300 restricted stock holdings in the aggregate with a fair market value of \$903,526 at the end of fiscal year 2004. On October 1, 2004, Messrs. Voboril, Reinhold, DeAngelo, and Mazza were awarded 5000, 1000, 1000, and 200 shares of restricted common stock, respectively, and on October 5, 2004, Mr. Hook was awarded 5000 shares pursuant to the company's 2002 restricted stock plan; restrictions on these shares will lapse on the earlier of the date that annual diluted earnings per share (EPS) reaches \$2.88, or October 1, 2011 for Messrs. Voboril, Reinhold, DeAngelo, and Mazza, respectively or October 5, 2011 for Mr. Hook. At the end of fiscal year 2004 the value of these shares was \$112,100 for Messrs. Voboril and Hook, \$22,420 for Messrs. Reinhold and DeAngelo, and \$4,484 for Mr. Mazza. On November 1, 2003, Messrs. Voboril, Reinhold, and DeAngelo were awarded 5000, 1000, and 1000 shares of restricted common stock, respectively, pursuant to the company's 2002 restricted stock plan; restrictions on these shares will lapse on the earlier of the date that annual EPS reaches \$2.40 or November 1, 2010. At the end of fiscal year 2003 the value of these shares was \$214,250 for Mr. Voboril and \$42,850 for Messrs. Reinhold and DeAngelo. On November 15, 2002, Messrs. Voboril, Reinhold, and DeAngelo were awarded 5000, 1000, and 1000 shares of restricted stock, respectively, pursuant to the company's 2002 restricted stock plan; restrictions on these shares will lapse on the earlier of the date that annual EPS reaches \$2.00 or November 15, 2009. At the end of fiscal year 2002 the value of these shares was \$143,500 for Mr. Voboril and \$28,700 for Messrs. Reinhold and DeAngelo. On November 15, 2002, Messrs. Voboril and DeAngelo were also awarded 20,000 and 3,500 shares, respectively, pursuant to the company's 2002 restricted stock plan; restrictions on these shares lapsed 50% on November 15, 2003 and 50% on November 15, 2004. At the end of fiscal year 2002 the value of these shares was \$574,000 for Mr. Voboril and \$100,450 for Mr. DeAngelo.
- (3) For fiscal year 2004, represents (i) the company's matching contributions to the Amended 401(k) Plan of \$4,305 for each of Messrs. Voboril, Reinhold and DeAngelo, \$1,838 for Mr. Hook, and \$3,675 for Mr. Mazza and (ii) the company's 2004 defined contribution to the Amended 401(k) Plan of \$10,000 for each of Messrs. Voboril, Reinhold and DeAngelo, \$5,188 for Mr. Hook and \$8,750 for Mr. Mazza, which contributions consist of 581 shares of the company's common stock for each of Messrs. Voboril, Reinhold and DeAngelo, 302 shares of the company's common stock for Mr. Hook, and 508 shares of the company's common stock for Mr. Mazza. Amounts reported in item (ii) were earned in fiscal year 2004 and paid in fiscal year 2005. The company's employee stock ownership plan, or ESOP, was merged into the Amended 401(k) Plan as of June 29, 2004. For fiscal year 2003, represents (i) the company's matching contributions to the 401(k) Plan of \$4,200 for each of Messrs. Voboril, Reinhold and DeAngelo and (ii) the company's 2003 defined contribution under the ESOP of \$10,000 for each of Messrs. Voboril, Reinhold, DeAngelo and \$1,346 for Mr. Mazza, which contributions consist of 268 shares of the company's common stock for each of Messrs. Voboril, Reinhold, DeAngelo and 36 shares of the company's common stock for Mr. Mazza. Amounts reported in item (ii) were earned in fiscal year 2003 and paid in fiscal year 2004. The stock bonus and money purchase components of the company's ESOP were combined into one stock bonus plan as of December 31, 2002. For fiscal year 2002, represents (i) the company's matching contributions to the 401(k) Plan of \$4,200 for Mr. Voboril, \$3,067 for Mr. Reinhold, \$3,801 for Mr. DeAngelo, (ii) the company's 2002 cash profit sharing earnings of \$3,000 for Mr. Voboril, \$2,300 to Mr. Reinhold, \$2,715 to Mr. DeAngelo, (iii) the company's 2002 profit sharing contribution under the stock bonus component of its ESOP of \$6,000 for Mr. Voboril, \$4,601 for Mr. Reinhold, \$5,730 for Mr. DeAngelo, which contributions consist of 238, 182 and 227 shares of the company's common stock, respectively, and (iv) the company's 2002 defined contribution under the money purchase component of its ESOP of \$10,000 for Mr. Voboril, \$7,668 for Mr. Reinhold and \$9,050 for Mr. DeAngelo, which contributions consist of 396, 304 and 358 shares of the company's common stock, respectively. Amounts reported in items (ii), (iii) and (iv) were earned in fiscal year 2002 and paid in fiscal year 2003.
- (4) Represents amounts earned in fiscal year 2004 which will be or have been paid in fiscal year 2005.
- (5) Represents amounts earned in fiscal year 2003 which were paid in fiscal year 2004.
- (6) Represents amounts earned in fiscal year 2002 which were paid in fiscal year 2003.
- (7) Represents amounts earned and paid in fiscal year 2003.
- (8) Began employment in June 2002.
- (9) Began employment in September 2004.

