

HEARTWARE LIMITED

ABN 34 111 970 257



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

**20 November 2007
BY E-LODGEMENT**

Dear Sir / Madam

Performance Rights and Employee Share Options

Attached is an Appendix 3B with details of performance rights issued to HeartWare employees pursuant to the Company's equity based compensation plans. The grant of equity follows recommendations received from US compensation specialist Frederic W. Cook & Co., who were engaged by the Board of Directors to help develop an appropriately competitive compensation and staff retention plan for the Company.

Under HeartWare's Performance Rights Plan, HeartWare will issue up to 3.15 million performance rights to 14 senior employees of the Company. Included in this number are 1.1 million performance rights that will, subject to shareholder approval, be issued to the Company's Chief Executive Officer, Mr Doug Godshall. Each vested performance right entitles the holder to acquire one ordinary share in HeartWare Limited at no cost. The performance rights vest in four equal tranches over a minimum of four years, subject to the Company achieving certain performance hurdles as detailed in the attached Appendix 3B.

Under HeartWare's Employee Share Option Plan ("ESOP") the Company is also issuing 2.9 million options to 31 HeartWare employees. Included in this number are 1.3 million options issued to newly appointed Vice-President level executives. Options issued under the ESOP will vest in equal tranches over a minimum of four years, subject to the same performance hurdles that apply to the vesting of the performance rights. The options have an exercise price of AU\$0.75. An Appendix 3B confirming the grant of options under the ESOP will be issued immediately following this announcement.

HeartWare is also issuing a total of 350,000 incentive options to key external advisers in consideration for valuable services rendered over the past 12 months. The incentive options have an exercise price of AU\$0.75. An Appendix 3B confirming the grant of these incentive options will be issued immediately following this announcement.

Yours faithfully

**David McIntyre
Chief Financial Officer &
Company Secretary**

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

HEARTWARE LIMITED

ABN

34 111 970 257

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|---|
| 1 | +Class of +securities issued or to be issued | Performance rights (unquoted) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 2,050,000 Performance rights (unquoted) |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<p>3 Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)</p>	<p>2,050,000 performance rights (unquoted). Each performance right is issued for no monetary consideration and on vesting entitles the holder to be issued one ordinary share for no monetary consideration and otherwise each performance right is issued in accordance with the Company's Performance Rights Plan Rules. These performance rights vest in four equal tranches as follows:</p> <p>a) Tranche 1 (being 25% of the total performance rights issued) vests on the last to occur of the 1st anniversary of the grant date, the Company receiving CE mark for the HVAD pump, the filing of an application for marketing approval with the Therapeutic Goods Administration and the commencement of the Company's Bridge-to-Transplant trial in the United State for the HVAD pump.</p> <p>(b) Tranche 2 (being 25% of the total performance rights issued) vests on the last to occur of the 2nd anniversary of the grant date and the completion of enrolment for the HVAD pump under the Company's Bridge-to-Transplant trial in the United States of America.</p> <p>(c) Tranche 3 (being 25% of the total performance rights issued) vests on the last to occur of the 3rd anniversary of the grant date, the Company applying to the US Food & Drug Administration for premarket approval (PMA) for use of the HVAD pump as a Bridge-to-Transplant therapy and the completion of enrolment for the HVAD pump under the Company's Destination Therapy trial in the United States.</p> <p>(d) Tranche 4 (being 25% of the total performance rights issued) vests on the last to occur of the 4th anniversary of the grant date and the Company completing a human feasibility study for its next generation device, the MVAD pump.</p> <p>Unvested performance rights lapse on the 5th anniversary of the grant date.</p>
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+ See chapter 19 for defined terms.

<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none">• the date from which they do• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	<p>Not applicable – the performance rights are not quoted.</p> <p>However, any ordinary shares issued on vesting and exercise of the performance rights will rank equally on issue with all other ordinary shares on issue.</p>
<p>5 Issue price or consideration</p>	<p>2,050,000 performance rights (unquoted) issued for no monetary consideration and with an exercise price of A\$0.00 per performance right and in accordance with the Company’s Performance Rights Plan.</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Issue of 2,050,000 performance rights to employees for the purposes of retention and otherwise pursuant to the Company’s Performance Rights Plan.</p>
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>16 November 2007, being the date of despatch of the performance rights certificates to participating employees.</p>

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	Number	+Class
8	Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	248,012,277 Fully paid ordinary shares.

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	1,528,408 Options (unquoted) exercisable at various prices between A\$0.60 and A\$1.50 per option pursuant to the ESOP (which lapse 5 years from their respective grant dates).
		2,050,000 Performance rights (unquoted) exercisable at A\$0.00 per performance right (with unvested performance rights lapsing on the 5 th anniversary of the grant date)
		4,361,804 Options (unquoted) exercisable at A\$0.20 per option pursuant to the ESOP (which lapse 5 years from the grant date).
		2,190,510 Options (unquoted) exercisable at A\$0.50 per option pursuant to the ESOP (which lapse 10 years from the grant date).
		10,161,324 Options (unquoted) exercisable at A\$1.10 per option pursuant to the ESOP (which lapse 10 years from the grant date).
		1,000,000 Options (unquoted) exercisable at A\$1.41 per option pursuant to the ESOP (which lapse 10 years from the grant date).
		964,204 Options (unquoted) exercisable at prices between A\$0.75 per option pursuant to the ESOP (which lapse 7 years from the grant date).
		1,500,000 Incentive Options (unquoted) exercisable at various prices between A\$0.60 and A\$1.50 per option (which lapse 5 years from their grant date).
		1 Convertible note (unquoted) for A\$1.42 million accruing interest at 2% per annum calculated monthly in arrears. Principal and capitalised interest are repayable from 24 January 2007. The note is convertible at anytime into ordinary shares at the rate of A\$1.00 per ordinary share.

+ See chapter 19 for defined terms.

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A
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Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	N/A
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12	Is the issue renounceable or non-renounceable?	N/A
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13	Ratio in which the +securities will be offered	N/A
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14	+Class of +securities to which the offer relates	N/A
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15	+Record date to determine entitlements	N/A
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16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
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17	Policy for deciding entitlements in relation to fractions	N/A
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18	Names of countries in which the entity has +security holders who will not be sent new issue documents	N/A
	<small>Note: Security holders must be told how their entitlements are to be dealt with.</small>	
	<small>Cross reference: rule 7.7.</small>	

19	Closing date for receipt of acceptances or renunciations	N/A
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20	Names of any underwriters	N/A
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21	Amount of any underwriting fee or commission	N/A
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22	Names of any brokers to the issue	N/A
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23	Fee or commission payable to the broker to the issue	N/A
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+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	N/A
25	If the issue is contingent on +security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Despatch date	N/A

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of securities
(tick one)
- (a) Securities described in Part 1

+ See chapter 19 for defined terms.

- (b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

- 38 Number of securities for which +quotation is sought
- 39 Class of +securities for which quotation is sought
- 40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?
- If the additional securities do not rank equally, please state:
- the date from which they do
 - the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
 - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment
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+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

- 41 Reason for request for quotation now
- Example: In the case of restricted securities, end of restriction period
- (if issued upon conversion of another security, clearly identify that other security)

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- 42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)

Number	+Class

Quotation agreement

1 +Quotation of our additional +securities is in ASX’s absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

+ See chapter 19 for defined terms.

- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here: ..
(Director/Company secretary)

Date:20 November 2007.....

Print name: ..David McIntyre.....

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+ See chapter 19 for defined terms.