

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 6-K

Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16 under the Securities Exchange Act of 1934

For the month of June 2020

Commission File Number 001-37626

Mesoblast Limited

(Exact name of Registrant as specified in its charter)

Not Applicable

(Translation of Registrant's name into English)

Australia

(Jurisdiction of incorporation or organization)

Silviu Itescu

Chief Executive Officer and Executive Director

Level 38

55 Collins Street

Melbourne 3000

Australia

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F:

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Yes No

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes No

INFORMATION CONTAINED ON THIS REPORT ON FORM 6-K

On June 24, 2020, Mesoblast Limited filed with the Australian Securities Exchange a new issue announcement, application for quotation of additional securities (Appendix 3G), which is attached hereto as [Exhibit 99.1](#), and is incorporated herein by reference.

On June 24, 2020, Mesoblast submitted Change in Director's Interest Notice forms to the Australian Securities Exchange, copies of which are attached to this report as [Exhibit 99.2](#).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly organized.

MESOBLAST LIMITED

/s/ Charlie Harrison

Charlie Harrison
Company Secretary

Dated: June 26, 2020

INDEX TO EXHIBITS

Item

- 99.1 Appendix 3G of Mesoblast Ltd, dated June 24, 2020.
- 99.2 Appendix 3Y of Mesoblast Ltd, dated June 24, 2020.

Appendix 3G

Notification of issue, conversion or payment up of equity +securities

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.

If you are an entity incorporated outside Australia and you are issuing a new class of +securities other than CDIs, you will need to obtain and provide an International Securities Identification Number (ISIN) for that class. Further information on the requirement for the notification of an ISIN is available from the Create Online Forms page. ASX is unable to create the new ISIN for non-Australian issuers.

*Denotes minimum information required for first lodgement of this form, with exceptions provided in specific notes for certain questions. The balance of the information, where applicable, must be provided as soon as reasonably practicable by the entity.

Part 1 – Entity and announcement details

| Question no | Question | Answer |
|-------------|--|---|
| 1.1 | *Name of entity <i>We (the entity here named) give notice of the issue, conversion or payment up of the following unquoted +securities.</i> | MESOBLAST LTD |
| 1.2 | *Registration type and number <i>Please supply your ABN, ARSN, ARBN, ACN or another registration type and number (if you supply another registration type, please specify both the type of registration and the registration number).</i> | ABN 68 109 431 870 |
| 1.3 | *ASX issuer code | MSB |
| 1.4 | *This announcement is <i>Tick whichever is applicable.</i> | <input checked="" type="checkbox"/> A new announcement <input type="checkbox"/> An update/amendment to a previous announcement <input type="checkbox"/> A cancellation of a previous announcement |
| 1.4a | *Reason for update <i>Mandatory only if "Update" ticked in Q1.4 above. A reason must be provided for an update.</i> | N/A |
| 1.4b | *Date of previous announcement to this update <i>Mandatory only if "Update" ticked in Q1.4 above.</i> | N/A |
| 1.4c | *Reason for cancellation <i>Mandatory only if "Cancellation" ticked in Q1.4 above.</i> | N/A |
| 1.4d | *Date of previous announcement to this cancellation <i>Mandatory only if "Cancellation" ticked in Q1.4 above.</i> | N/A |
| 1.5 | *Date of this announcement | 24 June 2020 |

Part 2 – Type of issue

| Question No. | Question | Answer |
|--------------|---|---|
| 2.1 | <p>*The +securities the subject of this notification are: <i>Select whichever item is applicable.</i> <i>If you wish to notify ASX of different types of issues of securities, please complete a separate Appendix 3G for each type of issue.</i></p> | <p><input type="checkbox"/> +Securities issued as a result of options being exercised or other +convertible +securities being converted and that are not to be quoted on ASX</p> <p><input type="checkbox"/> Partly paid +securities that have been fully paid up and that are not to be quoted on ASX</p> <p><input checked="" type="checkbox"/> +Securities issued under an +employee incentive scheme that are not being immediately quoted on ASX</p> <p><input type="checkbox"/> Other [please specify] <i>If you have selected 'other' please provide the circumstances of the issue here:</i></p> |
| 2.2a.1 | <p>Please state the number and type of options that were exercised or other +convertible securities that were converted (including their ASX security code if available)? <i>Answer this question if your response to Q2.1 is "securities issued as a result of options being exercised or other convertible securities being converted and that are not to be quoted on ASX".</i></p> | N/A |
| 2.2a.2 | <p>And the date the options were exercised or other +convertible securities were converted: <i>Answer this question if your response to Q2.1 is "securities issued as a result of options being exercised or other convertible securities being converted and that are not to be quoted on ASX".</i> <i>Note: If this occurred over a range of dates, enter the date the last of the options was exercised or convertible securities was converted.</i></p> | N/A |
| 2.2b.1 | <p>Please state the number and type of partly paid +securities that were fully paid up (including their ASX security code if available)? <i>Answer this question if your response to Q2.1 is "partly paid securities that have been paid up and that are not to be quoted on ASX".</i></p> | N/A |
| 2.2b.2 | <p>And the date the +securities were fully paid up: <i>Answer this question if your response to Q2.1 is "partly paid securities that have been paid up and that are not to be quoted on ASX".</i> <i>Note: If this occurred over a range of dates, enter the date the last of the securities was fully paid up.</i></p> | N/A |

