



17 June 2013



Dear CDI Holder

Delisting of HeartWare International, Inc from ASX

HeartWare International Inc. (NASDAQ: HTWR - ASX: HIN) has requested and received approval from ASX Limited (**ASX**) to remove its CHESS Depository Interests (**CDIs**) from the official list of ASX subject to complying with certain conditions described below. This letter contains important information about your holding of HeartWare International, Inc. (**HeartWare** or the **Company**) CDIs and the delisting process.

In addition to the information set out below, we also enclose a set of Frequently Asked Questions which is designed to assist you in understanding the process for the delisting of HeartWare from the official list of ASX and the impact on your holding of CDIs.

The information in this letter does not take into account your individual investment objectives, financial situation and needs. The information in this letter is of a general nature and is not financial product advice and should not be relied upon as the sole basis for any investment decision. As a CDI holder you should consult your financial, legal, tax or other professional advisor if you have any queries in relation to the information contained in this letter or how you should act with respect to your holding of CDIs.

HeartWare to be delisted from ASX

On **12 June 2013**, HeartWare announced that it had received ASX approval for its removal from the official list of ASX subject to complying with certain conditions described in this letter.

Trading in HeartWare's CDIs will be suspended with effect from close of trading on ASX on **10 September 2013 (Suspension Date)** (AEST). Removal of HeartWare from the official list of ASX is expected to occur on **17 September 2013 (Delisting Date)**.

Shares of common stock in HeartWare will continue to be listed on the NASDAQ. Trading on NASDAQ will continue during and after the ASX delisting process.

This letter seeks to provide CDI holders with information about the delisting process, the options available to CDI holders in connection with holdings of CDIs and certain implications which may arise for CDI holders as a result of the delisting. If you have any questions about the delisting process, please contact Computershare Investor Services Pty Ltd (**Computershare**) on 1300 394 367 (within Australia) or + 61 3 9415 4884 (outside Australia) between 8.30am and 5.00pm (Sydney time).

Reasons for delisting from ASX

HeartWare Limited was admitted to the official list of ASX in 2005 and was subsequently replaced as the ASX listed entity by HeartWare International, Inc. on 3 November 2008 following the HeartWare group's redomiciliation to the United States of America.

The initial listing on ASX enabled the Company to invest in the development of a portfolio of medical devices designed to provide advanced heart failure patients with mechanical circulatory support. HeartWare's first device, the HeartWare® Ventricular Assist System, received CE Marking for commercialization in 2009 following clinical trials conducted in Australia and Europe. Today, following FDA approval in the United States in November 2012, more than 3,000 advanced heart failure patients in 30 countries around the globe have received the HeartWare System.

HeartWare appreciates the early support of investors through the ASX listing. However, since HeartWare's listing on NASDAQ in 2009, there has been a substantial shift in the trading volume of the Company's securities from ASX to NASDAQ which has culminated in more than 99% of the total trading volume of the Company's securities occurring on NASDAQ and less than 1% of the Company's trading volume occurring on ASX since 1 January 2013. In addition, CDIs (representing shares of common stock in HeartWare) now represent only 5.1% of HeartWare's issued and outstanding share capital.

As a result, HeartWare has determined that sustaining the administrative costs of an ASX listing, including the higher level of regulatory and compliance costs associated with dual listings, is difficult to justify and, accordingly, has made the decision to delist from ASX.

Delisting Process

Suspension of CDIs from ASX trading and delisting

HeartWare CDIs will trade on ASX until the close of trading on **10 September 2013**, when trading will be suspended. Following the suspension of trading in CDIs, CDI holders will no longer be able to trade their holdings of CDIs on ASX. Following the suspension of CDIs from quotation, HeartWare will be removed from the official list of ASX on **17 September 2013**.

Conversion

Prior to **18 December 2013**, CDI holders will continue to have the right to convert their CDIs into shares of common stock traded on NASDAQ at the rate of 35 CDIs to one share of common stock. Further details of the conversion process are set out below.

Voluntary Sale Facility

In conjunction with the delisting of HeartWare from ASX, the Company has established a sale facility under which CDI holders can elect to exit their CDI holding without incurring any brokerage charges by selling the shares of common stock underlying their CDIs on NASDAQ (**Voluntary Sale Facility**).

