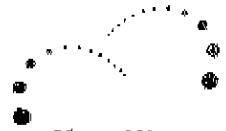


# HEARTWARE LIMITED

Incorporated in Victoria  
ABN 34 111 970 257



**HeartWare**

Level 1

1 Bligh Street

Sydney NSW 2000

Ph: (+61 2) 9231 3322

7 February 2005

Company Announcements Office  
Australian Stock Exchange Limited

Fax 1900 999 279 (5 Pages)

Dear Sir / Madam,

**RE: CHANGE OF DIRECTORS INTEREST NOTICES (2)**

In accordance with Listing Rule 3.19A we enclose an Appendix 3Y for each of the following directors of HeartWare Limited:

1. Robert Thomas
2. Dr Seth Harrison

Yours faithfully

**Stuart McConchie**  
Company Secretary

**Appendix 3Y**  
**Change of Director's Interest Notice**

*Rule 3.19A.2*

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/9/2001.

<b>Name of entity</b>	<b>HEARTWARE LIMITED</b>
	<b>ABN 34 111 970 257</b>

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Dr Seth Harrison
<b>Date of last notice</b>	1 February 2005

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

*Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.*

<b>Direct or indirect interest</b>	<b>Indirect</b>
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Dr Harrison is the Managing General Partner of Apple Tree Partners I, L.P. which is the registered holder
<b>Date of change</b>	4 February 2005
<b>No. of securities held prior to change</b>	90,234,268 (shares and Note)
<b>Class</b>	<ul style="list-style-type: none"> <li>• Ordinary shares (87,003,221) escrowed</li> <li>• Ordinary shares (3,231,046)</li> <li>• Convertible Note (1 with face value of \$1,420,000, convertible into ordinary shares)</li> </ul>
<b>Number acquired</b>	754,515 ordinary shares
<b>Number disposed</b>	Nil
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$352,584.85

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+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

<b>No. of securities held after change</b>	90,988,783 comprising of: <ul style="list-style-type: none"> <li>• Ordinary shares (87,003,221) escrowed</li> <li>• Ordinary shares (3,985,561)</li> <li>• Convertible Note (1 with face value of \$1,420,000, convertible into ordinary</li> </ul>
<b>Nature of change</b> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Off market trade

**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	Nil
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
<b>Interest after change</b>	

**Appendix 3Y**  
**Change of Director's Interest Notice**

*Rule 3.19A.2*

## Appendix 3Y

### Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/9/2001.

<b>Name of entity</b>	<b>HEARTWARE LIMITED</b>
	<b>ABN 34 111 970 257</b>

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Robert Thomas
<b>Date of last notice</b>	2 February 2005

#### **Part 1 - Change of director's relevant interests in securities**

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

*Note: In the case of a company, interests which come within paragraph (f) of the definition of "notifiable interest of a director" should be disclosed in this part.*

<b>Direct or indirect interest</b>	Direct
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	N/A.
<b>Date of change</b>	3 February 2005
<b>No. of securities held prior to change</b>	1,914,204 (options and shares)
<b>Class</b>	Options (1,264,204) Ordinary shares (650,000)
<b>Number acquired</b>	72,000 ordinary shares
<b>Number disposed</b>	Nil
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$31,340

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**Appendix 3Y**  
**Change of Director's Interest Notice**

<b>No. of securities held after change</b>	1,986,204 comprising of: <ul style="list-style-type: none"> <li>• 764,204 options to acquire 1 ordinary share each, at an exercise price of 20 cents</li> <li>• 500,000 options to acquire 1 ordinary share each, at an exercise price of between 60 cents and \$1.50</li> <li>• 400,000 ordinary shares as trustee of the R B Thomas Super Fund A/c</li> <li>• 50,000 ordinary shares as trustee of the Tony McCullough Foundation</li> <li>• 100,000 ordinary shares as trustee of the Thomas Family A/c</li> <li>• 172,000 ordinary shares</li> </ul>
<b>Nature of change</b> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	On-market trade

**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	Nil
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
<b>Interest after change</b>	

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