
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 January 2022

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 January 17, 2022, Mesoblast Limited filed with the Australian Securities Exchange a notification of issue, conversion or payment up of equity securities (Appendix 3G) which is attached hereto as [Exhibit 99.1](#), and is incorporated herein by reference.

On January 17, 2022, Mesoblast Limited filed with the Australian Securities Exchange a notification of cessation of securities (Appendix 3H) which is attached hereto as [Exhibit 99.2](#), and is incorporated herein by reference.

On January 17, 2022, Mesoblast Limited filed with the Australian Securities Exchange a change of director's interest notice (Appendix 3Y) which is attached hereto as [Exhibit 99.3](#), and is incorporated herein by reference.

On January 18, 2022, Mesoblast Limited filed with the Australian Securities Exchange a proposed issue of securities (Appendix 3B), which is attached hereto as [Exhibit 99.4](#), and is incorporated herein by reference.

On January 18, 2022, Mesoblast Limited filed with the Australian Securities Exchange an application for quotation of securities (Appendix 2A) which is attached hereto as [Exhibit 99.5](#), and is incorporated herein by reference.

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/ Niva Sivakumar

Niva Sivakumar
Company Secretary

Dated: January 20, 2022

INDEX TO EXHIBITS

Item

- 99.1 Appendix 3G of Mesoblast Ltd, dated January 17, 2022.
- 99.2 Appendix 3H of Mesoblast Ltd, dated January 17, 2022.
- 99.3 Appendix 3Y of Mesoblast Ltd, dated January 17, 2022.
- 99.4 Appendix 3B of Mesoblast Ltd, dated January 18, 2022.
- 99.5 Appendix 2A of Mesoblast Ltd, dated January 18, 2022.

Appendix 3G

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

Note: this form is also used to notify ASX where quoted options have been exercised or other quoted convertible securities have been converted and the securities received as a result of the exercise or conversion either are already quoted on ASX or are not intended to be quoted on ASX.

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	17 January 2022

Part 2 – Type of issue

Question No.	Question	Answer
2.1	<p>*The +securities the subject of this notification are:</p> <p><i>Select whichever item is applicable.</i></p> <p><i>If you wish to notify ASX of different events involving unquoted securities, please complete a separate Appendix 3G for each event.</i></p>	<p><input checked="" type="checkbox"/>+Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B that are not quoted, and are not intended to be quoted, on ASX</p> <p><input type="checkbox"/>+Securities issued under a +dividend or distribution plan that are not quoted, and are not intended to be quoted, on ASX</p> <p><input checked="" type="checkbox"/>Unquoted options that have been exercised or other unquoted +convertible securities that have been converted</p> <p><input type="checkbox"/>Quoted options that have been exercised or other quoted +convertible securities that have been converted where the +securities received as a result of the exercise or conversion either are already quoted on ASX or are not intended to be quoted on ASX</p> <p><input type="checkbox"/>Unquoted partly paid +securities upon which a call or instalment has been paid</p> <p><input type="checkbox"/>+Securities issued under an +employee incentive scheme that are subject to a restriction on transfer and are not being quoted on ASX until the restriction ends</p> <p><input checked="" type="checkbox"/>+Other securities issued under an +employee incentive scheme that are not intended to be quoted on ASX</p> <p><input type="checkbox"/>Other [please specify]</p> <p><i>If you have selected 'other' please explain the circumstances here:</i></p>
2.1a	<p>*Date the +securities the subject of this notification were issued</p> <p><i>Answer this question if your response to Q2.1 is anything other than "Unquoted partly paid securities upon which a call or instalment has been paid".</i></p>	<p>In relation to unquoted options which have been exercised: 16 November 2021 and 14 December 2021</p> <p>In relation to options issued under an employee incentive scheme that are not intended to be quoted on ASX: 31 December 2021 and 14 January 2022.</p> <p>In relation to securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B that are not quoted: 11 January 2022</p>

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2.2a.1	<p>*Date of Appendix 3B notifying the market of the proposed issue of +securities the subject of this notification</p> <p><i>Answer this question if your response to Q2.1 is "Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B that are not quoted, and are not intended to be quoted, on ASX."</i></p>	22 November 2021
2.2a.2	<p>*Are there any further issues of +securities yet to take place to complete the transaction(s) referred to in the Appendix 3B?</p> <p><i>Answer this question if your response to Q2.1 is "Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B that are not quoted, and are not intended to be quoted, on ASX".</i></p>	No
2.2a.2.1	<p>*Please provide details of the further issues of +securities yet to take place to complete the transaction(s) referred to in the Appendix 3B</p> <p><i>Answer this question if your response to Q2.1 is "Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B that are not quoted, and are not intended to be quoted, on ASX" and your response to Q2.2a.2 is "Yes". Please provide details of the proposed dates and number of securities for the further issues.</i></p>	N/A
2.2b.1	<p>Date of Appendix 3A.1 lodged with ASX in relation to the underlying +dividend or distribution</p> <p><i>Answer this question if your response to Q2.1 is "Being issued under a dividend or distribution plan that are not quoted, and are not intended to be quoted, on ASX".</i></p>	N/A
2.2c.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):</p> <p><i>Answer this question if your response to Q2.1 is "Unquoted options that have been exercised or other unquoted convertible securities that have been converted" or "Quoted options that have been exercised or other quoted convertible securities that have been converted where the securities received as a result of the exercise or conversion either are already quoted on ASX or are not intended to be quoted on ASX".</i></p>	63,333 options (MSBAI)

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2.2c.2	<p>And the date the options were exercised or other +convertible securities were converted:</p> <p><i>Answer this question if your response to Q2.1 is "Unquoted options that have been exercised or other unquoted convertible securities that have been converted" or "Quoted options that have been exercised or other quoted convertible securities that have been converted where the securities received as a result of the exercise or conversion either are already quoted on ASX or are not intended to be quoted on ASX".</i></p> <p><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>	<p>16 November 2021 14 December 2021</p>
2.2c.3	<p>Is this all of the options or other +convertible securities on issue of that type (ie have all of those options now been exercised or have all of those convertible securities now been converted)?</p> <p><i>Answer this question if your response to Q2.1 is "Unquoted options that have been exercised or other unquoted convertible securities that have been converted" or "Quoted options that have been exercised or other quoted convertible securities that have been converted where the securities received as a result of the exercise or conversion either are already quoted on ASX or are not intended to be quoted on ASX".</i></p>	<p>No</p> <p><i>Note: If you have answered "No", consider whether you need to lodge an Appendix 3H with ASX notifying ASX of the cessation of some or all of the remaining options or other convertible securities under Listing Rule 3.10.E. This may be the case, for example, if options have lapsed because they have passed their expiry date without being exercised, or convertible debt securities have been repaid or redeemed without being converted.</i></p>
2.2c.4	<p>The right of the holder of the options or other +convertible securities to receive the +underlying securities is being satisfied by:</p> <p><i>Answer this question if your response to Q2.1 is "Unquoted options that have been exercised or other unquoted convertible securities that have been converted" or "Quoted options that have been exercised or other quoted convertible securities that have been converted where the securities received as a result of the exercise or conversion either are already quoted on ASX or are not intended to be quoted on ASX".</i></p>	<p><input type="checkbox"/> An issue of new +securities</p> <p><input checked="" type="checkbox"/> A transfer of existing +securities</p> <p><input type="checkbox"/> A reclassification of the +convertible securities as securities in the same class as the +underlying securities</p>
2.2c.5	<p>The underlying securities being received by the holder are:</p> <p><i>Answer this question if your response to Q2.1 is "Unquoted options that have been exercised or other unquoted convertible securities that have been converted".</i></p>	<p><input checked="" type="checkbox"/> Already quoted by ASX</p> <p><input type="checkbox"/> Intended to be, but are not yet, quoted by ASX</p> <p><input type="checkbox"/> Are not, and are not intended to be, quoted by ASX</p>
2.2c.6	<p>The underlying securities being received by the holder are:</p> <p><i>Answer this question if your response to Q2.1 is "Quoted options that have been exercised or other quoted convertible securities that have been converted where the securities received as a result of the exercise or conversion either are already quoted on ASX or are not intended to be quoted on ASX".</i></p>	<p><input type="checkbox"/> Already quoted by ASX</p> <p><input type="checkbox"/> Are not, and are not intended to be, quoted by ASX</p>