+ See chapter 19 for defined terms

31 January 2020Page 2

| 2.2c.1 | Please state the number and type of +securities (including their ASX security code) issued under an +employee incentive scheme that are not being immediately quoted on ASX <i>Answer this question if your response to Q2.1 is "securities issued under an employee incentive scheme that are not being immediately quoted on ASX".</i> | 6,780,334 unquoted options to acquire ordinary shares, issued pursuant to the Company's Employee Share Option Plan | | | | | | | | | | | | | | | |
|----------------|---|--|-------------|---------------------------|-----------------------|----------------|----------------|--|---------------|---------------|--|-----------|-----------|--|---------------|---------------|--|
| 2.2c.2 | *Please attach a document or provide details of a URL link for a document lodged with ASX detailing the terms of the +employee incentive scheme or a summary of the terms. <i>Answer this question if your response to Q2.1 is "securities issued under an employee incentive scheme that are not being immediately quoted on ASX".</i> | Refer to Item 6 in Notice of Meeting released 27 November 2019 https://www.asx.com.au/asxpdf/20191029/pdf/44b06fzvzb0vzb.pdf | | | | | | | | | | | | | | | |
| 2.2c.3 | *Are any of these +securities being issued to +key management personnel (KMP) or an +associate <i>Answer this question if your response to Q2.1 is "securities issued under an employee incentive scheme that are not being immediately quoted on ASX".</i> | Yes | | | | | | | | | | | | | | | |
| 2.2c.3.a | *Provide details of the recipients and the number of +securities issued to each of them. <i>Answer this question if your response to Q2.1 is "securities issued under an employee incentive scheme that are not being immediately quoted on ASX" and your response to Q2.2.3 is "Yes". Repeat the detail in the table below for each KMP involved in the issue. If the securities are being issued to the KMP, repeat the name of the KMP or insert "Same" in "Name of registered holder". If the securities are being issued to an associate of a KMP, insert the name of the associate in "Name of registered holder".</i> | <table border="1" data-bbox="119 851 758 1086"> <thead> <tr> <th>Name of KMP</th> <th>Name of registered holder</th> <th>Number of +securities</th> </tr> </thead> <tbody> <tr> <td>Joseph Swedish</td> <td>Joseph Swedish</td> <td>300,000 options approved at the 2019 Mesoblast AGM</td> </tr> <tr> <td>William Burns</td> <td>William Burns</td> <td>100,000 options approved at the 2019 Mesoblast AGM</td> </tr> <tr> <td>Eric Rose</td> <td>Eric Rose</td> <td>100,000 options approved at the 2019 Mesoblast AGM</td> </tr> <tr> <td>Silviu Itescu</td> <td>Silviu Itescu</td> <td>1,885,334 options approved at the 2019 Mesoblast AGM</td> </tr> </tbody> </table> | Name of KMP | Name of registered holder | Number of +securities | Joseph Swedish | Joseph Swedish | 300,000 options approved at the 2019 Mesoblast AGM | William Burns | William Burns | 100,000 options approved at the 2019 Mesoblast AGM | Eric Rose | Eric Rose | 100,000 options approved at the 2019 Mesoblast AGM | Silviu Itescu | Silviu Itescu | 1,885,334 options approved at the 2019 Mesoblast AGM |
| Name of KMP | Name of registered holder | Number of +securities | | | | | | | | | | | | | | | |
| Joseph Swedish | Joseph Swedish | 300,000 options approved at the 2019 Mesoblast AGM | | | | | | | | | | | | | | | |
| William Burns | William Burns | 100,000 options approved at the 2019 Mesoblast AGM | | | | | | | | | | | | | | | |
| Eric Rose | Eric Rose | 100,000 options approved at the 2019 Mesoblast AGM | | | | | | | | | | | | | | | |
| Silviu Itescu | Silviu Itescu | 1,885,334 options approved at the 2019 Mesoblast AGM | | | | | | | | | | | | | | | |