The Voluntary Sale Facility will operate from **18 September 2013**, following notification of revocation of the trust under which CHESSE Depository Nominees Pty Ltd (**CDN**) holds the shares of common stock underlying HeartWare's CDIs, until **18 December 2013**. Further details of the Voluntary Sale Facility and how you can participate are set out below.

Compulsory Sale Process

Following the conclusion of the Voluntary Sale Facility, the shares of common stock underlying any remaining holdings of CDIs will be sold under a compulsory sale process during the nine day period after the end of the Voluntary Sale Facility (**Compulsory Sale Period**). The proceeds of the sale of these shares will be paid to CDI holders as described below (**Compulsory Sale Process**).

Indicative dates for the delisting process

The following table sets out the indicative timetable for the delisting of HeartWare from ASX.

Unless otherwise indicated, all dates are Sydney, Australia dates.

10 September 2013	Suspension Date – effective date of suspension in trading of HeartWare CDIs on ASX. Please note that you will not be able to trade your CDIs on ASX after this date.
17 September 2013	Delisting Date – effective date of removal of HeartWare from the official list of ASX.
18 September 2013	Opening date of the Voluntary Sale Facility.
18 December 2013	Closing date of the Voluntary Sale Facility.
19 December 2013	Opening date of the Compulsory Sale Process.
27 December 2013	Closing date of the Compulsory Sale Process.

We will notify you by announcement to ASX if there any changes to this timetable.

Impact on HeartWare following delisting from ASX

Following HeartWare's removal from the official list of ASX:

- HeartWare will remain incorporated in Delaware, United States of America (**USA**) and will continue to be subject to the relevant corporate and securities laws of the state of Delaware and of the United States as well as the rules and regulations of the United States Securities and Exchange Commission;
- HeartWare's shares of common stock will continue to be listed on NASDAQ and will continue to be subject to the NASDAQ Listing Rules; and
- copies of HeartWare's press releases and other relevant corporate information will continue to be available at www.heartware.com.

Options for CDI holders on delisting of HeartWare from ASX

CDI holders will have the following options with respect to their CDI holdings in conjunction with the delisting of HeartWare from the official list of ASX. Please consider the tax implications described later in this letter and consult with your financial or tax advisor.

Option 1	Sell your CDIs on ASX before the Suspension Date (on or before 10 September 2013)
	You can sell your CDIs on ASX at any time prior to the Suspension Date (currently expected to be 10 September 2013) by contacting your stockbroker or financial advisor who can arrange the sale. After the Suspension Date, you will not be able to sell your CDIs on ASX. If you elect to sell your CDIs on the ASX prior to the Suspension Date, you will be responsible for any costs associated with the sale of your CDIs as is customary, including any broker commission.

Option 2	Retain your holding in HeartWare by converting your CDIs into shares of common stock (up to 18 December 2013)
	<p>You have an existing right to convert your CDIs into shares of common stock in HeartWare (which are listed on NASDAQ). Thirty-Five CDIs are equivalent to and will convert into one NASDAQ traded share of common stock.</p> <p>You can convert your CDIs into shares of common stock at any time up until 18 December 2013 (closing of the Voluntary Sale Facility) by:</p> <ul style="list-style-type: none"> • completing and returning the Register Removal Request enclosed with this letter or by contacting Computershare on 1300 394 367 (within Australia) or +61 3 9415 4884 (outside Australia) between 8.30am and 5.00pm Monday to Friday (Sydney time) if your CDIs are held on the issuer sponsored subregister; or • contacting your broker, if your CDIs are held on the CHESS subregister. <p>If you are unsure which subregister your CDIs are held on, you can contact Computershare on 1300 394 367 (within Australia) or + 61 3 9415 4884 (outside Australia).</p> <p>Please indicate on the Register Removal Request whether your shares will be held in your broker's name or in your name at Computershare. If the shares are to be held by your broker, you may be required to open a new U.S. based account. Please discuss with your broker its ability and willingness to maintain and support U.S. based accounts as not all brokers have the capability to execute overseas transactions. If shares are to be held at Computershare, Computershare will mail to you (shortly following receipt of your Register Removal Form) a packet of materials outlining the process required to be followed to transfer your shares. Shares held at Computershare will be recorded electronically and stock certificates will only be issued upon request. Please also complete and return the Internal Revenue Service Form W-8BEN with your Register Removal Request.</p> <p>No fee is payable for the conversion of your CDIs into shares of common stock.</p>
Option 3	Convert your CDI holding into shares of common stock and sell on NASDAQ
	<p>As noted above, you may elect to convert your holding of CDIs into shares of common stock at any time before 18 December 2013 by following the process set out in Option 2 above.</p> <p>If you choose to convert your CDIs into shares of common stock you will become a shareholder in HeartWare and you will be able to trade your shares of common stock on NASDAQ either immediately following conversion or at any point in the future. If the shares are to be held by your broker, you may be required to open a new U.S. based account.</p> <p>You should be aware that you will not be able to trade in shares of common stock until the conversion process has been completed. If you hold your CDIs on the issuer sponsored sub-register, the conversion process should occur within three business days from receipt by Computershare of your completed Register Removal Request.</p> <p>Any costs associated with the process of holding or selling your shares of common stock on NASDAQ will be borne by you. You should also be aware that there may be tax implications associated with either holding or selling shares of common stock on NASDAQ and you may need to complete Internal Revenue Service Form W-8BEN.</p>