Stock Options

The following table sets forth information concerning stock option grants made to the Named Executive Officers in fiscal year 2004, including the potential realizable value over the ten year term of the options, based on assumed rates of stock appreciation of 5% and 10%, compounded annually. These assumed rates of appreciation are mandated by the rules of the United States Securities and Exchange Commission, or the SEC, and do not represent the company's estimate of future stock price performance. Actual gains, if any, on stock option exercises will be dependent on the future performance of the company's common stock.

OPTION GRANTS IN LAST FISCAL YEAR

Name	Individual Grants				Potential Realizable Value at Assumed Rates of Stock Appreciation Price for Option Term	
	Number of Securities Underlying Options Granted	Percentage of Total Options Granted in Fiscal Year 2003	Exercise Price (\$/sh)	Expiration Date	5%	10%
Edward F. Voboril	61,500	23.2%	\$ 27.50	6/30/14	\$ 2,754,868	\$ 4,386,667
Lawrence P. Reinhold	12,300	4.6%	\$ 27.50	6/30/14	\$ 550,974	\$ 877,333
Thomas J. Hook	50,000	18.9%	\$ 16.70	6/30/14	\$ 1,360,127	\$ 2,165,775
Larry T. DeAngelo	12,300	4.6%	\$ 27.50	6/30/14	\$ 550,974	\$ 877,333
Thomas J. Mazza	2,800	1.1%	\$ 27.50	6/30/14	\$ 125,425	\$ 199,718

The following table sets forth information concerning the number of shares and the value of options outstanding as of December 31, 2004 for each Named Executive Officer. The values of in-the-money options have been calculated on the basis of a valuation of \$22.42 per share, the closing price per share of the company's common stock on the NYSE on December 31, 2004, less the applicable exercise price.

OPTION EXERCISES AND YEAR-END OPTION VALUES

Name	Number of Shares Acquired On Exercise	Value Realized	Number of Securities Underlying Unexercised Options at December 31, 2004		Value of Unexercised In-the-Money Options at December 31, 2004	
			Exercisable	Unexercisable	Exercisable	Unexercisable
Edward F. Voboril	10,000	\$ 349,200	295,864	63,688	\$ 1,715,155	\$ 1,395
Lawrence P. Reinhold	8,374	\$ 101,866	48,149	46,587	\$ —	\$ —
Thomas J. Hook	—	—	7,800	42,200	\$ 44,616	\$ 241,384
Larry T. DeAngelo	25,600	\$ 893,952	64,974	12,700	\$ 368,739	\$ —
Thomas J. Mazza	—	—	2,798	4,667	\$ —	\$ —

EQUITY COMPENSATION PLAN INFORMATION

The following table provides information regarding the company's equity compensation plans as of December 31, 2004.

Plan Category	(a)	(b)	(c)
	Number of securities to be issued upon exercise of outstanding options, warrants and rights or upon vesting of shares granted under restricted stock plan	Weighted-average exercise price of outstanding options, warrants and rights; Weighted-average share price of restricted stock shares granted	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders (1)	1,249,854	\$ 23.68	430,183
Equity compensation plans approved by security holders (2)	40,300	\$ 30.47	132,700
Equity compensation plans not approved by security holders	—	—	—
Total	1,290,154	\$23.89	612,883

- (1) Consists of the company's 1997 stock option plan, 1998 stock option plan and non-employee director stock incentive plan, pursuant to which options to purchase shares of the company's common stock are outstanding and may be granted in the future.
- (2) Consists of the company's 2002 restricted stock plan, pursuant to which shares of the company's common stock have been awarded and may be awarded in the future.