+ See chapter 19 for defined terms
31 January 2020 Page 3

| | | |
|--------|--|---|
| 2.2d.1 | <p>*The purpose(s) for which the entity is issuing the +securities is:</p> <p><i>Answer this question if your response to Q2.1 is "Other". You may select one or more of the items in the list.</i></p> | <p><input type="checkbox"/> To raise additional working capital</p> <p><input type="checkbox"/> To fund the retirement of debt</p> <p><input type="checkbox"/> To pay for the acquisition of an asset [provide details below]</p> <p><input type="checkbox"/> To pay for services rendered [provide details below]</p> <p><input type="checkbox"/> Other [provide details below]</p> <p>Additional details:</p> |
| 2.2d.2 | <p>Please provide any further information needed to understand the circumstances in which you are notifying the issue of these +securities to ASX, including (if applicable) why the issue of the +securities has not been previously announced to the market in an Appendix 3B</p> <p><i>You must answer this question if your response to Q2.1 is "Other". If there is no other information to provide, please answer "Not applicable" or "N/A".</i></p> | N/A |
| 2.3 | <p>*The +securities being issued are:</p> <p><i>Tick whichever is applicable</i></p> | <p><input type="checkbox"/> Additional +securities in an existing unquoted class that is already recorded by ASX ("existing class")</p> <p><input checked="" type="checkbox"/> New +securities in an unquoted class that is not yet recorded by ASX ("new class")</p> |

Part 3A – number and type of +securities being issued (existing class)

Answer the questions in this part if your response to Q2.3 is "existing class".

| Question No. | Question | Answer |
|--------------|---|--------|
| 3A.1 | *ASX security code & description | N/A |
| 3A.2 | *Number of +securities being issued | N/A |
| 3A.3a | *Will the +securities being issued rank equally in all respects from their issue date with the existing issued +securities in that class? | N/A |
| 3A.3b | *Is the actual date from which the +securities will rank equally (non-ranking end date) known? <i>Answer this question if your response to Q3A.3a is "No".</i> | N/A |
| 3A.3c | *Provide the actual non-ranking end date <i>Answer this question if your response to Q3A.3a is "No" and your response to Q3A.3b is "Yes".</i> | N/A |
| 3A.3d | *Provide the estimated non-ranking end period <i>Answer this question if your response to Q3A.3a is "No" and your response to Q3A.3b is "No".</i> | N/A |

| | | |
|-------|---|-----|
| 3A.3e | <p>*Please state the extent to which the +securities do not rank equally:</p> <ul style="list-style-type: none"> •in relation to the next dividend, distribution or interest payment; or •for any other reason <p><i>Answer this question if your response to Q3A.3a is "No". For example, the securities may not rank at all, or may rank proportionately based on the percentage of the period in question they have been on issue, for the next dividend, distribution or interest payment, or they may not be entitled to participate in some other event, such as an entitlement issue.</i></p> | N/A |
|-------|---|-----|

Part 3B – number and type of +securities being issued (new class)

Answer the questions in this part if your response to Q2.3 is "new class".

| Question No. | Question | Answer |
|--------------|-----------------------|---|
| 3B.1 | *Security description | <p>350,000 unquoted options to acquire ordinary shares at a price per share of A\$1.87, vesting in three equal tranches on 18 July 2019, 18 July 2020, and 18 July 2021 respectively, and expiring on 17 July 2025.</p> <p>300,000 unquoted options to acquire ordinary shares at a price per share of A\$1.48, vesting in three equal tranches on 3 April 2020, 3 April 2021, and 3 April 2022 respectively, and expiring on 3 April 2026.</p> <p>845,000 unquoted options to acquire ordinary shares at a price per share of A\$1.98, vesting in three equal tranches on 25 November 2020, 25 November 2021, and 25 November 2022 respectively, and expiring on 24 November 2026.</p> <p>200,000 unquoted options to acquire ordinary shares at a price per share of A\$1.83, vesting in three equal tranches on 17 November 2020, 17 November 2021, and 17 November 2022 respectively, and expiring on 17 November 2026.</p> <p>450,000 unquoted options to acquire ordinary shares at a price per share of A\$1.98, vesting in three equal tranches on 24 November 2020, 24 November 2021, and 24 November 2022 respectively, and expiring on 24 November 2026.</p> |

