

# 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 30/09/01 Amended 01/01/11

|                                  |
|----------------------------------|
| Name of entity Mesoblast Limited |
| ABN 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.

|                     |                |
|---------------------|----------------|
| Name of Director    | Brian Jamieson |
| Date of last notice | 22 August 2014 |

### 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.

|  |   |
|--|---|
| Direct or indirect interest  | Direct  |
| Nature of indirect interest<br>(including registered holder)<br>Note: Provide details of the circumstances giving rise to the relevant interest. | N/A   |
| Date of change   | 27 October 2014   |
| No. of securities held prior to change   | 150,000 Options; and<br><br>385,000 Ordinary Shares held as follows:<br>• 185,000 shares held directly; and<br>• 200,000 shares held by Bond Street Custodians. |
| Class  | Ordinary Shares   |
| Number acquired  | 75,000  |
| Number disposed  | N/A   |
| Value/Consideration<br>Note: If consideration is non-cash, provide details and estimated valuation   | \$129,750.00  |

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+ See chapter 19 for defined terms.

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|  |   |
|--|---|
| No. of securities held after change  | 75,000 Options; and<br><br>460,000 Ordinary Shares held as follows: <ul style="list-style-type: none"> <li>• 260,000 shares held directly; and</li> <li>• 200,000 shares held by Bond Street Custodians.</li> </ul> |
| Nature of change<br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Exercise of 75,000 options.   |

### 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.

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

### Part 3 – +Closed period

|   |     |
|---|-----|
| Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required? | No  |
| If so, was prior written clearance provided to allow the trade to proceed during this period?   | N/A |
| If prior written clearance was provided, on what date was this provided?  | N/A |

+ See chapter 19 for defined terms.