

Appendix 3F

Final share buy-back notice (except minimum holding buy-back)

Introduced 1/9/99. Origin: Appendices 7D and 7E. Amended 30/9/2001, 11/01/10

Information and documents given to ASX become ASX's property and may be made public.

Name of entity	ABN/ARSN
Mesoblast Limited	68 109 431 870

We (the entity) give ASX the following information.

Description of buy-back

1	Type of buy-back	Employee share scheme
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Details of all shares/units bought back

2	Number of shares/units bought back	2,985,000
3	Total consideration paid or payable for the shares/units	The consideration will be set-off against outstanding loans for the acquisition of the shares provided by Mesoblast Limited in accordance with its Loan Funded Share Plan, with no net amount payable to shareholders.
4	If buy-back is an on-market buy-back - highest and lowest price paid	highest price: date: lowest price: date: Not applicable

+ See chapter 19 for defined terms.

Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

or, for trusts only:

1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.
2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

Sign here: Date: 5 May 2015
(Director/Company secretary)

Print name: Charlie Harrison
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+ See chapter 19 for defined terms.