+ See chapter 19 for defined terms
31 January 2020 Page 5

| | | |
|-------|--|--|
| | | <p>300,000 unquoted options to acquire ordinary shares at a price per share of A\$1.47. Options vest upon satisfaction of certain specified milestone conditions and expire on 28 August 2026.</p> <p>800,000 unquoted options to acquire ordinary shares at a price per share of A\$1.47. Options are required to satisfy certain specified milestone conditions and time-based vesting conditions prior to vesting. Time-based conditions restrict vesting to be in three equal tranches on 28 August 2020, 28 August 2021 and 28 August 2022 respectively, and expiring on 28 August 2026.</p> <p>700,000 unquoted options to acquire ordinary shares at a price per share of A\$1.47. Options are required to satisfy certain specified milestone conditions and time-based vesting conditions prior to vesting. Time-based conditions restrict vesting to be in three equal tranches on 19 July 2020, 19 July 2021 and 19 July 2022 respectively, and expiring on 19 July 2026.</p> <p>400,000 unquoted options to acquire ordinary shares at a price per share of A\$1.47. Options are required to satisfy certain specified milestone conditions and time-based vesting conditions prior to vesting. Time-based conditions restrict vesting to be in three equal tranches on 19 July 2020, 19 July 2021 and 19 July 2022 respectively, and expiring on 19 July 2026.</p> <p>450,000 unquoted options to acquire ordinary shares at a price per share of A\$1.48. 100,000 options vest on grant date and 350,000 options vest upon satisfaction of certain specified milestone conditions. All 450,000 options expire on 28 May 2026.</p> <p>100,000 unquoted options to acquire ordinary shares at a price per share of A\$1.80. Options vest upon satisfaction of certain specified milestone conditions and expire on 26 November 2026.</p> <p>1,346,667 unquoted options to acquire ordinary shares at a price per share of A\$1.47. Options are required to satisfy certain specified milestone conditions and time-based vesting conditions prior to vesting. Time-based conditions restrict vesting to be in three equal tranches on 19 July 2020, 19 July 2021, and 19 July 2022 respectively, and expiring on 19 July 2026.</p> <p>538,667 unquoted options to acquire ordinary shares at a price per share of A\$1.47, vesting in three equal tranches on 19 July 2020, 19 July 2021, and 19 July 2022 respectively, and expiring on 19 July 2026.</p> |
| 3B.2 | <p>*Security type <i>Select one item from the list that best describes the securities the subject of this form. This will determine more detailed questions to be asked about the security later in this section. Select "ordinary fully or partly paid shares/units" for stapled securities or CDIs. For interest rate securities, please select the appropriate choice from either "Convertible debt securities" or "Non-convertible debt securities". Select "Other" for performance shares/units and performance options/rights or if the selections available in the list do not appropriately describe the security being issued.</i></p> | <p><input type="checkbox"/> Ordinary fully or partly paid shares/units</p> <p><input checked="" type="checkbox"/> Options</p> <p><input type="checkbox"/> +Convertible debt securities</p> <p><input type="checkbox"/> Non-convertible +debt securities</p> <p><input type="checkbox"/> Redeemable preference shares/units</p> <p><input type="checkbox"/> Other</p> |
| 3B.3 | <p>ISIN code <i>Answer this question if you are an entity incorporated outside Australia and you are issuing a new class of securities other than CDIs. See also the note at the top of this form.</i></p> | N/A |
| 3B.4 | *Number of +securities being issued | 6,780,334 unquoted options |
| 3B.5a | *Will all the +securities issued in this class rank equally in all respects from the issue date? | Yes |
| 3B.5b | *Is the actual date from which the +securities will rank equally (non-ranking end date) known? <i>Answer this question if your response to Q3B.5a is "No".</i> | N/A |
| 3B.5c | *Provide the actual non-ranking end date <i>Answer this question if your response to Q3B.5a is "No" and your response to Q3B.5b is "Yes".</i> | N/A |
| 3B.5d | *Provide the estimated non-ranking end period <i>Answer this question if your response to Q3B.5a is "No" and your response to Q3B.5b is "No".</i> | N/A |
| 3B.5e | *Please state the extent to which the +securities do not rank equally: •in relation to the next dividend, distribution or interest payment; or •for any other reason <i>Answer this question if your response to Q3B.5a is "No". For example, the securities may not rank at all, or may rank proportionately based on the percentage of the period in question they have been on issue, for the next dividend, distribution or interest payment; or they may not be entitled to participate in some other event, such as an entitlement issue.</i> | N/A |