Employment Agreements

On July 9, 1997, the company entered into an employment agreement with Mr. Voboril, the company's Chairman of the Board, President and Chief Executive Officer. This agreement expired on June 30, 2001 but automatically extends for additional one-year periods until the company or Mr. Voboril gives notice to terminate not less than twelve months prior to the proposed termination date. The company currently pays Mr. Voboril \$430,000 annually. The Compensation and Organization Committee and the Board of Directors has the right to increase Mr. Voboril's salary. Under this agreement, Mr. Voboril is entitled to receive a bonus equal to 100% of his current base salary if the company achieves financial targets set by the Board of Directors and reflected in the company's annual budget.

If the company terminates Mr. Voboril's employment "without cause" or if Mr. Voboril terminates his employment for "good reason," as such terms are defined in the agreement, the company has agreed to pay to Mr. Voboril the greater of \$285,000 or his current annual base salary and a bonus for the year of termination equal to a percentage of his base salary. If the company terminates his employment without cause within six months before, or twelve months after, a "change of control" of the company, as that term is defined in the agreement, the company will pay Mr. Voboril an amount equal to his current annual salary and a bonus equal to 100% of his current base salary. In addition, all unvested stock options held by Mr. Voboril will automatically vest and he will have the right to exercise all unexercised options.

If the company terminates Mr. Voboril's employment for "cause," as that term is defined in the agreement, or if Mr. Voboril terminates his employment without good reason, the company will pay him his accrued base salary and other compensation that has accrued as of the termination date. However, the company will not pay Mr. Voboril an annual bonus if the company terminates his employment with cause, and any stock options granted to Mr. Voboril that have not vested will be forfeited and canceled. If the company terminates Mr. Voboril's employment for cause, the company may, at its election, purchase all of his shares and vested stock options at the lesser of the shares' cost or fair market value. So long as Mr. Voboril's employment is not terminated without cause, he has agreed not to solicit any of the company's employees or to compete, directly or indirectly, with the company during his employment and for two years after his employment ends.

Mr. Reinhold accepted employment with the company pursuant to the terms of an offer of employment letter, dated May 29, 2002, as amended. Mr. Reinhold currently receives an annual salary of \$325,000, and is entitled to one year of severance payments if his employment is involuntarily terminated by the company or voluntarily terminated by him for "good reason," as that term is defined in the change of control agreement between the company and Mr. Reinhold, excluding those provisions of the definition requiring a change of control event. The terms of this change of control agreement are described under the heading "Change of Control Agreements" in this proxy statement.

Mr. Hook accepted employment with the company pursuant to the terms of an offer of employment letter, dated August 9, 2004. Mr. Hook currently receives an annual salary of \$325,000, and is entitled to one year of severance payments if his employment is involuntarily terminated by the company or voluntarily terminated by him for "good reason," as that term is defined in the change of control agreement between the company and Mr. Hook, excluding those provisions of the definition requiring a change of control event. The terms of this change of control agreement are described under the heading "Change of Control Agreements" in this proxy statement.

Mr. DeAngelo currently receives an annual salary of \$240,000 and is entitled to receive one year of severance payments if his employment is involuntarily terminated by the company or voluntarily terminated by him for "good reason," as that term is defined in the change of control agreement between the company and Mr. DeAngelo, excluding those provisions of the definition requiring a change of control event. The terms of this change of control agreement are described under the heading "Change of Control Agreements" in this proxy statement.

Change of Control Agreements

The company has entered into change of control agreements with Messrs. Voboril, Reinhold, Hook, DeAngelo, Mazza and certain other officers of the company. These agreements provide for the continued employment of the executive for a period of two years following a "change of control" of the company, as that term is defined in the agreement. During this two-year period, the executive would continue to be employed and compensated commensurate with his or her position and compensation prior to the change of control. The agreement terminates (i) upon the executive's death or disability, (ii) for "cause" or (iii) by election of the executive for "good reason," as such terms are defined in the agreement.

If the company terminates the agreement other than for death, disability or cause, or the executive terminates the agreement for good reason after a change of control, then the executive will be paid an amount equal to (i) two times his or her highest annual salary for the three-

year period prior to the date of termination, (ii) the average annualized bonus paid to the executive during the three year period prior to the date of termination, (iii) two times the company's total contributions to the company's retirement plan with respect to the executive for the year preceding the termination, (iv) that portion, if any, of the company's contribution to the executive's 401(k), savings or other similar individual account plan that is not vested as of the date of termination, plus an amount that, when added to this unvested contribution, would be sufficient after applicable taxes to enable the executive to net an amount equal to this unvested contribution and (v) \$25,000 for outplacement services utilized by the executive. Moreover, all unvested stock options, stock appreciation rights and restricted stock held by the executive pursuant to any company stock plan, will immediately become fully vested and exercisable. The executive and his or her family are also entitled to continued coverage under the company's medical and other benefits plans for a period of two years on the same terms upon which such coverage was provided prior to such termination. The company will also make any additional tax gross-up payment to the executive as may be necessary to reimburse the executive for any federal or state excise tax liability with respect to any severance payment, other benefit or tax gross-up payment made under the change of control agreement.

