

# Form 605

Corporations Act 2001  
Section 671B

## Notice of ceasing to be a substantial holder

To Company Name/Scheme Mesoblast Limited

ACN/ARSN 109 431 870

### 1. Details of substantial holder <sup>(1)</sup>

Name Prudential Plc and its subsidiary companies (please see annexure A)

ACN/ARSN (if applicable)

The holder ceased to be a substantial holder on 21/10/2019

The previous notice was given to the company on 15/10/2018

The previous notice was dated 12/10/2018

### 2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change(6)	Consideration given in relation to change(7)	Class and number of securities affected	Person's votes affected
21/10/2019	Prudential Plc	Prudential Plc no longer has a substantial interest in the shares due to a change in association*	\$ 0.00	NPV ordinary shares 65,552,086 ADS (rep 5 Ord Shs) 1,491,414	65,552,086  7,457,070

\*Subsequent to the demerger of M&G Plc from Prudential Plc on 21<sup>st</sup> October 2019, this position is now attributable to M&G Plc. Please see section '5. Changes in Association' and corresponding 604 'Notice of change of interests of substantial holder' for M&G Plc.

### 3. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
M&G Group Limited	<b>Ceased to be associate</b> – no longer a wholly owned subsidiary of Prudential Plc
M&G FA Limited	<b>Ceased to be associate</b> – no longer a wholly owned subsidiary of Prudential Plc
M&G Investment Management Limited	<b>Ceased to be associate</b> – no longer a wholly owned subsidiary of Prudential Plc
M&G Securities Limited	<b>Ceased to be associate</b> – no longer a wholly owned subsidiary of Prudential Plc
M&G Luxembourg S.A.	<b>Ceased to be associate</b> – no longer a wholly owned subsidiary of Prudential Plc
M&G Alternatives Investment Management Limited	<b>Ceased to be associate</b> – no longer a wholly owned subsidiary of Prudential Plc
The Prudential Assurance Company Limited	<b>Ceased to be associate</b> – no longer a wholly owned subsidiary of Prudential Plc
Prudential Pensions Limited	<b>Ceased to be associate</b> – no longer a wholly owned subsidiary of Prudential Plc

**4. Addresses** The addresses of persons named in this form are as follows:

Name	Address
Prudential Plc	1 Angel Court, London EC2R 7AG
M&G Group Limited	10 Fenchurch Avenue, London, EC3M 5AG, England
M&G FA Limited	10 Fenchurch Avenue, London, EC3M 5AG, England
M&G Investment Management Limited	10 Fenchurch Avenue, London, EC3M 5AG, England
M&G Securities Limited	10 Fenchurch Avenue, London, EC3M 5AG, England
M&G Luxembourg S.A.	16, Boulevard Royal, L-2449, Luxembourg
M&G Alternatives Investment Management Limited	10 Fenchurch Avenue, London, EC3M 5AG, England
The Prudential Assurance Company Limited	10 Fenchurch Avenue, London, EC3M 5AG, England
Prudential Pensions Limited	10 Fenchurch Avenue, London, EC3M 5AG, England

---

## Signature

print name Tamara Postoj capacity Regulatory Reporting Technical Manager

---

sign here



date 22/10/2019

---

### DIRECTIONS

(1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 4 of the form.

(2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.

(3) See the definition of "associate" in section 9 of the Corporations Act 2001.

(4) Include details of:

(a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and

(b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

(5) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

(6) The voting shares of a company constitute one class unless divided into separate classes.

(7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

## Annexure 'A'

This is annexure A of 1 page referred to in form 605 'Notice of ceasing to be a substantial holder'

print name Tamara Postoj capacity Regulatory Reporting Technical Manager

sign here



date 22/10/2019

### Details of substantial holder

Prudential plc is a British multinational life insurance and financial services company, incorporated and registered in England and Wales and headquartered in London.

Prudential offers long-term savings and protection products, retirement income solutions and asset management across Asia, the US, the UK and Africa.

Eastspring Investment companies are all wholly owned subsidiaries of companies within the Prudential plc group.

More details can be found at our website [www.prudential.co.uk](http://www.prudential.co.uk)

Prudential Corporation Asia Limited	Wholly owned subsidiary of Prudential Plc
Prudential Holdings Limited	Wholly owned subsidiary of Prudential Corporation Asia Limited
Prudential Corporation Holdings Limited	Wholly owned subsidiary of Prudential Holdings Limited
Eastspring Investments (Luxembourg) S.A.	Wholly owned subsidiary of Prudential Holdings Limited
Eastspring Investments Limited	Wholly owned subsidiary of Prudential Corporation Holdings Limited
Prudential Singapore Holdings Pte. Limited	Wholly owned subsidiary of Prudential Corporation Holdings Limited
Eastspring Investments (Singapore) Limited	Wholly owned subsidiary of Prudential Singapore Holdings Pte. Limited
Eastspring Investments Berhad	Wholly owned subsidiary of Prudential Corporation Holdings Limited
Prudential Vietnam Assurance Private Limited	Wholly owned subsidiary of Prudential Corporation Holdings Limited
Eastspring Investments Fund Management Limited Liability Company	Wholly owned subsidiary of Prudential Vietnam Assurance Private Limited
Eastspring Securities Investment Trust Co. Ltd	99.54% owned subsidiary of Prudential Corporation Holdings Limited
Eastspring Asset Management Korea Co. Ltd	Wholly owned subsidiary of Prudential Corporation Holdings Limited
Eastspring Al-Wara' Investments Berhad	Wholly owned subsidiary of Prudential Corporation Holdings Limited
Eastspring Investments (Hong Kong) Limited	Wholly owned subsidiary of Prudential Corporation Holdings Limited
PT. Eastspring Investments Indonesia	99% owned subsidiary of Eastspring Investments (Hong Kong) Limited

Eastspring Investments (the "SICAVs") – are open-ended investment companies with variable capital registered in Luxembourg. The SICAVs are not Prudential plc group companies but the Management Company and appointed fund manager for each SICAV are wholly owned subsidiaries of Prudential plc.

Eastspring Investments - SICAV Fund	External Open Ended Investment Company
Eastspring Investments - SICAV FIS Fund	External Open Ended Investment Company