| | | |
|--|--|---|
| 3B.6 | Please attach a document or provide a URL link for a document lodged with ASX setting out the material terms of the +securities being issued <i>You may cross reference a disclosure document, PDS, information memorandum, investor presentation or other announcement with this information provided it has been released to the ASX Market Announcements Platform.</i> | Refer to Item 6 in Notice of Meeting released 27 November 2019 https://www.asx.com.au/asx/pdf/20191029/pdf/44b06fyzb0vzb.pdf |
| 3B.7 | *Have you received confirmation from ASX that the terms of the +securities are appropriate and equitable under listing rule 6.1? <i>Answer this question only if you are an ASX Listing, (ASX Foreign Exempt Listings and ASX Debt Listings do not have to answer this question). If your response is "No" and the securities have any unusual terms, you should approach ASX as soon as possible for confirmation under listing rule 6.1 that the terms are appropriate and equitable.</i> | No |
| 3B.8a Ordinary fully or partly paid shares/units details <i>Answer the questions in this section if you selected this security type in your response to Question 3B.2.</i> | | |
| | **Security currency <i>This is the currency in which the face amount of an issue is denominated. It will also typically be the currency in which distributions are declared.</i> | N/A |
| | *Will there be CDIs issued over the +securities? | N/A |
| | *CDI ratio <i>Answer this question if you answered "Yes" to the previous question. This is the ratio at which CDIs can be transmuted into the underlying security (e.g. 4:1 means 4 CDIs represent 1 underlying security whereas 1:4 means 1 CDI represents 4 underlying securities).</i> | N/A |
| | *Is it a partly paid class of +security? | N/A |
| | *Paid up amount: unpaid amount <i>Answer this question if answered "Yes" to the previous question. The paid up amount represents the amount of application money and/or calls which have been paid on any security considered 'partly paid' The unpaid amount represents the unpaid or yet to be called amount on any security considered 'partly paid'. The amounts should be provided per the security currency (e.g. if the security currency is AUD, then the paid up and unpaid amount per security in AUD).</i> | N/A |
| | *Is it a stapled +security? <i>This is a security class that comprises a number of ordinary shares and/or ordinary units issued by separate entities that are stapled together for the purposes of trading.</i> | N/A |
| 3B.8b Option details <i>Answer the questions in this section if you selected this security type in your response to Question 3B.2.</i> | | |
| | **Security currency <i>This is the currency in which the exercise price is payable.</i> | AUD |

| | | |
|-------|---|--|
| | <p>*Exercise price <i>The price at which each option can be exercised and convert into the underlying security. If there is no exercise price please answer as \$0.00.</i> <i>The exercise price should be provided per the security currency (i.e. if the security currency is AUD, the exercise price should be expressed in AUD).</i></p> | <p>4,085,334 at \$1.47; 750,000 at \$1.48; 1,00,000 at \$1.80; 200,000 at \$1.83; 350,000 at \$1.87; and 1,295,000 at \$1.98.</p> |
| | <p>*Expiry date <i>The date on which the options expire or terminate.</i></p> | <p>350,000 on 17 July 2025; 300,000 on 3 April 2026; 450,000 on 28 May 2026; 2,985,334 on 19 July 2026; 1,100,000 on 28 August 2026; 200,000 on 17 November 2026; and 1,395,000 on 24 November 2026.</p> |
| | <p>*Details of the number and type of +security (including its ASX security code if the +security is quoted on or recorded by ASX) that will be issued if an option is exercised <i>For example, if the option can be exercised to receive one fully paid ordinary share with ASX security code ABC, please insert "One fully paid ordinary share (ASX:ABC)".</i></p> | <p>One fully paid ordinary share (ASX:MSB)</p> |
| 3B.8c | <p>Details of non-convertible +debt securities, +convertible debt securities, or redeemable preference shares/units <i>Answer the questions in this section if you selected one of these security types in your response to Question 3B.2. Refer to Guidance Note 34 and the "Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities" for further information on certain terms used in this section</i></p> | |
| | <p>*Type of +security <i>Select one item from the list</i></p> | <p><input type="checkbox"/> Simple corporate bond <input type="checkbox"/> Non-convertible note or bond <input type="checkbox"/> Convertible note or bond <input type="checkbox"/> Preference share/unit <input type="checkbox"/> Capital note <input type="checkbox"/> Hybrid security <input type="checkbox"/> Other</p> |
| | <p>*+Security currency <i>This is the currency in which the face value of the security is denominated. It will also typically be the currency in which interest or distributions are paid.</i></p> | <p>N/A</p> |
| | <p>Face value <i>This is the principal amount of each security. The face value should be provided per the security currency (i.e. if security currency is AUD, then the face value per security in AUD).</i></p> | <p>N/A</p> |
| | <p>*Interest rate type <i>Select one item from the list</i> <i>Select the appropriate interest rate type per the terms of the security. Definitions for each type are provided in the Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities</i></p> | <p><input type="checkbox"/> Fixed rate <input type="checkbox"/> Floating rate <input type="checkbox"/> Indexed rate <input type="checkbox"/> Variable rate <input type="checkbox"/> Zero coupon/no interest <input type="checkbox"/> Other</p> |

