

asx announcement

21 November 2007

Manager Companies
Company Announcements Office
Australian Stock Exchange Limited
Level 4, Stock Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Dear Sir

**Results of Annual General meeting
Mesoblast Ltd**

In accordance with Listing Rule 3.13.2 and section 251AA of the Corporations Act, we advise details of the resolutions and the proxies received in respect of each resolution are set out in the attached proxy summary

In relation to Resolution No 5 which was for the approval of the Executive Share Option Plan, the company having taken on board shareholder feedback withdrew this resolution prior to the meeting.

Yours faithfully

Kevin Hollingsworth
Company Secretary



MESOBLAST LIMITED

**RESULT OF GENERAL MEETING
(ASX REPORT)**

MSB AGM NOVEMBER 2007
Wednesday, 21 November, 2007

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 security holder 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>
2 ADOPTION OF REMUNERATION REPORT (VOTE IS ADVISORY ONLY)	49,479,020	10,316,317	994,083	212,117	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands
3 RE - ELECTION OF DONAL O'DWYER	59,614,280	5,800	991,083	390,374	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands
4 RE- ELECTION OF BYRON MCALLISTER	59,885,230	8,800	991,083	116,424	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands
5 APPROVAL OF EXECUTIVE SHARE OPTION PLAN RESOLUTION WITHDRAWN PRIOR TO MEETING							
6 APPOINTMENT OF PRICEWATERHOUSECOOPERS AS AUDITORS	59,825,635	4,651	995,083	176,168	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