Stock Option Plans

The company has two stock option plans that provide for the issuance of nonqualified and incentive stock options to its key employees and key employees of its subsidiaries. The terms of the company's 1997 stock option plan and 1998 stock option plan are substantially the same and both plans are administered by the company's Compensation and Organization Committee. The 1997 stock option plan authorizes the issuance of options to acquire up to 480,000 shares of common stock and the 1998 stock option plan authorizes the issuance of options to acquire up to 1,220,000 shares of common stock. Options granted under the 1997 and 1998 stock option plans generally vest over a three-to-five-year period and the vesting period can be accelerated depending upon the achievement by the company of performance standards, including earnings targets. Options expire ten years from the date of the grant. Options are granted with exercise prices equal to the fair market value of the common stock on the date of the grant. Options generally are non-transferable, other than by will or the laws of descent and distribution and are exercisable only by the grantee while the grantee is alive. Both of the stock option plans contain a change of control provision. If a change of control of the company occurs, at the discretion of the company's Compensation and Organization Committee, each option granted under the stock option plans may be terminated. If this occurs, the company must pay each optionholder an amount equal to the difference between the fair market value of each share and the exercise price per share. This amount would be payable upon the closing of a transaction that results in a change of control.

The company has a non-employee director stock incentive plan which has been approved by the company's stockholders and provides for the issuance of non-qualified stock options to non-employee directors to purchase up to 100,000 shares of the company's common stock from its treasury, subject to the terms of the plan. The Compensation and Organization Committee administers the plan. Options granted under the plan become exercisable in three equal annual installments beginning on the first December 31, which is at least six months after the date of grant, and on the two succeeding occurrences of December 31, provided that the individual continues to serve as a non-employee director of the company on each such date. Each stock option terminates on the tenth anniversary of the date of grant unless earlier terminated pursuant to the terms of the plan. The plan contains a change of control provision under which, upon the occurrence of a change of control in the company, each stock option may, at the discretion of the board, be terminated within a specific number of days after notice to the holder of the stock option and each such holder will receive, in respect of each share of common stock for which the stock option then is exercisable, an amount equal to the excess of the then fair market value of such share of common stock over the exercise price per share payable in the same consideration received by the stockholders of the company upon the closing of the transaction that results in the change of control.

Restricted Stock Plan

The company has a 2002 restricted stock plan which has been approved by the company's stockholders and provides for the granting of stock awards to the company's employees. The Compensation and Organization Committee administers the plan. The number of shares that are reserved and may be issued under the plan cannot exceed 200,000. Restricted stock awards are either time-vested or performance-vested based on the terms of the individual award agreement. Time-vested restricted stock vests 50% on the first anniversary of the date of the award and 50% on the second anniversary of the date of the award. Performance-vested restricted stock vests upon the achievement of certain annual diluted earnings per share targets by the company or the seventh anniversary date of the award.

Incentive Compensation Plans

The company maintains a cash based key management incentive plan that includes a number of key management employees who receive annual incentive compensation based upon targeted financial performance goals and the achievement of these goals by the company. The range of these incentives varies depending upon the level of the manager and his or her ability to impact the company's performance, as well as the level of achievement of those financial goals by the company.

Stock Contribution to Amended 401(k) Plan

The company sponsored a non-leveraged Employee Stock Ownership Plan, or ESOP, and related trust prior to June 29, 2004. Effective June 29, 2004, the ESOP was merged with the 401(k) Plan and the Stock Bonus Plan into the Amended 401(k) Plan. Under the terms of the Amended 401(k) Plan, there is an annual defined contribution equal to five percent of each employee's eligible annual compensation. This contribution is made to the Amended 401(k) Plan in the form of the company's stock.

Compensation and Organization Committee Interlocks and Insider Participation

In fiscal year 2004, Messrs. Summer, Summers and Soderberg served on the Compensation and Organization Committee. No person who served as a member of the Compensation and Organization Committee during fiscal year 2004 was (i) an officer or employee of the company or any of its subsidiaries during such fiscal year (ii) formerly an officer of the company or any of its subsidiaries or (iii) had any relationship requiring disclosure by the company under Item 404 of Regulation S-K under the Securities Act of 1933.