+ See chapter 19 for defined terms
31 January 2020 Page 9

| | |
|---|---|
| Frequency of coupon/interest payments per year <i>Select one item from the list.</i> | <input type="checkbox"/> Monthly <input type="checkbox"/> Quarterly <input type="checkbox"/> Semi-annual <input type="checkbox"/> Annual <input type="checkbox"/> No coupon/interest payments <input type="checkbox"/> Other |
| First interest payment date <i>A response is not required if you have selected "No coupon/interest payments" in response to the question above on the frequency of coupon/interest payments</i> | N/A |
| Interest rate per annum <i>Answer this question if the interest rate type is fixed.</i> | N/A |
| *Is the interest rate per annum estimated at this time? <i>Answer this question if the interest rate type is fixed.</i> | N/A |
| If the interest rate per annum is estimated, then what is the date for this information to be announced to the market (if known) <i>Answer this question if the interest rate type is fixed and your response to the previous question is "Yes". Answer "Unknown" if the date is not known at this time.</i> | N/A |
| *Does the interest rate include a reference rate, base rate or market rate (e.g. BBSW or CPI)? <i>Answer this question if the interest rate type is floating or indexed</i> | N/A |
| *What is the reference rate, base rate or market rate? <i>Answer this question if the interest rate type is floating or indexed and your response to the previous question is "Yes".</i> | N/A |
| *Does the interest rate include a margin above the reference rate, base rate or market rate? <i>Answer this question if the interest rate type is floating or indexed.</i> | N/A |
| *What is the margin above the reference rate, base rate or market rate (expressed as a percent per annum) <i>Answer this question if the interest rate type is floating or indexed and your response to the previous question is "Yes".</i> | N/A |

+ See chapter 19 for defined terms
31 January 2020 Page 10

| | |
|--|---|
| <p>*S128F of the Income Tax Assessment Act status applicable to the +security</p> <p>Select one item from the list</p> <p>For financial products which are likely to give rise to a payment to which s128F of the Income Tax Assessment Act applies, ASX requests issuers to confirm the s128F status of the security:</p> <p>*"s128F exempt" means interest payments are not taxable to non-residents;</p> <p>*"Not s128F exempt" means interest payments are taxable to non-residents;</p> <p>*"s128F exemption status unknown" means the issuer is unable to advise the status;</p> <p>*"Not applicable" means s128F is not applicable to this security</p> | <p><input type="checkbox"/> s128F exempt</p> <p><input type="checkbox"/> Not s128F exempt</p> <p><input type="checkbox"/> s128F exemption status unknown</p> <p><input type="checkbox"/> Not applicable</p> |
| <p>*Is the +security perpetual (i.e. no maturity date)?</p> | <p>N/A</p> |
| <p>*Maturity date</p> <p>Answer this question if the security is not perpetual</p> | <p>N/A</p> |
| <p>*Select other features applicable to the +security</p> <p>Up to 4 features can be selected. Further information is available in the Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities.</p> | <p><input type="checkbox"/> Simple</p> <p><input type="checkbox"/> Subordinated</p> <p><input type="checkbox"/> Secured</p> <p><input type="checkbox"/> Converting</p> <p><input type="checkbox"/> Convertible</p> <p><input type="checkbox"/> Transformable</p> <p><input type="checkbox"/> Exchangeable</p> <p><input type="checkbox"/> Cumulative</p> <p><input type="checkbox"/> Non-Cumulative</p> <p><input type="checkbox"/> Redeemable</p> <p><input type="checkbox"/> Extendable</p> <p><input type="checkbox"/> Reset</p> <p><input type="checkbox"/> Step-Down</p> <p><input type="checkbox"/> Step-Up</p> <p><input type="checkbox"/> Stapled</p> <p><input type="checkbox"/> None of the above</p> |
| <p>*Is there a first trigger date on which a right of conversion, redemption, call or put can be exercised (whichever is first)?</p> | <p>N/A</p> |
| <p>*If yes, what is the first trigger date</p> <p>Answer this question if your response to the previous question is "Yes".</p> | <p>N/A</p> |
| <p>Details of the number and type of +security (including its ASX security code if the +security is quoted on ASX) that will be issued if the securities to be quoted are converted, transformed or exchanged</p> <p>Answer this question if the security features include "converting", "convertible", "transformable" or "exchangeable".</p> <p>For example, if the security can be converted into 1,000 fully paid ordinary shares with ASX security code ABC, please insert "1,000 fully paid ordinary shares (ASX:ABC)".</p> | <p>N/A</p> |

