



The Capital Group Companies, Inc.
333 South Hope Street
Los Angeles, California 90071-1406

Telephone: (213) 615-0469
Fax: (213) 615-4056

31 January 2014

BY FAX - ORIGINAL IN POST
(61 3 9639 6030)

Mesoblast Limited
55 Collins Street, Level 39
Melbourne, VIC
Australia 3000

Re: Notice of Change in Interests of Substantial Shareholder under Section 671B

Mrs. Jenni Pilcher:

Enclosed is a Notice of Change in Interests of Substantial Shareholder under Section 671B dated 30 January 2014. Please note that a copy of this report has been sent to the Australian Stock Exchange.

Neither the Capital Group Companies, Inc. nor any of its affiliates own shares of your company for its own account. Rather, the shares reported on Form 604 are owned by accounts under the discretionary investment management of one or more of the investment management companies that make up the Capital Group Companies, Inc.

For the purpose of this Notice, an outstanding share balance of 321,210,394 shares was used to calculate the percentage of holdings of the relevant share capital. We believe this outstanding share balance is current; however, if this number is not accurate, please contact us as soon as possible so that we may make the necessary revisions to this Notice.

Should you have questions or require additional information, please contact Gina Martinez or Vivien Tan at (213) 615-0469, or send a fax message to (213) 615-4056. Alternatively, you may contact us via e-mail at GRGroup@capgroup.com.

Regards,

Gina Martinez
Principal Compliance Specialist

Form 604**Corporations Act 2001 Section 671B****Notice of change of interests of substantial holder**

To Company Name/Scheme Mesoblast Limited

ACN/ARSN _____

1. Details of substantial holder(1)

Name The Capital Group Companies, Inc.

ACN/ARSN (if applicable) n/a

There was a change in the interests of the substantial holder on 30 January 2014

The previous notice was given to the company on 8 January 2014

The previous notice was dated 07 January 2014

The shares reported were owned by accounts under the discretionary investment management of 1 investment management company (Capital Research and Management Company) which is a direct or indirect subsidiary of The Capital Group Companies, Inc., 333 South Hope Street, 55th Floor, Los Angeles, California 90071.

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Shares	18,116,901 shares	5.6401%	21,466,599 shares	6.683%

The shares being reported under this section are owned by accounts under the discretionary investment management of 1 investment management company (Capital Research and Management Company) which is a direct or indirect subsidiary of The Capital Group Companies, Inc., 333 South Hope Street, 55th Floor, Los Angeles, California 90071.

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
8 Jan 14 Through 30 Jan 14	The Capital Group Companies, Inc.	Acquisition of shares	Average price of 5.8943 AUD	3,349,698 Ordinary Shares	3,349,698

See Annexure A dated 07 January 2014

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
		none			
See Annexure A dated 30 January 2014 (copy attached)					

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
The Capital Group Companies, Inc.	333 South Hope Street, 55 th Floor Los Angeles, CA 90071

Signature

print name: Katherine H. Newhall

Capacity: Counsel

sign here _____

date

31 January 2014

Annexure “A”

This is the Annexure of 1 page marked Annexure “A” referred to in Form 604 signed by this corporation dated 30 January 2014.

The Capital Group Companies, Inc.

By: _____
Katherine H. Newhall
Counsel

Australia Annexure
Mesoblast Limited
30 January 2014

<u>CG Investment Management Company</u>	<u>Account Number</u>	<u>Number of Shares</u>	<u>% Held</u>
Capital Research and Management Company	11000014	19,906,599	
	11000035	1,560,000	
		21,466,599	
		<hr/>	
GRAND TOTAL		21,466,599	6.68%

Nominee List

Mesoblast Limited

30 January 2014

Nominee Name

Chase Manhattan Bank Australia Limited
Level 36 World Trade Centre
Jamison Street
Sydney, NSW 2000 Australia

11000014	19,906,599
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Total Shares:	19,906,599
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Westpac Custodian Nominees
50 Pitt Street, 8th Floor
Sydney, NSW 2000
Australia

11000035	1,560,000
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Total Shares:	1,560,000
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