Option 4	Participate in the Voluntary Sale Facility
	<p><i>Entitlement to participate</i></p> <p>If you are registered as a holder of CDIs on HeartWare's Australian registry at 7.00pm AEST on 17 September 2013 (or as a result of any valid off market transfer form being subsequently received and processed), you will be able to sell the shares of common stock underlying your CDIs through the Voluntary Sale Facility.</p> <p>The Voluntary Sale Facility will be open for participation from 18 September 2013 until 18 December 2013.</p> <p>Participation in the Voluntary Sale Facility is entirely voluntary and CDI holders are not obliged to dispose of the shares underlying their CDIs through the Voluntary Sale Facility.</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 (ie, you cannot sell a portion of the underlying shares of common stock through the Voluntary Sale Facility).</p> <p><i>Electing to participate in the Voluntary Sale Facility</i></p> <p>To participate in the Voluntary Sale Facility you will need to complete and return the Share Sale Form enclosed with this letter. The form must be returned to Computershare at:</p> <p>Computershare Investor Services Pty Ltd GPO Box 52 Melbourne, Victoria 3001, Australia</p> <p>so that it is received by Computershare no later than 18 December 2013. A reply paid envelope is enclosed for CDI holders with a registered address in Australia. CDI holders with a registered address outside Australia will need to affix the appropriate postage.</p> <p>If you need assistance with completing the Share Sale Form please contact Computershare on 1300 394 367 (within Australia) or + 61 3 9415 4884 (outside Australia) between 8.30am and 5.00pm Monday to Friday (Sydney time).</p> <p>Under the Voluntary Sale Facility, HeartWare will facilitate 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>During the Voluntary Sale Facility, Computershare and the Broker may aggregate Share Sale Forms received under the Voluntary Sale Facility into batches with the result that the underlying shares are sold in multiple transactions on NASDAQ by the Broker.</p> <p>You should note the following important information regarding the Voluntary Sale Facility:</p> <ul style="list-style-type: none">• Participation in the Voluntary Sale Facility must be for all of the shares of common stock underlying your CDIs (ie. you cannot sell part of your then current holding via the Voluntary Sale Facility);• 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\$/USD\$ exchange rate at the time of conversion. **HeartWare will pay 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 shares which are the subject of Share Sale Forms which have been received on a weekly basis and sell these shares on the NASDAQ as soon as practicable. Although the exact timing from when Computershare receives the Share Sale Form to when the CDI holder receives proceeds of the sale of their shares of common stock will vary, weekly batches of shares of common stock are expected to be sold as promptly as market conditions allow. Proceeds from the sale will be converted into Australian dollars approximately three days following the date of the sale and remitted back to Computershare for distribution to participating CDI holders. We expect that the proceeds from the sale will be remitted to you by Computershare in Australian dollars within 10 days following the sale of shares on NASDAQ;
- The market price of the shares which are sold through the Voluntary Sale Facility is subject to change from time-to-time. Neither HeartWare, the Broker or Computershare gives any assurance as to the sale price that may be achieved for the sale of your shares of common stock or the exchange rate that will be used to convert the proceeds from the sale into Australian dollars; and
- The Broker is providing services to HeartWare under the Voluntary Sale Facility. The Broker is not providing any services to, or on behalf of, you or assuming or accepting any duty or responsibility to you.