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2.2c.7	<p>*Were the options being exercised or other +convertible securities being converted issued under an +employee incentive scheme?</p> <p><i>Answer this question if your response to Q2.1 is "Unquoted options that have been exercised or other unquoted convertible securities that have been converted" or "Quoted options that have been exercised or other quoted convertible securities that have been converted where the securities received as a result of the exercise or conversion either are already quoted on ASX or are not intended to be quoted on ASX".</i></p>	Yes						
2.2c.8	<p>*Are any of the options being exercised or other +convertible securities being converted held by +key management personnel (KMP) or an +associate?</p> <p><i>Answer this question if your response to Q2.1 is "Unquoted options that have been exercised or other unquoted convertible securities that have been converted" or "Quoted options that have been exercised or other quoted convertible securities that have been converted where the securities received as a result of the exercise or conversion either are already quoted on ASX or are not intended to be quoted on ASX". and your response to Q2.2c.7 is "Yes".</i></p>	No						
2.2c.8.a	<p>*Provide details of the KMP or associates who are exercising options or converting convertible securities.</p> <p><i>Answer this question if your response to Q2.1 is "Unquoted options that have been exercised or other unquoted convertible securities that have been converted" or "Quoted options that have been exercised or other quoted convertible securities that have been converted where the securities received as a result of the exercise or conversion either are already quoted on ASX or are not intended to be quoted on ASX", your response to Q2.2c.7 is "Yes" and your response to Q2.2c.8 is "Yes". Repeat the detail in the table below for each KMP involved. If the options or other convertible securities are held by the KMP, repeat the name of the KMP or insert "Same" in "Name of registered holder". If the options or other convertible securities are held by an associate of a KMP, insert the name of the associate in "Name of registered holder".</i></p> <table border="1" data-bbox="167 891 949 1032"> <thead> <tr> <th data-bbox="167 891 427 994">Name of KMP</th> <th data-bbox="427 891 699 994">Name of registered holder</th> <th data-bbox="699 891 949 994">Number of options being exercised or other +convertible securities being converted</th> </tr> </thead> <tbody> <tr> <td data-bbox="167 994 427 1032">N/A</td> <td data-bbox="427 994 699 1032"></td> <td data-bbox="699 994 949 1032"></td> </tr> </tbody> </table>		Name of KMP	Name of registered holder	Number of options being exercised or other +convertible securities being converted	N/A		
Name of KMP	Name of registered holder	Number of options being exercised or other +convertible securities being converted						
N/A								
2.2d.1	<p>Please state the number and type of partly paid +securities upon which a call or instalment has been paid (including their ASX security code if available)?</p> <p><i>Answer this question if your response to Q2.1 is "Unquoted partly paid securities upon which a call or instalment has been paid".</i></p>	N/A						
2.2d.2	<p>And the date upon which the call or instalment was paid:</p> <p><i>Answer this question if your response to Q2.1 is "Unquoted partly paid securities upon which a call or instalment has been paid".</i></p> <p><i>Note: If this occurred over a range of dates, enter the date the last of the payments was made.</i></p>	N/A						

2.2d.3	<p>Has the call or instalment been paid on all of the partly paid +securities in question?</p> <p>Answer this question if your response to Q2.1 is "Unquoted partly paid securities upon which a call or instalment has been paid".</p>	<p>N/A</p> <p>Note: If you have answered "No", consider whether you need to lodge an Appendix 3H with ASX notifying ASX of the cessation of some or all of the remaining partly paid securities under Listing Rule 3.10.E. This may be the case, for example, if partly paid securities that have not had the call paid by the due date will be cancelled. If you are an NL company, consider also whether you have notification obligations in relation to any forfeiture of the partly paid securities not paid up under Listing Rule 3.12.</p>						
2.2d.4	<p>Are the securities on which the call or instalment was paid now fully paid?</p>	<p>N/A</p>						
2.2e.1	<p>Please state the number and type of +securities (including their ASX security code) issued under the +employee incentive scheme</p> <p>Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are subject to a restriction on transfer and are not being quoted on ASX until the restriction ends" or "Other securities issued under an employee incentive scheme that are not intended to be quoted on ASX".</p>	<p>4,173,000 unquoted options to acquire ordinary shares, issued pursuant to the Company's Employee Share Option Plan</p>						
2.2e.2	<p>*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.</p> <p>Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are subject to a restriction on transfer and are not being quoted on ASX until the restriction ends" or "Other securities issued under an employee incentive scheme that are not intended to be quoted on ASX".</p>	<p>Refer to Item 6 in Notice of Meeting released 27 November 2019 https://www.asx.com.au/asxpdf/20191029/pdf/44b06zfvzb0vzb.pdf</p>						
2.2e.3	<p>*Were any of the +securities issued to +key management personnel (KMP) or an +associate</p> <p>Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are subject to a restriction on transfer and are not being quoted on ASX until the restriction ends" or "Other securities issued under an employee incentive scheme that are not intended to be quoted on ASX".</p>	<p>Yes</p>						
2.2e.3.a	<p>*Provide details of the KMP or +associates being issued +securities.</p> <p>Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are subject to a restriction on transfer and are not being quoted on ASX until the restriction ends" or "Other securities issued under an employee incentive scheme that are not intended to be quoted on ASX" and your response to Q2.2e.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".</p> <table border="1" data-bbox="140 1574 935 1653"> <thead> <tr> <th data-bbox="140 1574 300 1615">Name of KMP</th> <th data-bbox="300 1574 587 1615">Name of registered holder</th> <th data-bbox="587 1574 935 1615">Number of +securities</th> </tr> </thead> <tbody> <tr> <td data-bbox="140 1615 300 1653">Philip Facchina</td> <td data-bbox="300 1615 587 1653">Philip Facchina</td> <td data-bbox="587 1615 935 1653">200,000</td> </tr> </tbody> </table>		Name of KMP	Name of registered holder	Number of +securities	Philip Facchina	Philip Facchina	200,000
Name of KMP	Name of registered holder	Number of +securities						
Philip Facchina	Philip Facchina	200,000						

2.2f.1	<p>*Were the +securities issued for a cash consideration?</p> <p><i>Answer this question if your response to Q2.1 is "Other". If the securities are being issued for nil cash consideration, answer this question "No".</i></p>	N/A
2.2f.1.a	<p>*In what currency was the cash consideration paid?</p> <p><i>Answer this question if your response to Q2.1 is "Other" and your response to Q2.2f.1 is "Yes". For example, if the consideration is being paid in Australian Dollars, state AUD.</i></p>	N/A
2.2f.1.b	<p>*What was the issue price per +security</p> <p><i>Answer this question if your response to Q2.1 is "Other" and your response to Q2.2f.1 is "Yes", and by reference to the issue currency provided in your response to Q2.2f.1.a. Note: you cannot enter a nil amount here. If the securities are being issued for nil cash consideration, answer Q2.2f.1 as "No" and complete Q2.2f.1.c.</i></p>	N/A
2.2f.1.c	<p>Please describe the consideration provided for the +securities</p> <p><i>Answer this question if your response to Q2.1 is "Other" and your response to Q2.2f.1 is "No".</i></p>	N/A
2.2f.2	<p>*The purpose(s) for which the entity issued the +securities was:</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>
2.2f.3	<p>Please provide any further information needed to understand the circumstances in which you are notifying the issue of these +securities to ASX, including 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

2.3a	<p>*This notification is given in relation to an issue of +securities in a class which is not quoted on ASX and which:</p> <p><i>Answer this question if your response to Q2.1 is anything other than "Unquoted options that have been exercised or other unquoted convertible securities that have been converted", "Quoted options that have been exercised or other quoted convertible securities that have been converted where the securities received as a result of the exercise or conversion either are already quoted on ASX or are not intended to be quoted on ASX" or "Unquoted partly paid securities upon which a call or instalment has been paid".</i></p>	<p><input checked="" type="checkbox"/> has an existing ASX security code ("existing class") in relation to the 4,173,000 unquoted options to acquire ordinary shares, issued pursuant to the Company's Employee Share Option Plan</p> <p><input checked="" type="checkbox"/> does not have an existing ASX security code ("new class") in relation to the 1,769,669 ADS warrants issued as part of a transaction or transactions previously announced to the market in an Appendix 3B that are not quoted</p>
2.3b	<p>*The +securities being issued, transferred or re-classified as a result of the options being exercised or other +convertible securities being converted are:</p> <p><i>Answer this question if your response to Q2.1 is "Unquoted options that have been exercised or other unquoted convertible securities that have been converted" or "Quoted options that have been exercised or other quoted convertible securities that have been converted where the securities received as a result of the exercise or conversion either are already quoted on ASX or are not intended to be quoted on ASX".</i></p>	<p><input checked="" type="checkbox"/> securities that have already been quoted on ASX ("existing class")</p> <p><input type="checkbox"/> in a class which is not quoted on ASX but which has an existing ASX security code ("existing class")</p> <p><input type="checkbox"/> in a class which is not quoted on ASX and which does not have an existing ASX security code ("new class")</p>
2.3c	<p>*The call or instalment the subject of this notification is being paid on +securities which are not quoted on ASX and which:</p> <p><i>Answer this question if your response to Q2.1 is "Unquoted partly paid securities upon which a call or instalment has been paid".</i></p>	<p><input type="checkbox"/> have an existing ASX security code ("existing class")</p> <p><input type="checkbox"/> do not have an existing ASX security code ("new class")</p>

Part 3A – number and type of +securities the subject of this notification (existing or new class) where issue has previously been notified to ASX in an Appendix 3B

Answer the questions in this Part if your response to Q2.1 is "Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B that are not quoted, and are not intended to be quoted, on ASX".

