

HEARTWARE LIMITED

ABN 34 111 970 257



HeartWare
Level 57

MLC Centre
12-29 Martin Place
Sydney NSW 2000

Ph: (+61 2) 9238 2064

Fax: (+61 2) 9238 2063

www.heartware.com.au

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

26 July 2007

BY E-LODGEMENT

Dear Sir / Madam

Extraordinary General Meeting Presentation

In accordance with ASX Listing Rule 3.13.3 the Company provides a copy of the presentations that are to be delivered today at the Company's Extraordinary General Meeting.

The EGM is being held at the Company's auditors, Grant Thornton, at Level 17, 383 Kent Street, Sydney, commencing at 10am.

Yours faithfully

David McIntyre
Chief Financial Officer &
Company Secretary

HeartWare Extraordinary General Meeting

» **EGM**
26 July 2007



HeartWare EGM

- Business Update
- EGM Business / Resolutions

Capital Raising:

- Oversubscribed Private Placement raising approx. AU\$36M
- Share Purchase Plan well supported raising AU\$1.2M
- Significant institutional support (>80% of the total)
- US investors accounted for approx. 40% of the total

International Trial Update:

- 18 implants to date with 17 of 18 survival
- 7 patients have reached endpoint of either 180 days or transplant
- > 2600 total days of pump support
- Nearly 150 average days on pump per patient
- 1st patient “recovered” and had pump removed after 9 months of pump support
- On track to complete 20th patient in August as described at AGM

US Clinical Status:

- Finalizing initial 5 sites for US study (September)
- Pre-IDE being submitted to FDA (August)
- IDE submission (October)
- Commence Implants in US – pending FDA approval (December?)
- Initial submission for Bridge to Transplant (BTT) only
- US study details to be disclosed following approval of IDE

Operational Update:

- New manufacturing specifications impact:
 - » *Significant progress refining processes. Full team effort.*
 - » *Yielding extremely consistent components and showing an improvement in pump power consumption*
 - » *Little impact on total output as evidenced by 5 implants conducted in last 5 weeks.*
- US listing
 - » *US Registration Statement (Form 10) filed and effective as of end of June 2007.*
 - » *Different accounting treatment in the United States as compared to Australia. Both treatments correct, just one method preferred by SEC.*
 - » *US listing approach being considered to determine optimal strategy to support ASX liquidity and future financing requirements – ADR / full NASDAQ listing.*
 - » *Targeting 4th quarter resolution*
- Promoted Ramon Paz to VP, Quality Affairs

EGM Business



» **EGM**
26 July 2007

Resolution No. 1 – Approval of Share Issue

For the purposes of Listing Rule 7.1 and for all other purposes, shareholders of the Company approve and authorise the Directors to issue and allot up to 58,333,333 Shares with an issue price per Share of A\$0.60 under a private placement to retail, sophisticated and institutional investors in Australia, the United States and Europe on the terms and conditions contained in the Explanatory Memorandum.

Resolution No. 2 – Participation of Director in Placement – Mr Robert Thomas

That, subject to the passing of Resolution 1 and pursuant to Listing Rule 10.11 and for all other purposes, Mr Robert Thomas, being a director of the Company, or his nominee, may participate in the placement referred to in Resolution 1 and the shareholders of the Company approve the issue of up to 500,000 Shares to Mr Robert Thomas or his nominee at an issue price per Share of A\$0.60 and otherwise on the terms and conditions contained in the Explanatory Memorandum.

Resolution No. 3 – Participation of Director in Placement – Mr Robert Stockman

That, subject to the passing of Resolution 1 and pursuant to Listing Rule 10.11 and for all other purposes, Mr Robert Stockman being a director of the Company, or his nominee, may participate in the placement referred to in Resolution 1 and the shareholders of the Company approve the issue of up to 500,000 Shares to Mr Robert Stockman or his nominee at an issue price per Share of A\$0.60 and otherwise on the terms and conditions contained in the Explanatory Memorandum.

Resolution No. 4 – Grant of Options to Mr Robert Stockman

That, pursuant to Listing Rule 10.14 and for all other purposes, the shareholders of the Company approve the grant of 200,000 options to Mr Robert Stockman or his nominee under the Employee Share Option Plan on the terms and conditions contained in the Explanatory Memorandum.