Part 4 – Issue details

| Question No. | Question | Answer |
|--------------|---|--|
| 4.1 | *Have the +securities been issued yet? | Yes |
| 4.1a | *What was their date of issue? <i>Answer this question if your response to Q4.1 is "Yes".</i> | 300,000 on 17 June 2020; 650,000 on 18 June 2020; 5,830,334 on 24 June 2020. |
| 4.1b | *What is their proposed date of issue? <i>Answer this question if your response to Q4.1 is "No".</i> | N/A |
| 4.2 | *Are the +securities being issued for a cash consideration? <i>If the securities are being issued for nil cash consideration, answer this question "No".</i> | No |
| 4.2a | *In what currency is the cash consideration being paid <i>For example, if the consideration is being paid in Australian Dollars, state AUD.</i> <i>Answer this question if your response to Q4.2 is "Yes".</i> | N/A |
| 4.2b | *What is the issue price per +security <i>Answer this question if your response to Q4.2 is "Yes" and by reference to the issue currency provided in your response to Q4.2a.</i> <i>Note: you cannot enter a nil amount here. If the securities are being issued for nil cash consideration, answer Q4.2 as "No" and complete Q4.2c.</i> | N/A |
| 4.2c | Please describe the consideration being provided for the +securities <i>Answer this question if your response to Q4.2 is "No".</i> | Securities being issued under the Employee Share Option Plan |
| 4.3 | Any other information the entity wishes to provide about the issue | N/A |

Part 5 – Unquoted +securities on issue

Following the issue of the +securities the subject of this application, the unquoted issued +securities of the entity will comprise:

Note: the figures provided in the table in section 5.1 below are used to calculate part of the total market capitalisation of the entity published by ASX from time to time. Please make sure you include in the table each class of unquoted securities issued by the entity.

Restricted securities should be included in table 5.1.

| 5.1 | *ASX security code and description | *Total number of +securities on issue |
|-----|------------------------------------|---------------------------------------|
| | Unquoted options | 34,021,491 |
| | Incentive rights | 900,000 |

Part 6 – Other Listing Rule requirements

The questions in this Part should only be answered if you are an ASX Listing (ASX Foreign Exempt Listings and ASX Debt Listings do not need to complete this Part) and:
- your response to Q2.1 is "+securities issued under an +employee incentive scheme that are not being immediately quoted on ASX"; or
- your response to Q2.1 is "Other"

| Question No. | Question | Answer |
|--------------|--|--------|
| 6.1 | *Are the securities being issued under Listing Rule 7.2 exception 13 ¹ and therefore the issue does not need any security holder approval under Listing Rule 7.1? <i>Answer this question if your response to Q2.1 is "securities issued under an employee incentive scheme that are not being immediately quoted on ASX".</i> | Yes |
| 6.2 | *Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1? <i>Answer this question if the response to Q6.1 is "No".</i> | N/A |
| 6.2a | *Date of meeting or proposed meeting to approve the issue under listing rule 7.1 <i>Answer this question if the response to Q6.1 is "No" and the response to Q6.2 is "Yes".</i> | N/A |
| 6.2b | *Are any of the +securities being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1? <i>Answer this question if the response to Q6.1 is "No" and the response to Q6.2 is "No".</i> | N/A |

- ¹ Exception 1313 An issue of securities under an employee incentive scheme if within 3 years before the issue date:
- (a) in the case of a scheme established before the entity was listed – a summary of the terms of the scheme and the maximum number of equity securities proposed to be issued under the scheme were set out in the prospectus, PDS or information memorandum lodged with ASX under rule 1.1 condition 3; or
 - (b) the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as an exception to this rule. The notice of meeting must have included:
 - a summary of the terms of the scheme.
 - the number of securities issued under the scheme since the entity was listed or the date of the last approval under this rule;
 - the maximum number of +equity securities proposed to be issued under the scheme following the approval; and
 - a voting exclusion statement.
- Exception 13 is only available if and to the extent that the number of +equity securities issued under the scheme does not exceed the maximum number set out in the entity's prospectus, PDS or information memorandum (i
- Exception 13 ceases to be available if there is a material change to the terms of the scheme from those set out in the entity's prospectus, PDS or information memorandum (in the case of (a) above) or in the notice of meetin

+ See chapter 19 for defined terms
31 January 2020Page 13

| | | |
|--------|--|-----|
| 6.2b.1 | <p>*How many securities are being issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?</p> <p>Answer this question if the response to Q6.1 is "No", the response to Q6.2 is "No" and the response to Q6.2b is "Yes".</p> <p>Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure B to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1 to issue that number of securities.</p> | N/A |
| 6.2c | <p>*Are any of the securities being issued without security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?</p> <p>Answer this question if the response to Q6.1 is "No" and the response to Q6.2 is "No".</p> | N/A |
| 6.2c.1 | <p>*How many securities are being issued without security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?</p> <p>Answer this question if the response to Q6.1 is "No", the response to Q6.2 is "No" and the response to Q6.2c is "Yes".</p> <p>Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure C to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1A to issue that number of securities.</p> | N/A |

Introduced 01/12/19; amended 31/01/20

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 | William Burns (Mesoblast Vice Chairman) |
| Date of last notice | 5 December 2019 |