Question No.	Question	Answer
3A.1	*ASX security code & description	New class-code to be confirmed (Security description: ADS warrants)
3A.2	*Number of +securities issued/paid up	1,769,669
3A.3	Any other information the entity wishes to provide about the +securities the subject of this notification	Refer to Appendix 3B lodged on 22 November 2021

Part 3B – number and type of +securities the subject of this notification (existing class) where issue has not previously been notified to ASX in an Appendix 3B

Answer the questions in this part if your response to Q2.1 is anything other than "Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B that are not quoted, and are not intended to be quoted, on ASX" and your response to Q2.3a, 2.3b or 2.3c (as applicable) is "existing class". If your response to Q2.1 is "Unquoted options

that have been exercised or other unquoted convertible securities that have been converted" or "Quoted options that have been exercised or other quoted convertible securities that have been converted where the securities received as a result of the exercise or conversion either are already quoted on ASX or are not intended to be quoted on ASX", the questions in this part relate to the securities issued, transferred or re-classified as a result of the exercise of the options or the conversion of the convertible securities. If your response to Q2.1 is "Unquoted partly paid securities upon which a call or instalment has been paid", the questions in this part relate to the securities arising from that payment. Otherwise, the questions in this part relate to the securities issued by the entity which are the subject of this notification and which are described in the response to Q2.1.

Question No.	Question	Answer
3B.1	*ASX security code & description	<p>ASX security code in relation to 63,333 fully paid ordinary shares transferred on exercise of unquoted options: MSB (ORDINARY FULLY PAID)</p> <p>ASX security code in relation to 4,173,000 unquoted options to acquire ordinary shares, issued pursuant to the Company's Employee Share Option Plan: MSBAI (OPTION EXPIRING VARIOUS DATES EX VARIOUS PRICES)</p>
3B.2	*Number of +securities issued/transferred/reclassified/paid up	<p>63,333 fully paid ordinary shares transferred on exercise of unquoted options</p> <p>4,173,000 unquoted options to acquire ordinary shares issued pursuant to the Company's Employee Share Option Plan</p>
3B.3a	<p>*Will the +securities rank equally in all respects from their issue date with the existing issued +securities in that class?</p> <p><i>You do not need to answer this question if your response to Q2.1 is ""Unquoted options that have been exercised or other unquoted convertible securities that have been converted" or "Quoted options that have been exercised or other quoted convertible securities that have been converted where the securities received as a result of the exercise or conversion either are already quoted on ASX or are not intended to be quoted on ASX", and your response to Q2.2c.4 is "A transfer of existing securities" and your response to Q2.3b is "securities that have already been quoted on ASX".</i></p>	Yes
3B.3b	<p>*Is the actual date from which the +securities will rank equally (non-ranking end date) known?</p> <p><i>You do not need to answer this question if your response to Q2.1 is "Unquoted options that have been exercised or other unquoted convertible securities that have been converted" or "Quoted options that have been exercised or other quoted convertible securities that have been converted where the securities received as a result of the exercise or conversion either are already quoted on ASX or are not intended to be quoted on ASX", your response to Q2.2c.4 is "A transfer of existing securities" and your response to Q2.3b is "securities that have already been quoted on ASX".</i></p> <p><i>Otherwise answer this question if your response to Q3B.3a is "No".</i></p>	N/A

3B.3c	<p>*Provide the actual non-ranking end date</p> <p><i>You do not need to answer this question if your response to Q2.1 is "Unquoted options that have been exercised or other unquoted convertible securities that have been converted" or "Quoted options that have been exercised or other quoted convertible securities that have been converted where the securities received as a result of the exercise or conversion either are already quoted on ASX or are not intended to be quoted on ASX", your response to Q2.2c.4 is "A transfer of existing securities" and your response to Q2.3b is "securities that have already been quoted on ASX".</i></p> <p><i>Otherwise answer this question if your response to Q3B.3a is "No" and your response to Q3B.3b is "Yes".</i></p>	N/A
3B.3d	<p>*Provide the estimated non-ranking end period</p> <p><i>You do not need to answer this question if your response to Q2.1 is "Unquoted options that have been exercised or other unquoted convertible securities that have been converted" or "Quoted options that have been exercised or other quoted convertible securities that have been converted where the securities received as a result of the exercise or conversion either are already quoted on ASX or are not intended to be quoted on ASX", your response to Q2.2c.4 is "A transfer of existing securities" and your response to Q2.3b is "securities that have already been quoted on ASX".</i></p> <p><i>Otherwise answer this question if your response to Q3B.3a is "No" and your response to Q3B.3b is "No".</i></p>	N/A
3B.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>Otherwise answer this question if your response to Q3B.3a is "No".</i></p> <p><i>You do not need to answer this question if your response to Q2.1 is "Unquoted options that have been exercised or other unquoted convertible securities that have been converted" or "Quoted options that have been exercised or other quoted convertible securities that have been converted where the securities received as a result of the exercise or conversion either are already quoted on ASX or are not intended to be quoted on ASX", your response to Q2.2c.4 is "A transfer of existing securities" and your response to Q2.3b is "securities that have already been quoted on ASX".</i></p> <p><i>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
3B.4	<p>Any other information the entity wishes to provide about the +securities the subject of this notification</p>	N/A

Part 3C – number and type of +securities the subject of this notification (new class)

Answer the questions in this part if your response to Q2.1 is anything other than "Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B that are not quoted, and are not intended to be quoted, on ASX" and your response to Q2.3a, 2.3b or 2.3c (as applicable) is "new class". If your response to Q2.1 is "Unquoted options that have been exercised or other unquoted convertible securities that have been converted" or "Quoted options that have been exercised or other quoted convertible securities that have been converted where the securities received as a result of the exercise or conversion either are already quoted on ASX or are not intended to be quoted on ASX", the questions in this part relate to the securities being issued, transferred or reclassified as a result of the exercise of the options or the conversion of the convertible securities. If your response to Q2.1 is "Unquoted partly paid securities upon which a call or instalment has been paid", the questions in this part relate to the call paid or fully paid securities arising from that payment. Otherwise, the questions in this part relate to the securities issued by the entity which are the subject of this notification and which are described in the response to Q2.1.

Question No.	Question	Answer
C.1	*Security description	N/A
3C.2	*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>	<input type="checkbox"/> Ordinary fully or partly paid shares/units <input type="checkbox"/> Options <input type="checkbox"/> +Convertible debt securities <input type="checkbox"/> Non-convertible +debt securities <input type="checkbox"/> Redeemable preference shares/units <input type="checkbox"/> Other
3C.3	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>	N/A
3C.4	*Number of +securities issued/paid up	N/A
3C.5a	*Will all the +securities issued in this class rank equally in all respects from the issue date?	N/A
3C.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 Q3C.5a is "No".</i>	N/A
3C.5c	*Provide the actual non-ranking end date <i>Answer this question if your response to Q3C.5a is "No" and your response to Q3C.5b is "Yes".</i>	N/A
3C.5d	*Provide the estimated non-ranking end period <i>Answer this question if your response to Q3C.5a is "No" and your response to Q3C.5b is "No".</i>	N/A

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3C.5e	<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 Q3C.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></p>	N/A
3C.6	<p>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</p> <p><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></p>	N/A
3C.7	<p>*Have you received confirmation from ASX that the terms of the +securities are appropriate and equitable under listing rule 6.1?</p> <p><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></p>	N/A
<p>3C.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></p>		
	<p>*+Security currency</p> <p><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></p>	N/A
	<p>*Are there CDIs issued over the +securities?</p>	N/A
	<p>*CDI ratio</p> <p><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></p>	N/A
	<p>*Is it a partly paid class of +security?</p>	N/A

	<p>*Paid up amount: unpaid amount 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).</p>	N/A
	<p>*Is it a stapled +security? 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.</p>	N/A
3C.8b	<p>Option details Answer the questions in this section if you selected this security type in your response to Question 3B.2.</p>	
	<p>*+Security currency This is the currency in which the exercise price is payable.</p>	N/A
	<p>*Exercise price 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. 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).</p>	N/A
	<p>*Expiry date The date on which the options expire or terminate.</p>	N/A
	<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 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)".</p>	N/A
3C.8c	<p>Details of non-convertible +debt securities, +convertible debt securities, or redeemable preference shares/units 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</p>	
	<p>*Type of +security Select one item from the list</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>	N/A
	<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>	N/A
	<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>	<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>Frequency of coupon/interest payments per year <i>Select one item from the list.</i></p>	<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
	<p>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></p>	N/A
	<p>Interest rate per annum <i>Answer this question if the interest rate type is fixed.</i></p>	N/A
	<p>*Is the interest rate per annum estimated at this time? <i>Answer this question if the interest rate type is fixed.</i></p>	N/A
	<p>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".</i> <i>Answer "Unknown" if the date is not known at this time.</i></p>	N/A
	<p>*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></p>	N/A
	<p>*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></p>	N/A

	<p>*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></p>	N/A
	<p>*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></p>	N/A
	<p>*S128F of the Income Tax Assessment Act status applicable to the +security <i>Select one item from the list</i> <i>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:</i> <i>*"s128F exempt" means interest payments are not taxable to non-residents;</i> <i>*"Not s128F exempt" means interest payments are taxable to non-residents;</i> <i>*"s128F exemption status unknown" means the issuer is unable to advise the status;</i> <i>*"Not applicable" means s128F is not applicable to this security</i></p>	<p><input type="checkbox"/> s128F exempt <input type="checkbox"/> Not s128F exempt <input type="checkbox"/> s128F exemption status unknown <input type="checkbox"/> Not applicable</p>
	<p>*Is the +security perpetual (i.e. no maturity date)?</p>	N/A
	<p>*Maturity date <i>Answer this question if the security is not perpetual</i></p>	N/A
	<p>*Select other features applicable to the +security <i>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.</i></p>	<p><input type="checkbox"/> Simple <input type="checkbox"/> Subordinated <input type="checkbox"/> Secured <input type="checkbox"/> Converting <input type="checkbox"/> Convertible <input type="checkbox"/> Transformable <input type="checkbox"/> Exchangeable <input type="checkbox"/> Cumulative <input type="checkbox"/> Non-Cumulative <input type="checkbox"/> Redeemable <input type="checkbox"/> Extendable <input type="checkbox"/> Reset <input type="checkbox"/> Step-Down <input type="checkbox"/> Step-Up <input type="checkbox"/> Stapled <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>	N/A

