

14 November 2013

MR JOHN SAMPLE
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 SAMPLETOWN VIC 3030

EXTENSION OF VOLUNTARY SALE FACILITY

Dear HeartWare CDI Holder,

We are writing to let you know that the closing date for our Voluntary Sale Facility has been extended from 18 December 2013 until 1 June 2014. Our goal with this extension is to provide CDI holders with ample time to review the options described below, make a decision appropriate for each individual holder and complete the necessary paperwork.

As you recall, HeartWare was delisted from the official list of the Australian Securities Exchange (ASX) on 17 September 2013. As a result, it is no longer possible to trade your holding of HeartWare CDIs on ASX.

This letter is being provided to you to outline the options which you now have with respect to your CDI holding and to advise you that HeartWare has decided to extend the closing date of the Voluntary Sale Facility (the terms of which were outlined in the mailings which were sent to you on 17 June and 9 September 2013) from 18 December 2013 until 1 June 2014. Accordingly, you will now have the following options, with timelines updated to reflect the extension, with respect to your CDI holdings:

Option 1	Retain your holding in HeartWare by converting your CDIs into shares of common stock (tradeable on NASDAQ) (up to 1 June 2014)
	<p>You can convert your CDIs into shares of common stock, which may be traded on NASDAQ, at any time up until 1 June 2014 by completing and returning the Register Removal Request. Any fees payable for the conversion of your CDIs into shares of common stock will be borne by HeartWare.</p> <p>If you were a CHESS sponsored shareholder as at 24 September 2013, your CHESS sponsored holding was automatically converted to an Issuer Sponsored Holding and you will no longer be able to convert your CDIs into common stock through your broker electronically (you will need to send the Register Removal Form to Computershare). You may still quote your HIN number on the form under the 'CHESS HIN' section and the form will still be processed accordingly (if all other details are correct).</p> <p>You should be aware that there may be tax implications associated with either holding or subsequently selling shares of common stock on NASDAQ.</p>

Option 2	Sell your holding in HeartWare via the Voluntary Sale Facility
	<p>The Voluntary Sale Facility is open until 1 June 2014.</p> <p>You should be aware that if you elect to participate in the Voluntary Sale Facility, you can only elect to sell all of the shares of common stock underlying your CDIs.</p> <p>To participate in the Voluntary Sale Facility you will need to complete and return the Voluntary Share Sale Form.</p> <p>Under the Voluntary Sale Facility, HeartWare will procure the transfer of your CDIs to Morgan Stanley & Co. LLC (or its designee) (Broker) for the purpose of enabling the sale of the shares underlying your CDIs on NASDAQ.</p> <p>You should note the following important information regarding the Voluntary Share Sale Facility:</p> <ul style="list-style-type: none"> • The proceeds you receive from the sale of your shares of common stock will be after transfer fees and applicable taxes and will reflect the market price and A\$/USDS\$ exchange rate at the time of conversion. HeartWare will be paying brokerage fees on behalf of CDI holders who participate in the Voluntary Sale Facility. • After receiving the Share Sale Form, Computershare and the Broker will endeavour to aggregate the shares which are the subject of Share Sale Forms and sell these shares on the NASDAQ every three weeks or as the Broker deems reasonable. <p>The net funds attributable to the sale of your shares of common stock will be paid to you in Australian Dollars approximately 10 days after the sale of the shares of common stock underlying your CDIs. Proceeds will be remitted to you based on the average price of the shares sold in the relevant batch.</p> <p>Payment will be made by direct credit into your bank account or by cheque if no bank account is recorded by Computershare. You may update your bank account details by visiting www.investorcentre.com and following the prompts. You will be responsible for any tax including personal income tax or capital gains tax which results from your sale of the shares of common stock underlying your CDIs through the Voluntary Sale Facility.</p>
Option 3	Allow your holding in HeartWare to be sold via the Compulsory Sale Process
	<p>If you do not choose one of the options above by 1 June 2014 the shares of common stock underlying your CDIs will be sold under the Compulsory Sale Process described below.</p> <p>During the period between 2 June 2014 and 20 June 2014, the shares of common stock underlying your CDIs will be aggregated with all other outstanding CDI holdings and sold by CDN on NASDAQ through the Broker without any brokerage costs being charged to CDI holders. CDN has the power to sell the shares of common stock underlying your CDIs pursuant to the ASX Settlement Operating Rules.</p> <p>The sale mechanism and the process for calculating the proceeds of the sale of the shares of common stock underlying your CDIs under the Compulsory Sale Process will be the same as that for the Voluntary Sale Facility. Computershare will remit the proceeds back to you as soon as practicable by direct credit to your bank account or by cheque if no bank account is recorded. If you cannot be contacted, the sale proceeds from your shares of common stock will be placed in a trust account to be held by HeartWare on your behalf.</p>



Any fractional shares outstanding following the close of the Voluntary Sale Facility or Compulsory Sale Process will be aggregated and sold on NASDAQ by the Broker shortly following the close of the Compulsory Sale Process.

Enclosed for your convenience are a Voluntary Share Sale Form and a Register Removal Form. These forms should be returned to Computershare at the address below:

**Computershare Investor Services Pty Ltd
GPO Box 52
Melbourne, Victoria 3001, Australia**

so that they are received by 1 June 2014. A reply paid envelope is enclosed for CDI holders with a registered address in Australia. Those holders with a registered address outside Australia will need to affix the appropriate postage.

Please be aware that a Form W8-BEN is no longer required in connection with the sale of CDIs under the Voluntary Sale Facility or Compulsory Sale Process, and backup withholding tax will not be deducted from your sale proceeds.

If you choose to convert your CDIs to common stock, Computershare will send you a Form W8-BEN which will need to be completed and returned to Computershare prior to any ultimate sale of the shares of common stock.

If you have any questions please contact Computershare Investor Services Pty Ltd on 1300 394 367 (within Australia) or + 61 3 9415 4884 (outside Australia) between 8.30am and 5.00pm (Sydney time).

Respectfully yours,

A handwritten signature in black ink, appearing to read "D. Godshall", with a long horizontal flourish extending to the right.

Doug Godshall
President and CEO
HeartWare International, Inc.