To obtain up to date information on the market price of HeartWare's shares of common stock as traded on NASDAQ, please visit the NASDAQ website at <http://www.nasdaq.com>. The ticker symbol for HeartWare's shares of common stock on NASDAQ is HTWR.

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. As stated above, the shares of common stock underlying your CDIs will be aggregated into batches on a weekly basis and sold by the Broker on NASDAQ. Proceeds will be remitted to you based on the average price of the shares sold in the applicable batch. The proceeds you will receive will be net of transfer fees and applicable taxes and will reflect the market price and A\$/USD\$ exchange rate at time of conversion.

HeartWare will pay all broker fees on behalf of participating CDI holders.

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.

There are risks associated with the proceeds that you may receive through the sale of the shares of common stock underlying your CDIs under the Voluntary Sale Facility. Your total proceeds will depend on the level of buyer demand, buyer pricing constraints, trading volatility in HeartWare's shares of common stock on NASDAQ



	and the A\$/USD\$ exchange rate at the time of conversion. The impact of these factors for those that elect to participate in the Voluntary Sale Facility may be more or less adverse than if they instead had elected another option, or did nothing and were subject to the Compulsory Sale Process.
Option 5	Do nothing - Compulsory Sale Process
	<p>If you do not choose one of the options above by 18 December 2013 the shares of common stock underlying your CDIs will be sold under the Compulsory Sale Process described below.</p> <p>During the period between 19 December 2013 and 27 December 2013, 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 outlined in Option 4 above. Computershare will remit the proceeds back to the CDI Holder as soon as practicable by direct credit in your bank account or by cheque if no bank account is recorded.</p> <p>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> <p>You should be aware that there may be risks regarding the level of proceeds realised through the sale by virtue of the level of buyer demand, buyer pricing constraints, trading, volatility in the Company on NASDAQ and A\$/US\$ exchange rates at the time of conversion of the proceeds from US\$ to A\$. The impact of these factors on the level of proceeds of sale for CDI holders who do nothing and so are subjected to a forced sale of the shares of common stock underlying their CDIs may be greater and more adverse than if they had chosen to participate in the Voluntary Sale Facility.</p>

Fractional entitlements to shares of HeartWare common stock

HeartWare CDIs are currently listed on the basis that 35 CDIs represent one underlying share of common stock in HeartWare. If your CDI holding is not a multiple of 35, you will have a fractional entitlement to a share of common stock.

For example, if a CDI holder holds 53 CDIs, this represents a total entitlement to 1.51 underlying shares of common stock in HeartWare. In this example, the CDI holder has a fractional entitlement to 0.51 of a share of common stock in HeartWare. HeartWare cannot issue fractional entitlements or sell them on NASDAQ. Accordingly, all fractional entitlements will be 'cashed out' as described below.

If after dividing your CDI holding by 35 and executing the applicable sales process, a fraction remains, the following will apply to the remaining fraction irrespective of which of the five options above you choose:

- all CDI holders' fractional entitlements to shares of common stock will be aggregated between **18 December 2013**, being the close of the Voluntary Sale Facility, and **27 December 2013**, being the close of the Compulsory Sale Process, and sold on NASDAQ by the Broker shortly following the close of the Compulsory Sale Process;

- the US\$ proceeds of the aggregated sale of all fractional entitlements to shares of common stock will be converted from US\$ to A\$ within approximately three business days following settlement of the sale on the basis of the US\$/A\$ interbank exchange rate on that day;
- you will receive as consideration for a sale of your fractional entitlement, an amount equal to your fractional entitlement to a share of common stock multiplied by the weighted average amount received for each share of common stock aggregated and sold by the Broker;
- the net A\$ proceeds attributable to the sale of your fractional entitlement to a share of common stock will be remitted to you as soon as practicable in the same manner as the proceeds of sale from the Voluntary Sale Facility or Compulsory Sale Process; and
- payment will be made by direct credit into your bank account. If Computershare does not have a record of your bank account details, payment will be made by cheque. You may update your bank account details by visiting www.investorcentre.com and following the prompts to the investor centre.