COMPENSATION AND ORGANIZATION COMMITTEE REPORT

Overview. The Compensation and Organization Committee is comprised solely of directors who are not current or former employees of the company. The Compensation and Organization Committee consists of Messrs. Summer, Summers and Soderberg. The Compensation and Organization Committee is responsible for establishing the compensation policies and administering the compensation programs for the company's executive officers.

Compensation and Organization Committee Objectives. The primary purpose of the Compensation and Organization Committee is to establish the company's executive and director compensation philosophy that will attract, retain and motivate superior executives and ensure that senior executives and directors of the company and its wholly-owned subsidiaries are compensated appropriately in a manner consistent with the compensation philosophy, internal equity considerations, competitive practice and the requirements of the appropriate regulatory bodies. In addition, the Compensation and Organization Committee is responsible for oversight and review of the reporting relationships of the senior executive staff, the quality of the executive team and the process of succession planning and management development within the company.

The executive compensation program is generally composed of base salary, discretionary performance bonus, and long-term incentives in the form of stock options and restricted stock awards. The compensation program also includes various benefits, including a deferred compensation program for some executives, as well as health insurance plans and programs, pension plans, that are also available to all of the company's full-time associates.

Base Salary. The Compensation and Organization Committee annually reviews and approves the base salaries of executive officers, taking into consideration individual performance, retention, the level of responsibility, the scope and complexity of the position, and competitive practices.

Incentive Compensation. The company maintains a cash based key management incentive plan that includes a number of key company managers who receive annual incentive compensation based upon targeted financial performance goals and the achievement of these goals by the company. The range of these incentives varies depending upon the level of the manager and his/her ability to impact the company's performance, as well as the level of achievement of those financial goals by the company.

Stock Plans. The company has several stock option grant programs including company performance based vesting and long-term incentive plan vesting. The company also has a restricted stock plan for some executives that is also based on company performance vesting. These stock-option programs are used as both a recruiting tool for key managers, as well as a retention tool for executive officers. Performance-based options are tied to the company's financial performance goals and the achievement of those goals by the company. Long term incentive plan options are tied to executive officer retention periods with the company. The 2005 Plan being submitted for approval at this meeting is consistent with the company's desire to offer suitable stock incentive compensation alternatives for both recruiting and retention purposes.

Compensation of the Chairman of the Board, President and Chief Executive Officer. Compensation of the company's Chairman of the Board, President and Chief Executive Officer, Edward F. Voboril, is determined pursuant to his employment agreement. Under the employment agreement, the company currently pays Mr. Voboril \$430,000 annually. The Compensation and Organization Committee and the Board of Directors have the right to increase his salary. Under the employment agreement, Mr. Voboril is entitled to a bonus equal to 100% of his current base salary if the company achieves financial targets set by the Board of Directors and reflected in the company's annual budget. In determining the level of base salary and bonus to be paid to Mr. Voboril in 2004, the Compensation and Organization Committee considered both the value of Mr. Voboril to the company and pay practices for comparable performance in the industry. For 2004, Mr. Voboril's base salary was increased to \$430,000 from \$380,000. Mr. Voboril earned total bonuses in 2004 of \$100,000, which were paid in 2005. The bonus is attributable to the company's achieving adjusted financial targets set by the board and reflected in the company's adjusted annual budget during 2004 and Mr. Voboril's integral role in bringing about these results.

Respectfully submitted,

William B. Summers, Jr., Chair
Thomas S. Summer
Peter H. Soderberg
Members of the Compensation and Organization Committee

AUDIT COMMITTEE REPORT

The Audit Committee currently consists of Messrs. Summer, Summers and Wareham, each of whom the Board of Directors has determined is “independent” in accordance with applicable law and the listing standards of the New York Stock Exchange and qualifies as an “audit committee financial expert” under applicable rules of the Securities and Exchange Commission. The Audit Committee functions pursuant to a written charter, a copy of which is posted on the company’s website at www.greatbatch.com.

The Audit Committee reviewed and discussed the information contained in the 2004 first, second, third and fourth quarter earnings announcements with management of the company and independent auditors prior to public release. They also reviewed and discussed the information contained in the 2004 first, second and third quarters’ Forms 10-Q and full year 10-K with management of the company and independent auditors prior to filing with the Securities and Exchange Commission. In addition, the Audit Committee met regularly with management, internal auditors and independent auditors on various financial and operational matters, including to review plans and scope of audits and audit reports and to discuss necessary action.

