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14 March 2013

The Manager
Company Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
Sydney, NSW 2000

Dear Sir/Madam

**Mesoblast Limited (ASX:MSB) ACN 109 431 870 (Company)
Cleansing Notice under section 708A of the Corporations Act 2001 (Cth) (Notice)**

On 14 March 2013, the Company placed 26,970,979 fully paid ordinary shares to various institutional and sophisticated investors, without disclosure, at an issue price of \$6.30 per share (**Placement**). Details of the Placement are set out in the Appendix 3B lodged on 14 March 2013 and the Company's ASX announcement lodged on 6 March 2013.

The Company gives this Notice under section 708A(5)(e) of the *Corporations Act 2001 (Cth)* (**Corporations Act**).

The shares the subject of the Placement, were issued without disclosure to investors under Part 6D.2 of the Corporations Act. As at the date of this Notice, the Company has complied with:

- the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
- section 674 of the Corporations Act.

As at the date of this Notice, there is no excluded information for the purposes of section 708A(7) and section 708A(8) of the Corporations Act.

Yours sincerely



Jenni Pilcher
Company Secretary
Mesoblast Limited