Risks

Both HeartWare's share price and the A\$/US\$ exchange rate may fluctuate from time to time and accordingly may impact, positively or negatively, the amount of sale proceeds you will receive on the sale of shares of common stock underlying your CDIs. Both CDI holders who elect to participate in the Voluntary Sale Facility and those who do not (and are therefore subject to compulsory sale of their shares of common stock) will be subject to these risks.

The market price of HeartWare's shares of common stock will fluctuate over the course of the delisting process based upon, among other factors, general economic and market conditions, HeartWare's business and financial conditions and the results of HeartWare's operations. Please refer to HeartWare's Annual Report on Form 10-K for HeartWare's financial year ended 31 December 2012, filed with the U.S. Securities and Exchange Commission (at www.sec.gov), for a further discussion of risks and uncertainties associated with HeartWare's operations.

Australian tax implications

Set out below is a broad summary of the key Australian taxation consequences for CDI holders converting their CDIs listed on ASX into shares of common stock (listed on NASDAQ) and selling these shares on NASDAQ.

This summary does not take into account the specific circumstances of any particular CDI holder. As a CDI holder you should obtain your own independent professional advice on the tax implications of the conversion based on your own specific circumstances.

The comments are based on the law and understanding of the practice of tax authorities in Australia as at the date of this letter. These laws and practices are subject to change periodically as is their interpretation by the courts.

This summary outlines the Australian taxation position of holders of CDIs in HeartWare who are Australian residents for tax purposes and are individuals, trusts, complying superannuation entities or companies that hold their HeartWare CDIs on capital account. The tax treatment for holders of HeartWare CDIs who hold CDIs on revenue account, such as trading entities has not been addressed.

Further, this summary does not take into account the circumstances of CDI holders who acquired their CDIs in respect of their, or an associate's, employment with HeartWare or an associated company of HeartWare.

Conversion of CDIs into shares of common stock

The conversion of your CDIs into the underlying shares of common stock will not give rise to a capital gains tax (CGT) event. This is because the conversion does not affect your beneficial ownership in the underlying shares of common stock. There should be no 'disposal' by a CDI holder as a result of the conversion since the CDI holder already has an 'absolute entitlement' to the underlying shares of common stock. According to the ASX Settlement and Transfer Corporation Settlement Rules, although legal title to shares of HeartWare common stock is held by CDN, the CDI's confer the beneficial interest in the shares of common stock to the CDI holder. Accordingly, no Australian capital gains tax consequences will arise from the conversion.

Your holding of CDIs provides you with beneficial ownership in the number of shares of common stock that the CDI represents. HeartWare CDIs are currently listed on the basis that 35 CDIs represent one share of common stock in HeartWare.

Future sales of shares of HeartWare common stock

A CGT event will arise when you sell your shares of common stock in the future and this may give rise to a capital gain or capital loss.

A capital gain will arise in respect of the disposal of each share of common stock where the capital proceeds received exceed the cost base of your shares of common stock. The capital gain is equal to the difference between the capital proceeds received in respect of the disposal and the cost base of your HeartWare shares of common stock.

However, a capital loss will arise where the capital proceeds received is less than the reduced cost base of your HeartWare shares of common stock. The capital loss is equal to the difference between the capital proceeds received and the reduced cost base of your HeartWare shares of common stock.

In preparing your Australian income tax return, you will need to total your individual capital gains and capital losses in a year of income to ascertain whether you have a net capital gain for the year of income. Subject to your eligibility for the capital gains discount concession (discussed below), any net capital gain is included in your assessable income and is subject to income tax at your personal marginal tax rate. A net capital loss may be carried forward to offset against capital gains derived in future income years.

If you are entitled to the discounted capital gains concession, you may reduce the capital gain by 50% if you are an individual or by 33% if you are a trust or a complying superannuation fund. This concession will only apply if you acquired your HeartWare CDIs relating to the HeartWare shares of common stock disposed of, at least 12 months prior to the sale of the HeartWare shares of common stock. Please note that companies are not eligible for this capital gains concession.

Finally, there should be no Australian stamp duty implications on the conversion of the CDIs to shares of common stock or on the future sales of shares of common stock.

US Tax Implications for Australian resident CDI holders

General

The following is a summary of certain material U.S. federal income tax considerations relating to CDI holders that are Australian tax resident converting their CDIs listed on ASX into shares of common stock listed on NASDAQ and selling these shares on NASDAQ, but does not purport to be a complete analysis of all the potential tax considerations. CDI holders are urged to consult their U.S. tax advisors with regard to the application of the U.S. federal income tax laws to their particular situations as well as any tax consequences arising under other U.S. federal tax laws and the laws of any U.S. state or local taxing jurisdiction.