In connection with the company’s fiscal 2004 consolidated financial statements, the Audit Committee has:

- reviewed and discussed with management the company’s audited consolidated financial statements as of and for fiscal 2004;
- discussed with the company’s independent auditors the matters required to be discussed by Statement on Auditing Standards No. 61, Communication with the Audit Committees, as amended, by the Auditing Standards Board of the American Institute of Certified Public Accountants and SEC rule 2-07; and
- received and reviewed the written disclosures and the letter from the company’s independent auditors required by Independence Standards Board Standard No. 1, *Independence Discussions with Audit Committees*, as amended, by the Independence Standards Board, and have discussed with the auditors the auditors’ independence.

Based on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors, and the board has approved, that the audited consolidated financial statements referred to above be included in the company’s Annual Report on Form 10-K for fiscal 2004.

Respectfully submitted,

Thomas S. Summer, Chair
William B. Summers, Jr.
John P. Wareham
Members of the Audit Committee

AUDIT FEES

The following table sets forth the aggregate fees billed by the company's independent accountants, Deloitte & Touche LLP, the member firms of Deloitte & Touche Tohmatsu and their respective affiliates, or collectively, Deloitte, for services provided to the company during fiscal years 2004 and 2003:

	<u>2004</u>	<u>2003</u>
Audit Fees (a)	\$ 537,500	\$ 210,700
Audit-Related Fees (b)	<u>281,000</u>	<u>40,200</u>
Total Audit and Audit-Related Fees	818,500	250,900
Tax Fees (c)	50,900	290,100
All Other Fees	<u>—</u>	<u>—</u>
Total Fees (d)	<u>\$ 869,400</u>	<u>\$ 541,000</u>

(a) In 2004, amount included \$269,000 for attestation required under Section 404 of the Sarbanes-Oxley Act of 2002.

(b) In 2004, amount included \$260,000 for internal control consulting services related to Section 404 of the Sarbanes-Oxley Act of 2002.

(c) In 2004, amount primarily relates to tax research and tax audits. In 2003, amount also included tax compliance fees.

(d) Audit Committee pre-approval of services included in items (a), (b) and (c) was conducted in 2004 and 2003.

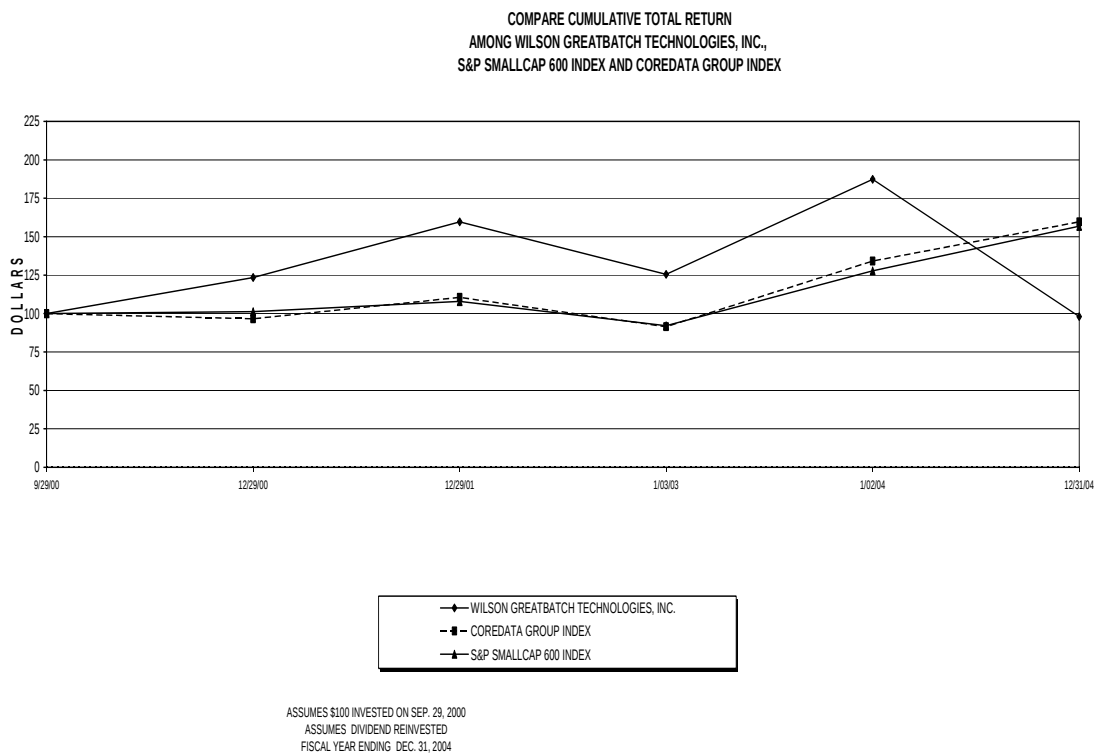
None of the services described above was approved by the Audit Committee under the de minimis exception provided under Securities and Exchange Commission Regulation S-X, Rule 2-01(c)(7)(i)(c).

