

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/9/2001.

|   |
|---|
| <b>Name of entity</b> Mesoblast Limited |
| <b>ABN</b> 68-109-431-870               |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

|                            |                  |
|----------------------------|------------------|
| <b>Name of Director</b>    | Byron McAllister |
| <b>Date of last notice</b> | 17 December 2004 |

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

|   |   |
|---|---|
| <b>Direct or indirect interest</b>  | Direct  |
| <b>Nature of indirect interest (including registered holder)</b><br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> |   |
| <b>Date of change</b>   | 07 October 2008   |
| <b>No. of securities held prior to change</b>   | 150,000 options to acquire 150,000 ordinary shares                            |
| <b>Class</b>  | Ordinary  |
| <b>Number acquired</b>  | 5,000   |
| <b>Number disposed</b>  | -   |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and estimated valuation</small>  | \$5,600   |
| <b>No. of securities held after change</b>  | 150,000 options to acquire 150,000 ordinary shares; and 5,000 ordinary shares |

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+ See chapter 19 for defined terms.

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|--|------------------------|
| <p><b>Nature of change</b><br/>         Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p> | <p>On-market trade</p> |
|--|------------------------|

**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

|   |  |
|---|--|
| <p><b>Detail of contract</b></p>  |  |
| <p><b>Nature of interest</b></p>  |  |
| <p><b>Name of registered holder<br/>(if issued securities)</b></p>  |  |
| <p><b>Date of change</b></p>  |  |
| <p><b>No. and class of securities to which interest related prior to change</b><br/>         Note: Details are only required for a contract in relation to which the interest has changed</p> |  |
| <p><b>Interest acquired</b></p>   |  |
| <p><b>Interest disposed</b></p>   |  |
| <p><b>Value/Consideration</b><br/>         Note: If consideration is non-cash, provide details and an estimated valuation</p>   |  |
| <p><b>Interest after change</b></p>   |  |

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