Conversion of CDIs into shares of common stock

The conversion of CDIs into shares of common stock should have no U.S. federal income tax consequences for CDI holders, and the tax basis which CDI holders have in their CDIs should carry over into their shares of common stock, except to the extent that cash is received in exchange for fractional entitlements to shares of common stock. These cash payments are likely to be treated as the proceeds of a sale of a portion of a share of common stock, and the CDI holder will recognize gain or loss equal to the difference between the amount of cash received and its tax basis in fractional shares, but in most circumstances any gain would not be taxable by the federal government of the United States. CDI holders receiving payments for fractional entitlements should confirm this treatment with their U.S. tax advisors as it is possible for the payment to be taxable in certain circumstances.

Future sales of shares of HeartWare common stock

In most circumstances, a CDI holder which has converted its CDIs into shares of common stock should not be subject to U.S. federal income tax on any gain that the CDI holder recognizes on a sale of shares of common stock. CDI holders who sell shares of common stock after conversion should confirm the treatment with their U.S. tax advisors as gains on the sale of this common stock may be taxable in certain circumstances.

Avoiding U.S. backup withholding tax on sales proceeds

If you have provided Computershare with a valid U.S. Internal Revenue Service (IRS) Form W-8BEN, “Beneficial Owner’s Certificate of Foreign Status for U.S. Tax Withholding”, there should be no U.S. backup withholding tax deducted from your sales proceeds. Additionally, you should not have any U.S. tax reporting obligations associated with the sale of the common stock. To be considered valid, your Form W-8BEN must be complete and accurately reflect the type of income to which the Form relates. The completed Form W-8BEN should be provided to Computershare before any payments are issued. A Form W-8BEN provided without a U.S. Taxpayer Identification Number (TIN) will remain in effect starting on the date the form is signed and ending on the last day of the third succeeding calendar year. A Form W-8BEN provided with a TIN will remain in effect until a change of circumstances makes any information on the form incorrect. Computershare is not required to submit the Form W-8BEN to the IRS. Instead, the Form W-8BEN will be retained in Computershare’s records.

If you have not provided Computershare with a valid IRS Form W-8BEN, Computershare will withhold taxes of 28% on your sales proceeds, and will remit these taxes to the IRS on your behalf. On or about January 31 of the year following the sale, you will receive an IRS Form 1099B, “Proceeds from Broker and Barter Exchange Transactions,” reflecting your share of gross proceeds associated with the sale of common stock, as well as information regarding the total amount of U.S. tax withheld and any fees withheld from gross proceeds. Note that you may be eligible to obtain a refund of the amount withheld by filing a U.S. income tax return with the IRS. We suggest that you consult with your U.S. tax advisor regarding this option. Before a U.S. income tax return can be filed, you must apply for a U.S. tax identification number by filing Form W-7, “Application for IRS Individual Taxpayer Identification Number,” with the IRS.



In the event that Computershare does not have a valid U.S. tax Form W-8BEN on file in respect of your CDI holding, we have enclosed a Form W-8BEN. In order to avoid U.S. withholding tax being deducted at the rate of 28% from your gross proceeds of any sales, please complete the Form W-8BEN and return the completed Form by post to:

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

You may use the enclosed pre-paid reply envelope if posting from within Australia before 5.00pm (Sydney time) on **27 December 2013**. Overseas holders will need to affix the appropriate postage.

Notice pursuant to Internal Revenue Service Circular 230: The discussion of U.S. tax matters set forth in this letter was written in connection with the promotion or marketing of this delisting and was not avoiding tax-related penalties under U.S. federal, state or local tax law. Each taxpayer should seek advice based upon its particular circumstances from an independent tax advisor.

Further information

If you have any queries regarding the delisting of HeartWare from ASX, please contact Computershare on 1300 394 367 (within Australia) or +61 3 9415 4884 (outside Australia) between 8.30am and 5.00pm Monday to Friday (Sydney time).

You may also contact Chris Taylor, Vice President Investor Relations, at HeartWare in the United States on 508 739 0864 or ctaylor@heartwareinc.com.