Audit Committee Pre-Approval Policy on Audit and Non-Audit Services

As described in the Charter of the Audit Committee (Section III.10), the Audit Committee must review and pre-approve both audit and non-audit services to be provided by the company's independent auditor (other than with respect to *de minimis* exceptions permitted by the Sarbanes-Oxley Act of 2002). This duty may be delegated to one or more designated members of the Audit Committee with any such pre-approval reported to the audit committee at its next regularly scheduled meeting. Approval of non-audit services will be disclosed to investors in periodic reports required by Section 13(a) of the Securities Exchange Act of 1934.

PERFORMANCE GRAPH

The following graph compares for the thirty-nine month period ended January 2, 2004, the cumulative total stockholder return for the company, the S&P SmallCap 600 Index, and the Coredata Group Index, an index of over 100 medical instruments and supply companies. The graph assumes that \$100 was invested on September 29, 2000 in the common stock of the company, the S&P SmallCap 600 Index and the Coredata Group Index, and assumes reinvestment of dividends. The stock price performance shown on the following graph is not necessarily indicative of future price performance.



	9/29/00	12/29/00	12/29/01	1/3/03	1/2/04	12/31/04
Wilson Greatbatch Technologies, Inc.	100	123.50	159.61	125.46	187.32	98.01
Coredata Group Index	100	96.64	110.49	91.52	134.12	159.61
S&P SmallCap 600 Index	100	101.26	107.88	92.10	127.82	156.77

RELATED PARTY TRANSACTIONS

The company invested approximately \$1 million in BIOMEC, Inc. during 2001, and acquired approximately 2% of the outstanding shares. BIOMEC, Inc. is a small business researcher, developer and manufacturer of advanced medical devices. Mr. Sanford is an indirect shareholder, member of the executive committee, and non-executive Vice Chairman of BIOMEC, Inc. In 2003, BIOMEC, Inc. sold assets of its Minneapolis operation, Biomec Cardiovascular, Inc. to Medamicus, Inc. As a result of the asset sale, BIOMEC, Inc. shareholders were distributed shares in the new combined entity Enpath Medical, Inc. The company's new basis in BIOMEC, Inc. is approximately \$0.7 million, which represents approximately 2% of the outstanding shares, and the company's basis in Enpath Medical, Inc. is approximately \$0.3 million, which represents less than 1% of the outstanding shares.

REQUIREMENTS FOR REPORTING SECURITIES OWNERSHIP

Section 16(a) of the Exchange Act requires the company's executive officers and directors, and persons who own more than ten percent of a registered class of the company's equity securities, to file reports of ownership and changes in ownership with the SEC. Executive officers, directors and greater than ten-percent stockholders are required by SEC regulations to furnish the company with copies of all Section 16(a) forms they file. To the company's knowledge, based solely upon its review of copies of such forms furnished to it, or written representations from reporting persons that no such forms were required for those persons, the company believes that during fiscal year 2004

all filing requirements applicable to executive officers, directors and greater than ten-percent beneficial owners were complied with except that Larry T. DeAngelo and Edward F. Voboril each failed to timely file a report on Form 4 with respect to an exercise of vested options.

PROPOSALS OF STOCKHOLDERS

Any stockholder who intends to present a proposal intended to be considered for inclusion in the proxy statement for presentation at the company's 2006 Annual Meeting of Stockholders must submit such proposal so that the company receives it by December 30, 2005. The proposal should be submitted to the company's offices in Clarence, New York by certified mail, return receipt requested, and should be directed to the Secretary of the company. In addition, the company's by-laws require that notice of any business proposed by a stockholder to be brought before an annual meeting, whether or not proposed for inclusion in the company's proxy statement, must be received by the Secretary of the company not later than 90 days in advance of the anniversary date of the prior year's annual meeting, which for business proposed for the 2006 Annual Meeting is February 23, 2006.

OTHER MATTERS

Management does not know of any matters to be presented at this Annual Meeting other than those set forth in this proxy statement and in the notice accompanying this proxy statement. If other matters should properly come before the Annual Meeting, it is intended that the proxy holders will vote on such matters in accordance with their best judgment.

A copy of the company's Annual Report on Form 10-K for fiscal year 2004 may be obtained without charge by any stockholder of record by written request made to Anthony Borowicz, Treasurer and Director of Investor Relations, Wilson Greatbatch Technologies, Inc., 9645 Wehrle Drive, Clarence, New York 14031.