	*If yes, what is the first trigger date <i>Answer this question if your response to the previous question is "Yes".</i>	N/A
	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 <i>Answer this question if the security features include "converting", "convertible", "transformable" or "exchangeable".</i> <i>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)".</i>	N/A
3C.9	Any other information the entity wishes to provide about the +securities the subject of this notification	N/A

Part 4 –+Securities on issue

Following the issue, conversion or payment up of the +securities the subject of this application, the issued +securities of the entity will comprise:		
<i>Note: the figures provided in the table 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 security issued by the entity. Restricted securities should be included in table 4.2.</i>		
4.1	Quoted +Securities (Total number of each +class of +securities issued and quoted on ASX)	
	*ASX security code and description	*Total number of +securities on issue
	Ordinary shares	648,696,070
4.2	Unquoted +Securities (Total number of each +class of +securities issued but not quoted on ASX)	
	*ASX security code and description	*Total number of +securities on issue
	Unquoted options	44,508,135
	Incentive rights	1,500,000
	Warrants	15,027,327
	ADS warrants	1,769,669

Part 5 – 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 a dividend or distribution plan that are not quoted, and are not intended to be quoted, on ASX";
- "Securities issued under an employee incentive scheme that are subject to a restriction on transfer and are not being quoted on ASX until the restriction ends" or "Other securities issued under an employee incentive scheme that are not intended to be quoted on ASX"; or
- "Other"

Note that if your response to Q2.1 is "Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B that are not quoted, and are not intended to be quoted, on ASX", it is assumed that you will have provided the information referred to in this Part in the Appendix 3B.

Question No.	Question	Answer
5.1	*Were the +securities issued under an exception in Listing Rule 7.2 and therefore the issue did not need any security holder approval under Listing Rule 7.1?	N/A
5.1a	Enter the number of the applicable exception in Listing Rule 7.2 <i>Note this should be a number between 1 and 17.</i>	N/A
5.1a.1	*Does the +dividend or distribution plan meet the requirement of listing rule 7.2 exception 4 that it does not impose a limit on participation? <i>Answer this question if your response to Q5.1 is "Yes" and your response to Q5.1a is "4".</i> <i>Note: Exception 4 only applies where security holders are able to elect to receive all of their dividend or distribution as securities. For example, Exception 4 would not apply in the following circumstances: 1) The entity has specified a dollar limit on the level of participation e.g. security holders can only participate to a maximum value of \$x in respect of their entitlement, or 2) The entity has specified a maximum number of securities that can participate in the plan e.g. security holders can only receive securities in lieu of dividend payable for x number of securities.</i>	N/A
5.2	*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 Q5.1 is "No".</i>	N/A
5.2a	*Date of meeting or proposed meeting to approve the issue under listing rule 7.1 <i>Answer this question if the response to Q5.1 is "No" and the response to Q5.2 is "Yes".</i>	N/A
5.2b	*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 Q5.1 is "No" and the response to Q5.2 is "No".</i>	N/A

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5.2b.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><i>Answer this question if the response to Q5.1 is "No", the response to Q5.2 is "No" and the response to Q5.2b is "Yes".</i></p> <p><i>If the response to Q5.2b is "Yes", 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.</i></p>	N/A
5.2c	<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><i>Answer this question if the response to Q5.1 is "No" and the response to Q5.2 is "No".</i></p>	N/A
5.2c.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><i>Answer this question if the response to Q5.1 is "No", the response to Q5.2 is "No" and the response to Q5.2c is "Yes".</i></p> <p><i>If the response to Q5.2c is "Yes", 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.</i></p>	N/A

Introduced 01/12/19; amended 31/01/20; 05/06/21

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Appendix 3H

Notification of cessation of +securities

Information and documents given to ASX become ASX's property and may be made public.

*Denotes minimum information required for first lodgement of this form.

Part 1 – Entity and announcement details

Question no	Question	Answer
1.1	*Name of entity We (the entity named above) provide the following information about our issued capital. ¹	MESOBLAST LTD
1.2	*Registration type and number 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).	ABN 68 109 431 870
1.3	*ASX issuer code	MSB
1.4	*The announcement is Select whichever is applicable.	<input checked="" type="checkbox"/> New announcement <input type="checkbox"/> Update/amendment to previous announcement <input type="checkbox"/> Cancellation of previous announcement
1.4a	*Reason for update Answer this question if your response to Q 1.4 is "Update/amendment to previous announcement".	N/A
1.4b	*Date of previous announcement to this update Answer this question if your response to Q 1.4 is "Update/amendment to previous announcement".	N/A
1.4c	*Reason for cancellation Answer this question if your response to Q 1.4 is "Cancellation of previous announcement".	N/A
1.4d	*Date of previous announcement to this cancellation Answer this question if your response to Q 1.4 is "Cancellation".	N/A

1 Listing rule 3.10.3E requires an entity to notify ASX of details of the cessation of:

- (a) any securities issued under an employee incentive scheme:
 - (i) to key management personnel or an associate, within 5 business days of their cessation;
 - (ii) to someone who is not key management personnel or an associate, within 10 business days of the end of the quarter in which the cessation occurred;
- (b) any other equity securities not otherwise notifiable to ASX under rule 3.8A, within 5 business days of their cessation; or
- (c) any quoted debt securities, within 5 business days of their cessation.

The notification must be in the form of, or accompanied by, an Appendix 3H.

Listing rule 3.8A requires an entity to notify ASX of the cessation of securities pursuant to a buy-back by giving ASX an Appendix 3H:

- in the case of a minimum holding buy-back, within 5 business days of the completion of the buyback; or
- in all other cases, within 5 business days of giving ASX the final notice for the buy-back.

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Notification of cessation of +securities

1.5	*Date of this announcement	17 January 2022
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Part 2 – Details of +equity securities or quoted +debt securities that have ceased

Question No.	Question	Answer
2.1	*ASX +security code and description	MSBAI - Options expiring various dates ex various prices
2.2	*Number of securities that have ceased	2,245,666
2.3	<p>*Reason for cessation</p> <p><i>Note: the conversion of a convertible security (which is notifiable to ASX under Listing Rule 3.10.3B) is not regarded as the "cessation" of the convertible security for the purposes of this rule. Likewise, the payment up of a partly paid security resulting in it becoming a fully paid security (which is notifiable to ASX under Listing Rule 3.10.3D) is not regarded as the "cessation" of the partly paid security for the purposes of this rule.</i></p>	<p><input type="checkbox"/> Expiry of option or other convertible security without exercise or conversion</p> <p><input checked="" type="checkbox"/> Lapse of conditional right to securities because the conditions have not been, or have become incapable of being, satisfied</p> <p><input type="checkbox"/> Cancellation pursuant to a minimum holding buy-back</p> <p><input type="checkbox"/> Cancellation pursuant to an employee share scheme buy-back</p> <p><input type="checkbox"/> Cancellation pursuant to an on-market buy-back</p> <p><input type="checkbox"/> Cancellation pursuant to an equal access scheme buy-back</p> <p><input type="checkbox"/> Cancellation pursuant to a selective buy-back</p> <p><input type="checkbox"/> Cancellation pursuant to another form of buy back</p> <p><input type="checkbox"/> Cancellation pursuant to a reduction of capital</p> <p><input type="checkbox"/> Cancellation pursuant to a scheme of arrangement or other reconstruction</p> <p><input type="checkbox"/> Cancellation by agreement between the entity and the holder</p> <p><input type="checkbox"/> Repayment or redemption of +convertible debt security without conversion</p> <p><input type="checkbox"/> Repayment or redemption of quoted +debt security</p> <p><input type="checkbox"/> Redemption of redeemable preference securities</p> <p><input type="checkbox"/> Redemption of units</p> <p><input type="checkbox"/> Cancellation of partly paid +securities upon which a call or instalment has not been paid</p> <p><input type="checkbox"/> Other</p> <p><i>If you have selected 'other' please provide additional details regarding the reason for cessation here:</i></p>

Notification of cessation of +securities

2.4	*Date of cessation	31 December 2021
2.5	*Is the entity paying any consideration for the cessation? <i>Example: the payment of an amount to the holder of an option or right as consideration for the holder to agree to a cancellation of the option or right. The repayment of the principal amount of a convertible debt security or quoted debt security in accordance with its terms is not regarded as consideration paid for the cessation of that security.</i>	No
2.6	*In what currency is the consideration being paid? <i>Answer this question if your response to Q 2.5 is "Yes"</i>	N/A
2.6a	*Consideration amount per +security paid by the entity for the cessation <i>Answer this question if your response to Q 2.5 is "Yes" The consideration amount per security should be provided per the currency specified in Q2.6. Note: This question is <u>not</u> applicable for buy-back events (i.e. Minimum Holding, Employee, On-Market, Equal Access, Selective),</i>	N/A
2.6b	*Total consideration paid or payable for the securities <i>The total consideration amount should be provided per the currency specified in Q2.6. Note: This question is applicable to buy-back events only (i.e. minimum holding, employee share scheme, on-market, equal access scheme, selective or other),</i>	N/A
2.7	Any other information the entity wishes to notify to ASX about the cessation?	N/A

Repeat the above questions if you are advising the cessation of more than one security class.

