

ESCROW STATEMENT

HeartWare Limited has entered into Restriction Agreements in the format required by the Listing Rules, with the following persons, for the following numbers of securities and for the period set out below:

Person	Number of Securities	Period of escrow
Anthony Low-Beer	316,715 Shares	12 months from date of issue
Weiss Peck & Gallagher (as Trustee for Anthony Low-Beer)	291,456 Shares	12 months from date of issue
Edward Nerssissian	97,152 Shares	12 months from date of issue
Edward Nerssissian and Mary Luellen (as joint tenants)	48,576 Shares	12 months from date of issue
Edward Nerssissian (PSP Act 87541074)	48,576 Shares	12 months from date of issue
Garret H & Carol Thunen	194,304 Shares	12 months from date of issue
Apple Tree Partners I, L.P.	87,003,221 Shares	24 months from date of quotation of shares
Apple Tree Partners I, L.P.	1 convertible note	24 months from date of quotation of shares
Robert Thomas	1,264,204 Options*	24 months from date of quotation of shares
Stuart McConchie	4,585,228 Options*	24 months from date of quotation of shares
Christine Bennett	250,000 Options	24 months from date of quotation of shares
Denis Wade	250,000 Options	24 months from date of quotation of shares
Inteq Limited	500,000 Options	24 months from date of quotation of shares

* The number of options issued to Robert Thomas and Stuart McConchie under the HeartWare Limited Employee Share Option Plan (**ESOP**) is less than the number stated in the tables on pages 20 and 99 of the Prospectus, which assumed the Upper Target Subscription. As stated in the footnotes to those tables, the number of options to be issued to Mr Thomas and Mr McConchie, under the ESOP is a percentage of the total number of issued shares. As the actual number of shares issued under the offer (64,838,876) is less than the Upper Target Subscription (70,000,000), the number of options actually issued to Mr Thomas and Mr McConchie is correspondingly less.