

11 February 2011

Companies Announcement Office
ASX Limited
Level 45, South Tower Rialto
525 Collins Street
MELBOURNE VIC 3000

Dear Sir/Madam

Mesoblast Limited ACN 109 431 870 – Cleansing Statement

Mesoblast Limited (**Company**) confirms that the issue of Mesoblast shares in accordance with the Subscription Agreement entered with Cephalon International Holdings, Inc. and dated 7 December 2010 is being made without a disclosure document under section 708AA of the *Corporations Act 2001 (Cth)* (**Act**).

In accordance with s708AA(2)(f) of the Act, the Company gives notice that:

1. The Company will offer the new ordinary shares (**New Shares**) for issue to investors without disclosure under Part 6D.2 of the Act.
2. The Company is giving this notice under s708AA(2)(f) of the Act.
3. As at the date of this notice, the Company has complied with:
 - (a) the provisions of Chapter 2M as they apply to the Company; and
 - (b) section 674 of the Act.
4. As at the date of this notice, there is no information:
 - (a) that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
 - (b) that investors or their professional advisers would reasonably require for the purpose of making an informed assessment of:

Level 39, 55 Collins Street Melbourne
Victoria 3000 AUSTRALIA

t +61 3 9639 6036
f + 61 3 9639 6030
e info@mesoblast.com
w www.mesoblast.com
ACN 109 431 870

- (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the body;
- (ii) the rights and liabilities attaching to the relevant securities.

Yours faithfully



Kevin Hollingsworth
Company Secretary