

# Appendix 3E

## Daily share buy-back notice (except minimum holding buy-back and selective buy-back)

Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/9/99. Origin: rule 3.6, Appendix 7C. Amended 30/9/2001, 11/01/10

Name of entity	ABN/ARSN
Mesoblast Limited	68 109 431 870

We (the entity) give ASX the following information.

### Information about buy-back

1	Type of buy-back	Employee share scheme
2	Date Appendix 3C was given to ASX	1 May 2015

### Total of all shares/units bought back, or in relation to which acceptances have been received, before, and on, previous day

	Before previous day	Previous day
3	Number of shares/units bought back or if buy-back is an equal access scheme, in relation to which acceptances have been received	2,985,000

+ See chapter 19 for defined terms.

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<b>Before previous day</b>	<b>Previous day</b>
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4	Total consideration paid or payable for the shares/units	Nil	The consideration will be set-off against outstanding loans for the acquisition of the shares provided by Mesoblast Limited in accordance with its Loan Funded Share Plan, with no net amount payable to shareholders.
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<b>Before previous day</b>	<b>Previous day</b>
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5	If buy-back is an on-market buy-back	highest price paid: date:  lowest price paid: date:  Not applicable	highest price paid:  lowest price paid:  highest price allowed under rule 7.33:  Not applicable
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**Participation by directors**

6 Deleted 30/9/2001.

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**How many shares/units may still be bought back?**

7	If the company/trust has disclosed an intention to buy back a maximum number of shares/units – the remaining number of shares/units to be bought back	Nil
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+ See chapter 19 for defined terms.

## Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

*or, for trusts only:*

1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.
2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

Sign here: ..... Date: **5 May 2015**  
(Director/Company secretary)

Print name: **Charlie Harrison**  
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