



9 February 2011

Manager Companies
Company Announcements Office
Australian Stock Exchange Limited
Level 4, Stock Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Dear Sir

**Results of Extraordinary General meeting
Mesoblast Ltd**

In accordance with Listing Rule 3.13.2 and section 251AA of the Corporations Act, we advise details of the resolutions and the proxies received in respect of each resolution are set out in the attached proxy summary

Yours faithfully

Kevin Hollingsworth
Company Secretary

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MESOBLAST LIMITED

RESULT OF GENERAL MEETING
(ASX REPORT)

EXTRAORDINARY GENERAL MEETING
Wednesday, 9 February, 2011

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>
1 RATIFICATION OF PRIOR ISSUE OF SHARES	153,526,485	37,994	334,841	36,488	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands
2 APPROVAL OF THE ISSUE OF ADDITIONAL SHARES TO CEPHALON INTERNATIONAL HOLDINGS, INC.	153,493,277	57,798	334,841	49,892	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands
3 ELECTION OF DIRECTOR: KEVIN BUCHI	153,178,572	351,819	356,855	48,562	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands
4 INCREASE IN DIRECTORS FEES	76,641,457	8,765,882	384,981	91,650	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