Part 3 – Issued capital following changes

Following the cessation of the +securities the subject of this notification, the issued capital of the entity will comprise:

3.1	*Quoted +equity securities and +debt securities (total number of each +class of +securities quoted on ASX)	
	ASX +security code and description	Total number of +securities on issue
	Ordinary shares	648,696,070
3.2	*Unquoted +equity securities (total number of each +class of +equity securities issued but not quoted on ASX):	
	ASX +security code and description	Total number of +securities on issue
	Unquoted options	44,508,135
	Incentive Rights	1,500,000
	Warrant	15,027,327
	ADS Warrants	1,769,669

Note: the figures provided in the tables in sections 3.1 and 3.2 above are used to calculate the total market capitalisation of the entity published by ASX from time to time. Please make sure you include in the relevant table each class of securities issued by the entity.

If you have quoted CHESS Depository Interests (CDIs) issued over your securities, include them in the table in section 3.1.

Restricted securities should only be included in the table in section 3.1 if you are applying to have them quoted because the escrow period for the securities has expired or is about to expire. Otherwise include them in the table in section 3.2.

Introduced 05/06/21

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	Philip Facchina
Date of last notice	6 April 2021

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	14 January 2022
No. of securities held prior to change	273,224 Ordinary shares, held indirectly 68,306 Warrants, held indirectly
Class	Options
Number acquired	200,000 options (issued with approval of shareholders at 2021 AGM)
Number disposed	Not applicable
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Nil

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

No. of securities held after change	273,224 Ordinary shares, held indirectly 68,306 Warrants, held indirectly 200,000 Options
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Issue of options with approval by shareholders at the 2021 AGM

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	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.

+ See chapter 19 for defined terms.

Announcement Summary

Entity name

MESOBLAST LIMITED

Announcement Type

New announcement

Date of this announcement

18/1/2022

The Proposed issue is: A placement or other type of issue**Total number of +securities proposed to be issued for a placement or other type of issue**

ASX +security code	+Security description	Maximum Number of +securities to be issued
MSB	ORDINARY FULLY PAID	1,758,481

Proposed +issue date

18/1/2022

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

MESOBLAST LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type

ABN

Registration Number

68109431870

1.3 ASX issuer code

MSB

1.4 The announcement is New announcement**1.5 Date of this announcement**

18/1/2022

1.6 The Proposed issue is: A placement or other type of issue



Part 7 - Details of proposed placement or other issue

Part 7A – Conditions

7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?

No

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

No

Details of +securities proposed to be issued

ASX +security code and description

MSB : ORDINARY FULLY PAID

Number of +securities proposed to be issued

1,547,753

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

No

Please describe the consideration being provided for the +securities

1,547,753 ordinary shares issued as consideration under an existing license from a third party to certain intellectual property assets

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

Yes



Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

No

Details of +securities proposed to be issued

ASX +security code and description

MSB : ORDINARY FULLY PAID

Number of +securities proposed to be issued

210,728

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

No

Please describe the consideration being provided for the +securities

210,728 ordinary shares issued as payment in connection with the Kentgrove Facility Agreement

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

Yes

Part 7C – Timetable

7C.1 Proposed +issue date

18/1/2022



Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?

No

7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

Yes

7D.1b (i) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

1,758,481 ordinary shares

7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

No

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

No

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?

No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?

No

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

No

7E.2 Is the proposed issue to be underwritten?

No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

Part 7F - Further Information

7F.01 The purpose(s) for which the entity is issuing the securities

Please see responses in Part 7B of this form

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

No



7F.2 Any other information the entity wishes to provide about the proposed issue

7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)

Appendix 2A

Application for quotation of +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 seeking quotation of 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 We (the entity here named) apply for +quotation of the following +securities and agree to the matters set out in Appendix 2A of the ASX Listing Rules. ¹	MESOBLAST LIMITED
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>Answer this question if your response to Q 1.4 is an update/amendment to previous announcement.</i>	
1.4b	*Date of previous announcement to this update <i>Answer this question if your response to Q 1.4 is an update/amendment to previous announcement.</i>	
1.4c	*Reason for cancellation <i>Answer this question if your response to Q 1.4 is "A cancellation of a previous announcement"</i>	

¹ Appendix 2A of the Listing Rules includes a warranty that an offer of the securities for sale within 12 months after their issue will not require disclosure under section 707(3) or 1012C(6) of the Corporations Act. If you are in any doubt as to the application of, or the entity's capacity to give, this warranty, please see ASIC Regulatory Guide 173 *Disclosure for on-sale of securities and other financial products* and consult your legal adviser.

1.4d	*Date of previous announcement to this cancellation <i>Answer this question if your response to Q 1.4 is "A cancellation of a previous announcement"</i>	
1.5	*Date of this announcement	18 January 2022

Part 2 – Type of issue

Question No.	Question	Answer
2.1	*The +securities to be quoted are: <i>Select whichever item is applicable. If you wish to apply for quotation of different types of issues of securities, please complete a separate Appendix 2A for each type of issue.</i>	<input checked="" type="checkbox"/> +Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B <input type="checkbox"/> +Securities issued under a +dividend or distribution plan <input type="checkbox"/> +Securities issued, transferred or re-classified as a result of options being exercised or other +convertible securities being converted <input type="checkbox"/> Unquoted partly paid +securities that have been fully paid up and are now to become quoted fully paid +securities <i>Note: there is no need to apply for quotation of the fully paid securities if the partly paid securities were already quoted</i> <input type="checkbox"/> +Restricted securities where the escrow period has expired or is about to expire <input type="checkbox"/> +Securities previously issued under an +employee incentive scheme where the restrictions on transfer have ceased or are about to cease <input type="checkbox"/> +Securities issued under an +employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer <input type="checkbox"/> Other [please specify] <i>If you have selected 'other' please explain the circumstances of the issue here:</i>
2.1a	*Have the +securities to be quoted been issued yet?	Yes
2.1a.1	*What was their date of issue? <i>Answer this question if your response to Q2.1a is "Yes".</i>	18 January 2022
2.1a.2	*What is their proposed date of issue? <i>Answer this question if your response to Q2.1a is "No".</i>	N/A
2.2a.1	*Date of Appendix 3B notifying the market of the proposed issue of +securities for which quotation is now being sought <i>Answer this question if your response to Q2.1 is "Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B"</i>	18 January 2022

+ See chapter 19 for defined terms
5 June 2021 Page 2

2.2a.2	<p>*Are there any further issues of +securities yet to take place to complete the transaction(s) referred to in the Appendix 3B?</p> <p><i>Answer this question if your response to Q2.1 is "Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B".</i></p>	No
2.2a.2.1	<p>*Please provide details of the further issues of +securities yet to take place to complete the transaction(s) referred to in the Appendix 3B</p> <p><i>Answer this question if your response to Q2.1 is "Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.2a.2 is "Yes".</i></p> <p><i>Please provide details of the proposed dates and number of securities for the further issues. This may be the case, for example, if the Appendix 3B related to an accelerated pro rata offer with an institutional component being quoted on one date and a retail component being quoted on a later date.</i></p>	N/A
2.2b.1	<p>Date of Appendix 3A.1 lodged with ASX in relation to the underlying +dividend or distribution</p> <p><i>Answer this question if your response to Q2.1 is "Securities issued under a dividend or distribution plan".</i></p>	N/A
2.2c.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)</p> <p><i>Answer this question if your response to Q2.1 is "Securities issued, transferred or re-classified as a result of options being exercised or other convertible securities being converted".</i></p>	N/A
2.2c.2	<p>And the date the options were exercised or other +convertible securities were converted</p> <p><i>Answer this question if your response to Q2.1 is "Securities issued, transferred or re-classified as a result of options being exercised or other convertible securities being converted".</i></p> <p><i>Note: If this occurred over a range of dates, enter the first date and last date of the period in which the options were exercised or convertible securities were converted.</i></p>	N/A
2.2c.3	<p>Is this all of the options or other +convertible securities on issue of that type (ie have all of those options now been exercised or have all of those convertible securities now been converted)?</p> <p><i>Answer this question if your response to Q2.1 is "Securities issued, transferred or re-classified as a result of options being exercised or other convertible securities being converted".</i></p>	N/A
2.2c.4	<p>The right of the holder of the options or other +convertible securities to receive the +underlying securities is being satisfied by:</p> <p><i>Answer this question if your response to Q2.1 is "Securities issued, transferred or re-classified as a result of options being exercised or other convertible securities being converted".</i></p>	<input type="checkbox"/> An issue of new +securities <input type="checkbox"/> A transfer of existing +securities <input type="checkbox"/> A reclassification of the +convertible securities as securities in the same class as the +underlying securities

