

# 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	Donal O'Dwyer
Date of last notice	13 July 2015

### 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	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Registered holder Dundrum Investments Pty Ltd as trustee for O'Dwyer Family Trust
Date of change	19 November 2015
No. of securities held prior to change	511,824 Options held as follows: • 255,912 options held directly; and • 255,912 options held indirectly.  592,903 Ordinary Shares held as follows: • 300,000 shares held directly; and • 292,903 shares held indirectly.
Class	Ordinary Shares
Number acquired	26,915
Number disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	A\$49,999.65

+ See chapter 19 for defined terms.

## Appendix 3Y Change of Director's Interest Notice

No. of securities held after change	511,824 Options held as follows: <ul style="list-style-type: none"> <li>• 255,912 options held directly; and</li> <li>• 255,912 options held indirectly.</li> </ul> 619,818 Ordinary Shares held as follows: <ul style="list-style-type: none"> <li>• 300,000 shares held directly; and</li> <li>• 319,818 shares held indirectly.</li> </ul>
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On-market share purchase

### 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 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 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

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If prior written clearance was provided, on what date was this provided?	N/A
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