

## Appendix 3B

### New issue announcement, application for quotation of additional securities and agreement

*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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

MESOBLAST LIMITED

ABN

68 109 431 870

We (the entity) give ASX the following information.

#### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |  |  |
|---|--|--|
| 1 | +Class of +securities issued or to be issued   | Ordinary Shares and Unlisted Options   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 90,813,950 Fully Paid Ordinary Shares;<br>3,961,000 Fully Paid Ordinary Shares;<br>861,000 Fully Paid Ordinary Shares;<br>3,775,993 Unlisted options over ordinary shares  |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | 25,838,998 Fully Paid Ordinary Shares;<br>38,677,310 Fully Paid Ordinary Shares subject to 3 months voluntary escrow;<br>31,119,642 Fully Paid Ordinary Shares subject to 12 months voluntary escrow;<br>3,775,993 Unlisted options over ordinary shares (see exhibit A for terms) |

+ See chapter 19 for defined terms.

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4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

Yes for Ordinary Shares

5 Issue price or consideration

**Ordinary Shares:**

90,813,950 shares and 3,775,993 options to ordinary shares issued in exchange for the cancellation of shares in Angioblast Systems, Inc. following completion of the merger of Mesoblast Limited with Angioblast Systems, Inc. as approved by Mesoblast Limited shareholders on 22 September 2010;

- 3,961,000 @ \$1.70 per share;
- 256,000 @ \$1.00 per share;
- 100,000 @ \$1.20 per share;
- 90,000 @ \$1.58 per share;
- 15,000 @ \$1.96 per share;
- 400,000 @ \$2.13 per share

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+ See chapter 19 for defined terms.

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>3,961,000 Ordinary shares issued to Institutional Investor as approved by shareholders on 22<sup>nd</sup> September 2010;</p> <p>861,000 Ordinary shares issued upon the exercise of options;</p> <p>90,813,950 shares and 3,775,993 options to ordinary shares issued in exchange for the cancellation of shares in Angioblast Systems, Inc. following completion of the merger of Mesoblast Limited with Angioblast Systems, Inc. as approved by Mesoblast Limited shareholders on 22 September 2010;</p>									
7	Dates of entering <sup>+</sup> securities into uncertificated holdings or despatch of certificates	<p>90,813,950 on 22 December 2010</p> <p>3,961,000 on 24 December 2010;</p> <p>320,000 on 9<sup>th</sup> December 2010;</p> <p>115,000 on 10<sup>th</sup> December 2010;</p> <p>380,000 on 16<sup>th</sup> December 2010;</p> <p>30,000 on 17<sup>th</sup> December 2010;</p> <p>16,000 on 21<sup>st</sup> December 2010;</p> <p>3,775,993 23<sup>rd</sup> December 2010</p>									
8	Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX (including the securities in clause 2 if applicable)	<table border="1"> <thead> <tr> <th>Number</th> <th><sup>+</sup>Class</th> </tr> </thead> <tbody> <tr> <td>253,776,506</td> <td>Ordinary Shares</td> </tr> </tbody> </table>	Number	<sup>+</sup> Class	253,776,506	Ordinary Shares	<table border="1"> <thead> <tr> <th>Number</th> <th><sup>+</sup>Class</th> </tr> </thead> <tbody> <tr> <td>10,242,993</td> <td>Unlisted Options</td> </tr> </tbody> </table>	Number	<sup>+</sup> Class	10,242,993	Unlisted Options
Number	<sup>+</sup> Class										
253,776,506	Ordinary Shares										
Number	<sup>+</sup> Class										
10,242,993	Unlisted Options										
9	Number and <sup>+</sup> class of all <sup>+</sup> securities not quoted on ASX (including the securities in clause 2 if applicable)	<table border="1"> <thead> <tr> <th>Number</th> <th><sup>+</sup>Class</th> </tr> </thead> <tbody> <tr> <td>10,242,993</td> <td>Unlisted Options</td> </tr> </tbody> </table>	Number	<sup>+</sup> Class	10,242,993	Unlisted Options	<table border="1"> <thead> <tr> <th>Number</th> <th><sup>+</sup>Class</th> </tr> </thead> <tbody> <tr> <td>10,242,993</td> <td>Unlisted Options</td> </tr> </tbody> </table>	Number	<sup>+</sup> Class	10,242,993	Unlisted Options
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10,242,993	Unlisted Options										
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10,242,993	Unlisted Options										
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A									

<sup>+</sup> See chapter 19 for defined terms.

## Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has +security holders who will not be sent new issue documents  <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A

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+ See chapter 19 for defined terms.

24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	N/A
25	If the issue is contingent on +security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Despatch date	N/A

### **Part 3 - Quotation of securities**

*You need only complete this section if you are applying for quotation of securities*

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+ See chapter 19 for defined terms.

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34 Type of securities  
(tick one)

(a)  Securities described in Part 1

(b)  All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

**Entities that have ticked box 34(a)**

**Additional securities forming a new class of securities**

*Tick to indicate you are providing the information or documents*

35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over

37  A copy of any trust deed for the additional +securities

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+ See chapter 19 for defined terms.

**Entities that have ticked box 34(b)**

38 Number of securities for which  
+quotation is sought

39 Class of +securities for which  
quotation is sought

40 Do the +securities rank equally in  
all respects from the date of  
allotment with an existing +class  
of quoted +securities?

If the additional securities do not  
rank equally, please state:

- the date from which they do
- the extent to which they  
participate for the next  
dividend, (in the case of a  
trust, distribution) or interest  
payment
- the extent to which they do  
not rank equally, other than in  
relation to the next dividend,  
distribution or interest  
payment

41 Reason for request for quotation  
now

Example: In the case of restricted securities, end  
of restriction period

(if issued upon conversion of  
another security, clearly identify  
that other security)

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)		

+ See chapter 19 for defined terms.

**Quotation agreement**

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
  - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those +securities should not be granted +quotation.
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.  
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here: ..... Date: 23<sup>rd</sup> December 2010  
**Company Secretary**

Print name: **Kevin Hollingsworth**

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+ See chapter 19 for defined terms.



**APPENDIX A**

Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) – per question 3:

**Unlisted Options:**

<b>Expiry Date</b>	<b>Exercise Price</b>	<b>Number of Options Granted</b>
30/11/2012	nil	159,822
7/12/2014	US\$0.47	835,478
7/07/2015	US\$0.05	287,903
25/04/2017	US\$0.44	347,848
2/05/2017	US\$0.44	127,956
26/10/2018	US\$0.31	434,865
26/10/2019	US\$0.34	749,953
7/12/2011	AU\$1.20	277,389
7/06/2012	AU\$3.44	277,389
7/12/2012	AU\$3.78	277,390
<b>TOTAL</b>		<b>3,775,993</b>

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+ See chapter 19 for defined terms.