2.2c.5	The underlying securities being received by the holder are: <i>Answer this question if your response to Q2.1 is "Securities issued, transferred or re-classified as a result of options being exercised or other convertible securities being converted".</i>	<input type="checkbox"/> Already quoted by ASX <input type="checkbox"/> Intended to be, but are not yet, quoted by ASX <input type="checkbox"/> Are not, and are not intended to be, quoted by ASX						
2.2c.6	Were the options being exercised or other +convertible securities being converted issued under an +employee incentive scheme? <i>Answer this question if your response to Q2.1 is "Securities issued, transferred or re-classified as a result of options being exercised or other convertible securities being converted".</i>	N/A						
2.2c.7	*Are any of the options being exercised or other +convertible securities being converted held by +key management personnel (KMP) or an +associate? <i>Answer this question if your response to Q2.1 is "Securities issued, transferred or re-classified as a result of options being exercised or other convertible securities being converted" and your response to Q2.2c.6 is "Yes".</i>	N/A						
2.2c.7.a	*Provide details of the KMP or +associates who are exercising options or converting convertible securities. <i>Answer this question if your response to Q2.1 is "Securities issued, transferred or re-classified as a result of options being exercised or other convertible securities being converted", your response to Q2.2c.6 is "Yes" and your response to Q2.2c.7 is "Yes". Repeat the detail in the table below for each KMP involved. If the options or other convertible securities are held by the KMP, repeat the name of the KMP or insert "Same" in "Name of registered holder". If the options or other convertible securities are held by an associate of a KMP, insert the name of the associate in "Name of registered holder".</i> <table border="1" data-bbox="167 795 949 958"> <thead> <tr> <th data-bbox="167 795 411 922">Name of KMP <small>[200 characters]</small></th> <th data-bbox="411 795 699 922">Name of registered holder <small>[200 characters]</small></th> <th data-bbox="699 795 949 922">Number of options being exercised or other +convertible securities being converted <small>[16 characters]</small></th> </tr> </thead> <tbody> <tr> <td data-bbox="167 922 411 958">N/A</td> <td data-bbox="411 922 699 958"></td> <td data-bbox="699 922 949 958"></td> </tr> </tbody> </table>		Name of KMP <small>[200 characters]</small>	Name of registered holder <small>[200 characters]</small>	Number of options being exercised or other +convertible securities being converted <small>[16 characters]</small>	N/A		
Name of KMP <small>[200 characters]</small>	Name of registered holder <small>[200 characters]</small>	Number of options being exercised or other +convertible securities being converted <small>[16 characters]</small>						
N/A								
2.2d.1	Please state the number and type of unquoted partly paid +securities (including their ASX security code) that have been fully paid up and that are now to become quoted on ASX <i>Answer this question if your response to Q2.1 is "Partly paid securities that have been fully paid up and are now to become quoted fully paid securities".</i>	N/A						
2.2d.2	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 fully paid up and are now to become quoted fully paid securities".</i> <i>Note: If this occurred over a range of dates, enter the date the last of the securities was fully paid up.</i>	N/A						

+ See chapter 19 for defined terms
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2.2d.3	<p>Is this all of the partly paid +securities on issue of that type (ie have all of those partly paid securities now been fully paid up)?</p> <p><i>Answer this question if your response to Q2.1 is "Unquoted partly paid securities that have been fully paid up and are now to become quoted fully paid securities".</i></p>	N/A
2.2e.1	<p>Please state the number and type of +restricted securities (including their ASX security code) where the escrow period has expired or is about to expire</p> <p><i>Answer this question if your response to Q2.1 is "Restricted securities where the escrow period has expired or is about to expire".</i></p>	N/A
2.2e.2	<p>And the date the escrow restrictions have ceased or will cease</p> <p><i>Answer this question if your response to Q2.1 is "Restricted securities where the escrow period has expired or is about to expire".</i></p> <p><i>Note: If this occurred over a range of dates, enter the date the last of the escrow restrictions has ceased or will cease.</i></p>	N/A
2.2f.1	<p>Please state the number and type of +securities (including their ASX security code) previously issued under the +employee incentive scheme where the restrictions on transfer have ceased or are about to cease</p> <p><i>Answer this question if your response to Q2.1 is "Securities previously issued under an employee incentive scheme where the restrictions on transfer have ceased or are about to cease".</i></p>	N/A
2.2f.2	<p>And the date the restrictions on transfer have ceased or will cease:</p> <p><i>Answer this question if your response to Q2.1 is "Securities previously issued under an employee incentive scheme where the restrictions on transfer have ceased or are about to cease".</i></p> <p><i>Note: If this occurred over a range of dates, enter the date the last of the restrictions on transfer has ceased or will cease.</i></p>	N/A
2.2g.1	<p>Please state the number and type of +securities (including their ASX security code) issued under the +employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer</p> <p><i>Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer".</i></p>	N/A

2.2g.2	<p>*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.</p> <p><i>Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer".</i></p>	N/A					
2.2g.3	<p>*Are any of these +securities being issued to +key management personnel (KMP) or an +associate</p> <p><i>Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer".</i></p>	N/A					
2.2g.3.a	<p>*Provide details of the KMP or +associates being issued +securities.</p> <p><i>Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer" and your response to Q2.2g.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></p> <table border="1" data-bbox="165 667 944 763"> <thead> <tr> <th data-bbox="165 667 411 723">Name of KMP [200 characters]</th> <th data-bbox="411 667 700 723">Name of registered holder [200 characters]</th> <th data-bbox="700 667 944 723">Number of +securities [16 characters]</th> </tr> </thead> <tbody> <tr> <td data-bbox="165 723 411 763">N/A</td> <td data-bbox="411 723 700 763"></td> <td data-bbox="700 723 944 763"></td> </tr> </tbody> </table>	Name of KMP [200 characters]	Name of registered holder [200 characters]	Number of +securities [16 characters]	N/A		
Name of KMP [200 characters]	Name of registered holder [200 characters]	Number of +securities [16 characters]					
N/A							
2.2h.1	<p>*Were the +securities issued for a cash consideration?</p> <p><i>Answer this question if your response to Q2.1 is "Other". If the securities are being issued for nil cash consideration, answer this question "No".</i></p>	N/A					
2.2h.1.a	<p>*In what currency was the cash consideration paid?</p> <p><i>Answer this question if your response to Q2.1 is "Other" and your response to Q2.2h.1 is "Yes". For example, if the consideration is being paid in Australian Dollars, state AUD.</i></p>	N/A					
2.2h.1.b	<p>*What was the issue price per +security</p> <p><i>Answer this question if your response to Q2.1 is "Other" and your response to Q2.2h.1 is "Yes", and by reference to the issue currency provided in your response to Q2.2h.1.a. Note: you cannot enter a nil amount here. If the securities are being issued for nil cash consideration, answer Q2.2h.1 as "No" and complete Q2.2h.1.c.</i></p>	N/A					
2.2h.1.c	<p>Please describe the consideration provided for the +securities</p> <p><i>Answer this question if your response to Q2.1 is "Other" and your response to Q2.2h.1 is "No".</i></p>	N/A					

+ See chapter 19 for defined terms
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2.2h.1.d	Please provide an estimate (in AUD) of the value of the consideration provided per +security for the +securities to be quoted <i>Answer this question if your response to Q2.1 is "Other" and your response to Q2.2h.1 is "No".</i>	N/A
2.2h.2	*The purpose(s) for which the entity is issuing the +securities is: <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>	<input type="checkbox"/> To raise additional working capital <input type="checkbox"/> To fund the retirement of debt <input type="checkbox"/> To pay for the acquisition of an asset [provide details below] <input type="checkbox"/> To pay for services rendered [provide details below] <input type="checkbox"/> Other [provide details below] <i>Additional details:</i>
2.2h.3	*Please provide any further information needed to understand the circumstances in which you are applying to have these +securities quoted on ASX, including why the issue of the +securities has not been previously announced to the market in an Appendix 3B <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>	N/A
2.2i	*Have these +securities been offered under a +disclosure document or +PDS? <i>Answer this question if your response to Q2.1 is "Other".</i>	N/A
2.2i.1	*Date of +disclosure document or +PDS? <i>Answer this question if your response to Q2.1 is "Other" and your response to Q2.2i is "Yes". Under the Corporations Act, the entity must apply for quotation of the securities within 7 days of the date of the disclosure document or PDS.</i>	N/A

+ See chapter 19 for defined terms
5 June 2021 Page 7

2.3	<p>*Any on-sale of the +securities to be quoted within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:</p> <p><i>Answer this question if your response to Q2.1 is "Other" and your response to Q2.2i is "No".</i></p> <p><i>Note: Under Appendix 2A of the Listing Rules, when the entity applies for quotation of securities, it gives a warranty that an offer of the securities for sale within 12 months after their issue will not require disclosure under section 707(3) or 1012C(6) of the Corporations Act.</i></p> <p><i>If you are in any doubt as to the application of, or the entity's capacity to give, this warranty, please see ASIC Regulatory Guide 173 Disclosure for on-sale of securities and other financial products and consult your legal adviser.</i></p>	<p><input type="checkbox"/> The publication of a +disclosure document or +PDS for the +securities to be quoted</p> <p><input type="checkbox"/> The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)</p> <p><input type="checkbox"/> The publication of a +disclosure document or +PDS involving the same class of securities as the +securities to be quoted that meets the requirements of section 708A(11) or 1012DA(11)</p> <p><input type="checkbox"/> An applicable ASIC instrument or class order</p> <p><input type="checkbox"/> Not applicable – the entity has arrangements in place with the holder that ensure the securities cannot be on-sold within 12 months in a manner that would breach section 707(3) or 1012C(6)</p> <p><i>Note: Absent relief from ASIC, a listed entity can only issue a cleansing notice where trading in the relevant securities has not been suspended for more than 5 days during the shorter of: (a) the period during which the class of securities are quoted; and (b) the period of 12 months before the date on which the relevant securities under the offer were issued.</i></p>
2.4	<p>*The +securities to be quoted are:</p> <p><i>Tick whichever is applicable</i></p>	<p><input checked="" type="checkbox"/> Additional +securities in a class that is already quoted on ASX ("existing class")</p> <p><input type="checkbox"/> New +securities in a class that is not yet quoted on ASX ("new class")</p>

Part 3A – number and type of +securities to be quoted (existing class or new class) where issue has previously been notified to ASX in an Appendix 3B

Answer the questions in this Part if your response to Q2.1 is "Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B".