By Order of the Board of Directors,

LARRY T. DeANGELO
Senior Vice President,
Administration and Secretary

Clarence, New York
April 29, 2005

PROXY

PROXY

WILSON GREATBATCH TECHNOLOGIES, INC.

**9645 WEHRLE DRIVE
CLARENCE, NEW YORK 14031**

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS FOR THE ANNUAL MEETING OF
STOCKHOLDERS ON MAY 24, 2005.**

The undersigned hereby appoints Edward F. Voboril and Larry T. DeAngelo, and each of them, proxies with the powers the undersigned would possess if personally present and with full power of substitution, to vote all shares of common stock of the undersigned at the Annual Meeting of Stockholders of Wilson Greatbatch Technologies, Inc. to be held at Samuel's Grande Manor, 8750 Main Street, Williamsville, New York 14221, on May 24, 2005, and at any adjournments, upon matters described in the proxy statement furnished with this proxy card and all other subjects that may properly come before the meeting.

IF NO DIRECTIONS ARE GIVEN, THE INDIVIDUALS DESIGNATED ABOVE WILL VOTE FOR THE NOMINEES FOR DIRECTOR LISTED IN THE PROXY STATEMENT FURNISHED WITH THIS PROXY CARD, AND AT THEIR DISCRETION ON ANY OTHER MATTERS THAT MAY PROPERLY COME BEFORE THE MEETING.

If you have a beneficial interest in shares allocated to your account under the Wilson Greatbatch Technologies, Inc. 401(k) Retirement Plan, then this card also constitutes your voting instructions to the trustee of this plan. If you do not submit a proxy or otherwise provide voting instructions, or if you do not attend the annual meeting and vote by ballot, the trustee of this plan will vote the shares in the same manner and in the same proportion as the shares for which voting instructions are received, except that the trustee, in the exercise of the trustee's fiduciary duties, may determine that the trustee must vote the shares in some other manner. If you plan to attend the meeting, please check the appropriate box on your proxy card, return the proxy card and refer to the map included below containing directions to Samuel's Grande Manor.

Address Change/Comments (Mark the corresponding box on the reverse side)

FOLD AND DETACH HERE

[MAP TO SAMUEL'S GRANDE MANOR]

THIS PROXY WILL BE VOTED AS DIRECTED, OR IF NO DIRECTION IS INDICATED, WILL BE VOTED "FOR" THE PROPOSALS.

Please Mark Here ☐
for Address Change or Comments
SEE REVERSE SIDE

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" PROPOSALS 1, 2 AND 3

FOR the nominees listed at right (except as marked to the contrary)	WITHHOLD AUTHORITY to vote for the nominees listed at right
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1. ELECTION OF DIRECTORS

☐

☐

(To withhold authority to vote for any individual nominee write his or her name in the space below):

Nominees:
01 Edward F. Voboril
02 Pamela G. Bailey
03 Joseph A. Miller, Jr.
04 Bill R. Sanford
05 Peter H. Soderberg
06 Thomas S. Summer
07 William B. Summers, Jr.
08 John P. Wareham

FOR

AGAINST

ABSTAIN

2. APPROVE WILSON GREATBATCH TECHNOLOGIES, INC. 2005 STOCK INCENTIVE PLAN

☐

☐

☐

3. APPROVE AMENDMENT TO AMENDED AND RESTATED CERTIFICATE TO CHANGE NAME TO GREATBATCH, INC.

☐

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4. In their discretion, upon such other business as may properly come before the Annual Meeting or any adjournments.

I PLAN TO ATTEND THE
ANNUAL MEETING

☐

Signature _____ Signature _____ Date _____

NOTE: Please sign as name appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such.

FOLD AND DETACH HERE

**Vote by Internet or Telephone or Mail
24 Hours a Day, 7 Days a Week**

**Internet and telephone voting is available through 11:59PM Eastern Time
the day prior to annual meeting day.**

**Your Internet or telephone vote authorizes the named proxies to vote your shares in the same manner
as if you marked, signed and returned your proxy card.**

Internet
<http://www.proxyvoting.com/gb>

Use the Internet to vote your proxy.
Have your proxy card in hand when
you access the web site.

Telephone
1-866-540-5760

Use any touch-tone
telephone to vote your
proxy. Have your proxy
card in hand when you
call.

OR

Mail

Mark, sign and date your
proxy card and return it
in the enclosed postage-
paid envelope.

OR

If you vote your proxy by Internet or by telephone, you do NOT need to mail back your proxy card.