
Corporate Headquarters

55 Collins Street
Level 39
Melbourne, Victoria 3000
AUSTRALIA

T +61 3 9639 6036
F +61 3 9639 6030

United States Operations

505 Fifth Avenue
Level 3
New York, NY 10017
USA

T +1 212 880 2060
F +1 212 220 2061

Asia

20 Biopolis Way
#05-01 Centros
Biopreneur 3
SINGAPORE 138668

T +65 6570 0635
F +65 6570 0176

info@mesoblast.com
www.mesoblast.com

15 November 2013

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

Dear Sir/Madam

**Re: Mesoblast (MSB) Results of Annual General Meeting Held 15
November 2013**

In accordance with Listing Rule 3.13.2 and section 251AA of the Corporations Act 2001, we advise details of the resolutions and the proxies received in respect of each resolution as per the attached report.

Yours faithfully



Jenni Pilcher
CFO and Company Secretary



MESOBLAST LIMITED

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

ANNUAL GENERAL MEETING
Friday, 15 November, 2013

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 (NON-BINDING RESOLUTION)	150,849,018	1,959,175	14,630,729	115,132	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands
3A ELECTION OF DR ERIC ROSE AS A DIRECTOR	153,583,053	25,388	14,641,329	57,740	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands
3B RE-ELECTION OF MR BRIAN JAMIESON AS A DIRECTOR	153,446,679	164,262	14,638,829	57,740	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands
3C RE-ELECTION OF MR MICHAEL SPOONER AS A DIRECTOR	145,277,508	8,079,433	14,637,829	312,740	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands
4A APPROVAL OF EMPLOYEE SHARE OPTION PLAN	150,994,981	1,406,284	14,467,319	21,460	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands
4B APPROVAL OF LOAN FUNDED SHARE PLAN	150,926,756	1,450,590	14,465,319	47,379	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands
5 SUBSEQUENT APPROVAL OF ISSUE OF SECURITIES	137,559,166	281,744	14,660,209	15,806,391	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands
6 INCREASE IN DIRECTORS FEES POOL	153,099,643	400,588	14,459,369	43,900	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