

18 March 2013

Manager of Company Announcements  
ASX Limited  
Level 6  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir

**Section 708A Cleansing Notice**

On 18 March 2013, HeartWare International, Inc. (**HeartWare**) issued 1,725,000 shares of common stock (**Shares**) (which may be converted into CHESSE Depository Interests (**CDIs**) at any time at the election of the holder of the Shares) at an issue price of US\$86.45 per Share, the terms of which were announced to the market on 12 March 2013 (**Placement**).

The Corporations Act 2001 (Cth) (**Act**) restricts the offer for sale of securities without a disclosure document unless the relevant sale satisfies an exemption as set out in section 708 or 708A of the Act. Accordingly, HeartWare seeks to rely on an exemption in section 708A of the Act with respect to the sale of Shares issued pursuant to the Placement.

As at 18 March 2013, HeartWare gives notice under section 708A(5)(e) that:

- (a) HeartWare issued the Shares under the Placement without a disclosure document under Part 6D.2 of the Act;
- (b) HeartWare has complied with the requirements of Chapter 2M (as they apply to HeartWare) and section 674 of the Act; and
- (c) there is no information:
  - (i) that has been excluded from a continuous disclosure notice in accordance with ASX Listing Rules; and
  - (ii) which investors and their professional advisors would reasonably require for the purpose of making an informed assessment of:
    - the assets and liabilities, financial position and performance, profits and losses and prospects of HeartWare; or
    - the rights and liabilities attaching to HeartWare's Shares.

Yours faithfully,

A handwritten signature in black ink, appearing to be 'D. Godshall', written over a horizontal dotted line.

Douglas Godshall  
Chief Executive Officer