Question No.	Question	Answer																		
3A.1	*ASX security code & description	MSB																		
3A.2	*Number of +securities to be quoted	1,758,481																		
3A.3	Any other information the entity wishes to provide about the +securities to be quoted	See Appendix 3B lodged on 18 January 2022																		
3A.4	<p>*Provide a distribution schedule for the new +securities according to the categories set out in the left hand column – including the number of recipients and the total percentage of the new +securities held by the recipients in each category.</p> <table border="1"> <thead> <tr> <th>Number of +securities held</th> <th>Number of holders</th> <th>Total percentage of +securities held</th> </tr> </thead> <tbody> <tr> <td>1 – 1,000</td> <td>N/A</td> <td></td> </tr> <tr> <td>1,001 – 5,000</td> <td></td> <td></td> </tr> <tr> <td>5,001 – 10,000</td> <td></td> <td></td> </tr> <tr> <td>10,001 – 100,000</td> <td></td> <td></td> </tr> <tr> <td>100,001 and over</td> <td></td> <td></td> </tr> </tbody> </table> <p>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), your response to Q2.4 is "new class" and the securities to be quoted have already been issued.</p> <p>Note: if the securities to be quoted have not yet been issued, under listing rule 3.10.5, you will need to provide to ASX a list of the 20 largest recipients of the new securities, and the number and percentage of the new securities received by each of those recipients, and a distribution schedule for the securities when they are issued.</p>		Number of +securities held	Number of holders	Total percentage of +securities held	1 – 1,000	N/A		1,001 – 5,000			5,001 – 10,000			10,001 – 100,000			100,001 and over		
Number of +securities held	Number of holders	Total percentage of +securities held																		
1 – 1,000	N/A																			
1,001 – 5,000																				
5,001 – 10,000																				
10,001 – 100,000																				
100,001 and over																				

Part 3B – number and type of +securities to be quoted (existing class) where issue has not previously been notified to ASX in an Appendix 3B

Answer the questions in this Part if your response to Q2.1 is anything other than "Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.4 is "existing class". If your response to Q2.1 is "Securities issued, transferred or re-classified as a result of options being exercised or other convertible securities being converted", the questions in this part relate to the securities being issued, transferred or reclassified as a result of the exercise of the options or the conversion of the convertible securities. If your response to Q2.1 is "Unquoted partly paid securities that have been fully paid up and are now to become quoted fully paid securities", the questions in this part relate to the fully paid securities arising from that payment up. Otherwise, the questions in this part relate to the securities issued by the entity which are to be quoted on ASX and which are described in the response to Q2.1.

Question No.	Question	Answer
3B.1	*ASX security code & description	N/A
3B.2	*Number of +securities to be quoted	N/A
3B.3a	*Will the +securities to be quoted rank equally in all respects from their issue date with the existing issued +securities in that class?	N/A
3B.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 Q3B.3a is "No".</i>	N/A
3B.3c	*Provide the actual non-ranking end date <i>Answer this question if your response to Q3B.3a is "No" and your response to Q3B.3b is "Yes".</i>	N/A
3B.3d	*Provide the estimated non-ranking end period <i>Answer this question if your response to Q3B.3a is "No" and your response to Q3B.3b is "No".</i>	N/A
3B.3e	*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.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>	N/A
3B.4	Any other information the entity wishes to provide about the +securities to be quoted	N/A

Part 3C – number and type of +securities to be quoted (new class) where issue has not previously been notified to ASX in an Appendix 3B

Answer the questions in this Part if your response to Q2.1 is anything other than "Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.4 is "new class". If your response to Q2.1 is "Securities issued, transferred or re-classified as a result of options being exercised or other convertible securities being converted", the questions in this part relate to the securities being issued, transferred or reclassified as a result of the exercise of the options or the conversion of the convertible securities. If your response to Q2.1 is "Unquoted partly paid securities that have been fully paid up and are now to become quoted fully paid securities", the questions in this part relate to the fully paid securities arising from that payment up. Otherwise, the questions in this part relate to the securities issued by the entity which are to be quoted on ASX and which are described in the response to Q2.1.

Question No.	Question	Answer
3C.1	*Security description	N/A
3C.2	*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>	<input type="checkbox"/> Ordinary fully or partly paid shares/units <input type="checkbox"/> Options <input type="checkbox"/> +Convertible debt securities <input type="checkbox"/> Non-convertible +debt securities <input type="checkbox"/> Redeemable preference shares/units <input type="checkbox"/> Wholesale debt securities <input type="checkbox"/> Other
3C.3	ISIN code <i>Answer this question if you are an entity incorporated outside Australia and you are seeking quotation of a new class of securities other than CDIs. See also the note at the top of this form.</i>	N/A
3C.4	*Number of +securities to be quoted	N/A
3C.5a	*Will all the +securities issued in this class rank equally in all respects from the issue date?	N/A
3C.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 Q3C.5a is "No".</i>	N/A
3C.5c	*Provide the actual non-ranking end date <i>Answer this question if your response to Q3C.5a is "No" and your response to Q3C.5b is "Yes".</i>	N/A
3C.5d	*Provide the estimated non-ranking end period <i>Answer this question if your response to Q3C.5a is "No" and your response to Q3C.5b is "No".</i>	N/A

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3C.5e	<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 Q3C.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></p>	N/A																			
3C.6	<p>Please attach a document or provide a URL link for a document lodged with ASX setting out the material terms of the +securities to be quoted</p> <p><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></p>	N/A																			
3C.7	<p>*Have you received confirmation from ASX that the terms of the +securities are appropriate and equitable under listing rule 6.1?</p> <p><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></p>	N/A																			
3C.8	<p>*Provide a distribution schedule for the new +securities according to the categories set out in the left hand column – including the number of recipients and the total percentage of the new +securities held by the recipients in each category.</p> <table border="1" data-bbox="146 891 944 1160"> <thead> <tr> <th data-bbox="146 891 427 949">Number of +securities held</th> <th data-bbox="427 891 699 949">Number of holders</th> <th data-bbox="699 891 944 949">Total percentage of +securities held</th> </tr> </thead> <tbody> <tr> <td data-bbox="146 949 427 994">1 – 1,000</td> <td data-bbox="427 949 699 994">N/A</td> <td data-bbox="699 949 944 994"></td> </tr> <tr> <td data-bbox="146 994 427 1039">1,001 – 5,000</td> <td data-bbox="427 994 699 1039"></td> <td data-bbox="699 994 944 1039"></td> </tr> <tr> <td data-bbox="146 1039 427 1084">5,001 – 10,000</td> <td data-bbox="427 1039 699 1084"></td> <td data-bbox="699 1039 944 1084"></td> </tr> <tr> <td data-bbox="146 1084 427 1128">10,001 – 100,000</td> <td data-bbox="427 1084 699 1128"></td> <td data-bbox="699 1084 944 1128"></td> </tr> <tr> <td data-bbox="146 1128 427 1160">100,001 and over</td> <td data-bbox="427 1128 699 1160"></td> <td data-bbox="699 1128 944 1160"></td> </tr> </tbody> </table> <p><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) and the securities to be quoted have already been issued. Note: if the securities to be quoted have not yet been issued, under listing rule 3.10.5, you will need to provide to ASX a list of the 20 largest recipients of the new +securities, and the number and percentage of the new +securities received by each of those recipients, and a distribution schedule for the securities when they are issued.</i></p>			Number of +securities held	Number of holders	Total percentage of +securities held	1 – 1,000	N/A		1,001 – 5,000			5,001 – 10,000			10,001 – 100,000			100,001 and over		
Number of +securities held	Number of holders	Total percentage of +securities held																			
1 – 1,000	N/A																				
1,001 – 5,000																					
5,001 – 10,000																					
10,001 – 100,000																					
100,001 and over																					
3C.9a	<p>Ordinary fully or partly paid shares/units details</p> <p><i>Answer the questions in this section if you selected this security type in your response to Question 3C.2.</i></p>																				
	<p>*+Security currency</p> <p><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></p>	N/A																			