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 | Direct |
| Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | Not applicable |
| Date of change | 24 June 2020 |
| No. of securities held prior to change | 63,000 ordinary shares 200,000 options |
| Class | Options |
| Number acquired | 100,000 options (issued with approval by shareholders at the 2019 AGM) |
| Number disposed | Not applicable |
| Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small> | Nil |
| No. of securities held after change | 63,000 ordinary shares 220,000 options* <small>*80,000 options have expired since the last Appendix 3Y</small> |

| | |
|---|--|
| Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Issue of options with approval by shareholders at the 2019 AGM |
|---|--|

Part 2 – Change of director's interests in contracts

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.

| | |
|--|----------------|
| Detail of contract | Not Applicable |
| Nature of interest | Not Applicable |
| Name of registered holder (if issued securities) | Not Applicable |
| Date of change | Not Applicable |
| 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 | Not Applicable |
| Interest acquired | Not Applicable |
| Interest disposed | Not Applicable |
| Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation | Not Applicable |
| Interest after change | Not Applicable |

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? | Not Applicable |
| If prior written clearance was provided, on what date was this provided? | Not Applicable |

+ See chapter 19 for defined terms.

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 | Silviu Itescu (Chief Executive Officer) |
| Date of last notice | 6 September 2017 |

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 | Direct |
| Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest. | Not applicable |
| Date of change | 24 June 2020 |
| No. of securities held prior to change | 68,958,928 ordinary shares, held as follows: •Direct: 67,756,838 ordinary shares; and •Indirect: 1,202,090 ordinary shares |
| Class | Options |
| Number acquired | 1,885,334 options (issued with approval of shareholders at 2019 AGM) |
| Number disposed | Not applicable |
| Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation | Nil |

+ See chapter 19 for defined terms.

| | |
|---|---|
| No. of securities held after change | 68,958,928 ordinary shares, held as follows: •Direct: 67,756,838 ordinary shares; and •Indirect: 1,202,090 ordinary shares 1,885,334 options |
| Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Issue of options with approval by shareholders at the 2019 AGM |

Part 2 – Change of director's interests in contracts

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.

| | |
|---|----------------|
| Detail of contract | Not Applicable |
| Nature of interest | Not Applicable |
| Name of registered holder (if issued securities) | Not Applicable |
| Date of change | Not Applicable |
| No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small> | Not Applicable |
| Interest acquired | Not Applicable |
| Interest disposed | Not Applicable |
| Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small> | Not Applicable |
| Interest after change | Not Applicable |

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? | Not Applicable |
| If prior written clearance was provided, on what date was this provided? | Not Applicable |

+ See chapter 19 for defined terms.

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 | Dr Eric Rose |
| Date of last notice | 8 January 2019 |

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 | Direct |
| Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | Not applicable |
| Date of change | 24 June 2020 |
| No. of securities held prior to change | 200,000 options |
| Class | Options |
| Number acquired | 100,000 options (issued with approval by shareholders at the 2019 AGM) |
| Number disposed | Not applicable |
| Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small> | Nil |
| No. of securities held after change | 220,000 options* *80,000 options have expired since the last Appendix 3Y |

+ See chapter 19 for defined terms.

| | |
|---|--|
| Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Issue of options with approval by shareholders at the 2019 AGM |
|---|--|

Part 2 – Change of director's interests in contracts

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.

| | |
|--|----------------|
| Detail of contract | Not applicable |
| Nature of interest | Not applicable |
| Name of registered holder (if issued securities) | Not applicable |
| Date of change | Not applicable |
| 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 | Not applicable |
| Interest acquired | Not applicable |
| Interest disposed | Not applicable |
| Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation | Not applicable |
| Interest after change | Not applicable |

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? | Not applicable |
| If prior written clearance was provided, on what date was this provided? | Not applicable |

+ See chapter 19 for defined terms.

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 | Joseph R. Swedish |
| Date of last notice | 8 January 2019 |

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 | Direct |
| Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest. | Not applicable |
| Date of change | 24 June 2020 |
| No. of securities held prior to change | 200,000 options |
| Class | Options |
| Number acquired | 300,000 options (issued with approval by shareholders at the 2019 AGM) |
| Number disposed | Not applicable |
| Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation | Nil |
| No. of securities held after change | 500,000 options |

+ See chapter 19 for defined terms.

01/01/2011 Appendix 3Y Page 7

| | |
|---|--|
| Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Issue of options with approval by shareholders at the 2019 AGM |
|---|--|

Part 2 – Change of director's interests in contracts

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.

| | |
|--|----------------|
| Detail of contract | Not applicable |
| Nature of interest | Not applicable |
| Name of registered holder (if issued securities) | Not applicable |
| Date of change | Not applicable |
| 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 | Not applicable |
| Interest acquired | Not applicable |
| Interest disposed | Not applicable |
| Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation | Not applicable |
| Interest after change | Not applicable |

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? | Not applicable |
| If prior written clearance was provided, on what date was this provided? | Not applicable |

+ See chapter 19 for defined terms.