

# 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> | 14 August 2008   |

### 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>                                                                                                                                  | Indirect                                                                                                              |
| <b>Nature of indirect interest (including registered holder)</b><br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | Registered holder is Apple Tree Partners I, L.P.. Dr Harrison is the Managing Partner of Apple Tree Partners I, L.P.. |
| <b>Date of change</b>                                                                                                                                               | 15 August 2008                                                                                                        |
| <b>No. of securities held prior to change</b>                                                                                                                       | 92,324,282 (shares)                                                                                                   |
| <b>Class</b>                                                                                                                                                        | Ordinary Shares (92,324,282)                                                                                          |
| <b>Number acquired</b>                                                                                                                                              | 164,500 ordinary shares                                                                                               |
| <b>Number disposed</b>                                                                                                                                              | Nil                                                                                                                   |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and estimated valuation</small>                                            | A\$99,193.50                                                                                                          |

+ See chapter 19 for defined terms.

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| <b>No. of securities held after change</b>                                                                                                                                                 | 92,488,782 ordinary shares held by Apple Tree Partners I, L.P. |
| <b>Nature of change</b><br><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 purchase                                             |

**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><br><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><br><small>Note: If consideration is non-cash, provide details and an estimated valuation</small>                                                                 |     |
| <b>Interest after change</b>                                                                                                                                                                |     |

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