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25 November 2014

**Mesoblast Limited (MSB)**  
**Results of Annual General Meeting Held 25 November 2014**

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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



Charlie Harrison  
Company Secretary



**MESOBLAST LIMITED**

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

ANNUAL GENERAL MEETING  
Tuesday, 25 November, 2014

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>
2A ELECTION OF MR WILLIAM M. BURNS AS A DIRECTOR	178,917,378	138,834	374,678	68,159	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands
2B RE-ELECTION OF MR DONAL ODWYER AS A DIRECTOR	178,781,526	221,432	434,547	61,544	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands
2C RE-ELECTION OF DR BEN-ZION WEINER AS A DIRECTOR	178,876,160	173,254	391,591	58,044	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands
3 ADOPTION OF THE REMUNERATION REPORT (NON-BINDING RESOLUTION)	177,352,061	1,667,820	309,361	79,807	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands
4A APPROVAL OF PROPOSED ISSUE OF OPTIONS TO MR WILLIAM M. BURNS	159,974,709	19,033,898	430,933	59,509	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands
4B APPROVAL OF PROPOSED ISSUE OF OPTIONS TO DR ERIC ROSE	159,991,999	19,010,780	440,143	56,127	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands
4C APPROVAL OF PROPOSED ISSUE OF OPTIONS TO DR BEN-ZION WEINER	159,977,865	19,034,242	430,933	56,009	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