

29 November 2012

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

Dear Sir

Re: Mesoblast (MSB) Results of Annual General Meeting (AGM)

In accordance with Listing Rule 3.13.2 and section 251AA(2) of the Corporations Act 2001, please find attached the details of each resolution, including proxy votes, that was voted on at our AGM that was held today.

Yours faithfully



Jenni Pilcher
CFO and Company Secretary



MESOBLAST LIMITED

**RESULT OF GENERAL MEETING
(ASX REPORT)**

ANNUAL GENERAL MEETING
Thursday, 29 November, 2012

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 (as at proxy close):				Manner in which votes were cast in person or by proxy on a poll (where applicable)		
	Votes <i>For</i>	Votes <i>Against</i>	Votes <i>Discretionary</i>	Votes <i>Abstain</i>	<i>For</i>	<i>Against</i>	<i>Abstain **</i>
2 ADOPT THE REMUNERATION REPORT	140,044,393	8,179,999	157,839	440,653	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands
3 APPROVE THE APPOINTMENT OF DR BEN-ZION WEINER AS DIRECTOR	149,125,697	536,745	160,072	100,370	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands
4 RE-ELECTION OF MR DONAL ODWYER AS A DIRECTOR	149,532,415	131,553	160,072	98,844	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands
5 RENEWAL OF PROPORTIONAL BID PROVISIONS IN THE CONSTITUTION	149,505,561	133,601	158,772	124,061	Passed on a show of hands	Passed on a show of hands	Passed on a show 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