



29 November 2010

Manager Companies  
Company Announcements Office  
Australian Stock Exchange Limited  
Level 4, Stock Exchange Centre  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir

**Results of Annual General meeting  
Mesoblast Ltd**

In accordance with Listing Rule 3.13.2 and section 251AA of the Corporations Act, we advise details of the resolutions and the proxies received in respect of each resolution are set out in the attached proxy summary

Yours faithfully

**Kevin Hollingsworth**  
Company Secretary

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MESOBLAST LIMITED

RESULT OF GENERAL MEETING  
(ASX REPORT)

ANNUAL GENERAL MEETING  
Monday, 29 November, 2010

As required by section 251AA(2) of the Corporations Act 2001 (Commonwealth) the following statistics are provided in respect of each resolution on the agenda.

| Resolution  | Manner in which the securityholder directed the proxy vote<br>(as at proxy close): |                         |                               |                         | Manner in which votes were cast in person or by<br>proxy on a poll (where applicable) |                              |                              |
|---|--|-------------------------|-------------------------------|-------------------------|---|------------------------------|------------------------------|
|   | Votes<br><i>For</i>  | Votes<br><i>Against</i> | Votes<br><i>Discretionary</i> | Votes<br><i>Abstain</i> | <i>For</i>  | <i>Against</i>               | <i>Abstain **</i>            |
| 1 ADOPTION OF REMUNERATION REPORT<br>(NON-BINDING RESOLUTION)   | 40,574,760   | 11,942,730              | 409,454                       | 134,448                 | Passed on a show<br>of hands  | Passed on a show<br>of hands | Passed on a show<br>of hands |
| 2 AMEND THE CONSTITUTION (DIRECTORS<br>INDEMNITY)   | 52,488,093   | 103,087                 | 366,954                       | 103,258                 | Passed on a show<br>of hands  | Passed on a show<br>of hands | Passed on a show<br>of hands |
| 3 APPROVAL OF EMPLOYEE SHARE OPTION PLAN  | 40,231,721   | 12,053,237              | 186,734                       | 89,980                  | Passed on a show<br>of hands  | Passed on a show<br>of hands | Passed on a show<br>of hands |
| 4 APPROVAL OF EMPLOYEE SHARE OPTION PLAN<br>TO FACILITATE THE ISSUE OF INCENTIVE STOCK<br>OPTIONS TO RESIDENTS OF THE UNITED STATES<br>OF AMERICA | 40,464,689   | 12,101,249              | 386,454                       | 109,000                 | Passed on a show<br>of hands  | Passed on a show<br>of hands | Passed on a show<br>of hands |

\*\* - Note that votes relating to a person who abstains on an item are not counted in determining whether or not the required majority of votes were cast for or against that item