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22 November 2016

Mesoblast Limited (MSB)
Results of Annual General Meeting Held 22 November 2016

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In accordance with Listing Rule 3.13.2 and section 251AA of the Corporations Act 2001, we advise details of the resolutions and the proxies received in respect of each resolution as per the attached report.

Yours faithfully



Charlie Harrison
Company Secretary



MESOBLAST LIMITED

RESULT OF GENERAL MEETING
(ASX REPORT)

ANNUAL GENERAL MEETING
Tuesday, 22 November, 2016

As required by section 251AA(2) of the Corporations Act 2001 (Commonwealth) the following statistics are provided in respect of each resolution on the agenda.

| Resolution | Manner in which the securityholder directed the proxy vote (as at proxy close): | | | | Manner in which votes were cast in person or by proxy on a poll (where applicable) | | |
|--|--|-------------------------|-------------------------------|-------------------------|---|---------------------------|---------------------------|
| | Votes <i>For</i> | Votes <i>Against</i> | Votes <i>Discretionary</i> | Votes <i>Abstain</i> | <i>For</i> | <i>Against</i> | <i>Abstain **</i> |
| 2A RE-ELECTION OF MR WILLIAM BURNS AS A DIRECTOR | 191,587,128 | 322,328 | 339,539 | 267,912 | Passed on a show of hands | Passed on a show of hands | Passed on a show of hands |
| 2B RE-ELECTION OF DR ERIC ROSE AS A DIRECTOR | 191,021,364 | 930,814 | 321,539 | 243,191 | Passed on a show of hands | Passed on a show of hands | Passed on a show of hands |
| 3 ADOPTION OF THE REMUNERATION REPORT | 121,780,879 | 832,801 | 311,229 | 477,539 | 122,615,413 99.32% | 837,801 0.68% | 487,939 |
| 4 APPROVAL OF EMPLOYEE SHARE OPTION PLAN FOR EMPLOYEES FOR THE PURPOSE OF LISTING RULE 7.2 | 120,270,768 | 2,537,242 | 316,381 | 278,007 | Passed on a show of hands | Passed on a show of hands | Passed on a show of hands |

** - Note that votes relating to a person who abstains on an item are not counted in determining whether or not the required majority of votes were cast for or against that item