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	*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
3C.9b	Option details <i>Answer the questions in this section if you selected this security type in your response to Question 3C.2.</i>	
	*+Security currency <i>This is the currency in which the exercise price is payable.</i>	N/A
	*Exercise price <i>The price at which each option can be exercised and convert into the underlying security. 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>	N/A
	*Expiry date <i>The date on which the options expire or terminate.</i>	N/A
	*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 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>	N/A

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3C.9c	<p>Details of non-convertible +debt securities, +convertible debt securities, or redeemable preference shares/units</p> <p><i>Answer the questions in this section if you selected one of these security types in your response to Question 3C.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>	N/A
	<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>	N/A
	<p>*Interest rate type <i>Select one item from the list. Select the appropriate interest or dividend 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 or dividend <input type="checkbox"/> Other</p>
	<p>Frequency of coupon/interest/dividend payments per year <i>Select one item from the list.</i></p>	<p><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</p>
	<p>First interest/dividend 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></p>	N/A
	<p>Interest/dividend rate per annum <i>Answer this question if the interest rate type is fixed.</i></p>	N/A
	<p>*Is the interest/dividend rate per annum estimated at this time? <i>Answer this question if the interest rate type is fixed.</i></p>	N/A

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	<p>If the interest/dividend 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></p>	<p>N/A</p>	
	<p>*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></p>	<p>N/A</p>	
	<p>*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></p>	<p>N/A</p>	
	<p>*Does the interest/dividend 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></p>	<p>N/A</p>	
	<p>*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></p>	<p>N/A</p>	
	<p>*s128F of the Income Tax Assessment Act status applicable to the +security <i>Select one item from the list 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: *"s128F exempt" means interest payments are not taxable to non-residents; *"Not s128F exempt" means interest payments are taxable to non-residents; *"s128F exemption status unknown" means the issuer is unable to advise the status; *"Not applicable" means s128F is not applicable to this security</i></p>	<p><input type="checkbox"/> s128F exempt <input type="checkbox"/> Not s128F exempt <input type="checkbox"/> s128F exemption status unknown <input type="checkbox"/> Not applicable</p>	
	<p>*Is the +security perpetual (i.e. no maturity date)?</p>	<p>N/A</p>	
	<p>*Maturity date <i>Answer this question if the security is not perpetual</i></p>	<p>N/A</p>	

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	<p>*Select other features applicable to the +security <i>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.</i></p>	<input type="checkbox"/> Simple <input type="checkbox"/> Subordinated <input type="checkbox"/> Secured <input type="checkbox"/> Converting <input type="checkbox"/> Convertible <input type="checkbox"/> Transformable <input type="checkbox"/> Exchangeable <input type="checkbox"/> Cumulative <input type="checkbox"/> Non-Cumulative <input type="checkbox"/> Redeemable <input type="checkbox"/> Extendable <input type="checkbox"/> Reset <input type="checkbox"/> Step-Down <input type="checkbox"/> Step-Up <input type="checkbox"/> Stapled <input type="checkbox"/> None of the above
	<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 <i>Answer this question if your response to the previous question is "Yes".</i></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 (per 1 new +security) <i>Answer this question if the security features include "converting", "convertible", "transformable" or "exchangeable".</i> <i>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)".</i></p>	<p>N/A</p>
<p>3C.9d</p>	<p>Details of wholesale debt securities <i>Answer the questions in this section if you selected this security type in your response to Question Q3C.2.</i> <i>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>CFI</p>	<p>N/A</p>
	<p>FISN</p>	<p>N/A</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>Total principal amount of class</p>	<p>N/A</p>
	<p>Face value <i>This is the offer / issue price or value at which the security was offered on issue.</i></p>	<p>N/A</p>

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	<p>Number of +securities <i>This should be the total principal amount of class divided by the face value</i></p>	N/A
	<p>*Interest rate type <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>	<input type="checkbox"/> Fixed rate <input type="checkbox"/> Floating rate <input type="checkbox"/> Fixed to floating <input type="checkbox"/> Floating to fixed
	<p>*Frequency of coupon/interest payments per year <i>Select one item from the list. The number of interest payments to be made per year for a wholesale debt security.</i></p>	<input type="checkbox"/> Monthly <input type="checkbox"/> Quarterly <input type="checkbox"/> Semi-annual <input type="checkbox"/> Annual <input type="checkbox"/> No payments
	<p>*First interest payment date <i>A response is not required if you have selected "No payments" in response to the question above on the frequency of coupon/interest payments.</i></p>	N/A
	<p>*Interest rate per annum <i>A response is not required if you have selected "No payments" in response to the question above on the frequency of coupon/interest payments. The rate represents the total rate for the first payment period which may include a reference or base rate plus a margin rate and other adjustment factors where applicable, stated on a per annum basis. If the rate is only an estimate at this time please enter an indicative rate and provide the actual rate once it has become available.</i></p>	N/A
	<p>*Maturity date <i>The date on which the security matures.</i></p>	N/A
	Class type description	N/A
	<p>*S128F of the Income Tax Assessment Act status applicable to the +security <i>Select one item from the list</i> <i>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:</i> *"s128F exempt" means interest payments are not taxable to non-residents; *"Not s128F exempt" means interest payments are taxable to non-residents; *"s128F exemption status unknown" means the issuer is unable to advise the status; *"Not applicable" means s128F is not applicable to this security</p>	<input type="checkbox"/> s128F exempt <input type="checkbox"/> Not s128F exempt <input type="checkbox"/> s128F exemption status unknown <input type="checkbox"/> Not applicable
3C.10	Any other information the entity wishes to provide about the +securities to be quoted	N/A

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Part 4 – Issued capital following quotation

Following the quotation of the +securities the subject of this application, the issued capital of the entity will comprise:

Note: the figures provided in the tables in sections 4.1 and 4.2 below are used to calculate the total market capitalisation of the entity published by ASX from time to time. Please make sure you include in the relevant table each class of securities issued by the entity.

If you have quoted CHESS Depository Interests (CDIs) issued over your securities, include them in the table in section 4.1 and include in the table in section 4.2 any securities that do not have CDIs issued over them (and therefore are not quoted on ASX).

Restricted securities should only be included in the table in section 4.1 if you are applying to have them quoted because the escrow period for the securities has expired or is about to expire. Otherwise include them in the table in section 4.2.

4.1	*Quoted +securities (total number of each +class of +securities quoted on ASX following the +quotation of the +securities the subject of this application)	
	ASX security code and description	Total number of +securities on issue
	MSB Ordinary Shares	650,454,551
4.2	*Unquoted +securities (total number of each +class of +securities issued but not quoted on ASX):	
	ASX security code and description	Total number of +securities on issue
	MSBAI Unquoted options	44,508,135
	MSBAJ Incentive rights	1,500,000
	MSBAO Warrants	15,027,327
	ADS Warrants	1,769,669

Part 5 – 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 a dividend/distribution plan";
- "Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer"; or
- "Other".

Note that if your response to Q2.1 is "Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B", it is assumed that you will have provided the information referred to in this Part in the Appendix 3B.

Question No.	Question	Answer
5.1	*Are the +securities being issued under an exception in Listing Rule 7.2 and therefore the issue does not need any security holder approval under Listing Rule 7.1?	N/A
5.1a	Enter the number of the applicable exception in Listing Rule 7.2 <i>Answer this question is your response to Q5.1 is "Yes"</i> <i>Note this should be a number between 1 and 17.</i>	N/A

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5.1a.1	<p>*Does the +dividend or distribution plan meet the requirement of listing rule 7.2 exception 4 that it does not impose a limit on participation?</p> <p><i>Answer this question if your response to Q5.1 is "Yes" and your response to Q5.1a is "4".</i></p> <p><i>Note: Exception 4 only applies where security holders are able to elect to receive all of their dividend or distribution as securities. For example, Exception 4 would not apply in the following circumstances: 1) The entity has specified a dollar limit on the level of participation e.g. security holders can only participate to a maximum value of \$x in respect of their entitlement, or 2) The entity has specified a maximum number of securities that can participate in the plan e.g. security holders can only receive securities in lieu of dividend payable for x number of securities.</i></p>	N/A
5.2	<p>*Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?</p> <p><i>Answer this question if the response to Q5.1 is "No".</i></p>	N/A
5.2a	<p>*Date of meeting or proposed meeting to approve the issue under listing rule 7.1</p> <p><i>Answer this question if the response to Q5.1 is "No" and the response to Q5.2 is "Yes".</i></p>	N/A
5.2b	<p>*Are any of the +securities being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?</p> <p><i>Answer this question if the response to Q5.1 is "No" and the response to Q5.2 is "No".</i></p>	N/A
5.2b.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><i>Answer this question if the response to Q5.1 is "No", the response to Q5.2 is "No" and the response to Q5.2b is "Yes".</i></p> <p><i>If the response to Q5.2b is "Yes", please complete and separately send by email to your ASX listings compliance 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.</i></p>	N/A
5.2c	<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><i>Answer this question if the response to Q5.1 is "No" and the response to Q5.2 is "No".</i></p>	N/A

5.2c.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><i>Answer this question if the response to Q5.1 is "No", the response to Q5.2 is "No" and the response to Q5.2c is "Yes".</i></p> <p><i>If the response to Q5.2c is "Yes", please complete and separately send by email to your ASX listings compliance 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.</i></p>	N/A
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Introduced 01/12/19; amended 31/01/20; 05/06/21

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