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 November 2020

Commission File Number 001-37626

Mesoblast Limited

(*Exact name of Registrant as specified in its charter*)

Not Applicable
(*Translation of Registrant's name into English)*

Australia
(*Jurisdiction of incorporation or organization)*

Silviu Itescu
Chief Executive Officer and Executive Director
Level 38
55 Collins Street
Melbourne 3000
Australia
(*Address of principal executive offices*)

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

Form 20-F ☑ Form 40-F ☐

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

Yes ☐ No ☑

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

Yes ☐ No ☑

INFORMATION CONTAINED ON THIS REPORT ON FORM 6-K

On November 24, 2020, Mesoblast Limited filed with the Australian Securities Exchange the Chairman's Annual General Meeting address, presentation to Annual General Meeting and results of Annual General Meeting, which are attached hereto as Exhibit 99.1, Exhibit 99.2 and Exhibit 99.3, and are incorporated herein by reference.

On November 27, 2020, Mesoblast Limited filed with the Australian Securities Exchange a new issue announcement, application for quotation of additional securities (Appendix 2A) which is attached hereto as Exhibit 99.4, 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: December 1, 2020

INDEX TO EXHIBITS

Item	
99.1	Chairman's Annual General Meeting address, dated November 24, 2020.
99.2	Presentation to Annual General Meeting, dated November 24, 2020.
99.3	Results of Annual General Meeting, dated November 24, 2020.
99.4	Appendix 2A of Mesoblast Ltd, dated November 27, 2020.

asx announcement

mesoblast
the regenerative medicine company

CHAIRMAN'S ADDRESS TO SHAREHOLDERS
2020 MESOBLAST ANNUAL GENERAL MEETING

This has been an unprecedented year due to the coronavirus pandemic, its impact on human health, and the associated collateral economic damage worldwide. The Mesoblast team has responded with great agility and resilience to this urgent medical challenge, creatively applying our technology platform to develop a potential treatment for ventilated patients with moderate to severe acute respiratory distress syndrome (ARDS) due to COVID-19. Through a deep understanding of the mechanism of action and by utilizing clinical and regulatory experience, our team was able to apply these learnings to tackle the primary cause of death due to COVID-19.

The rapid pivot of remestemcel-L from steroid-refractory acute graft versus host disease to ARDS has led to an exclusive worldwide license and collaboration agreement with Novartis, a leading global medicines company. This exciting collaboration will leverage the demonstrated ability of Novartis to rapidly move from clinical to commercial scale with cell-based therapies. It will also play a role in the successful development and potential commercialization of remestemcel-L, as will the nearly two decades of experience Novartis has in delivering first-in-class products that address areas of unmet respiratory need.

Even as COVID-19 vaccines become available, patients who have co-morbidities or are older are likely to continue to be at high risk of ARDS and subsequently death. This is why having a potential treatment that reduces mortality in these patients is so important. The loss of life due to the COVID-19 pandemic is the driving force behind our shared commitment to make available our transformational cellular therapy to these highest risk patients. We look forward to working with Novartis as they develop remestemcel-L for all-cause ARDS, as well as potentially other respiratory conditions.

In parallel, we will continue to rigorously pursue an approval pathway for remestemcel-L in the treatment of children with steroid-refractory acute graft versus host disease, another life-threatening inflammatory condition with no approved therapies for those under 12 years of age. We are seeking accelerated approval from the United States Food and Drug Administration (FDA) with a post-approval requirement to conduct an additional randomized controlled study in patients 12 years and older.

Beyond remestemcel-L, we have a maturing and diverse portfolio of cellular medicines for other serious acute and chronic inflammatory conditions. Upcoming readouts of Phase 3 trials in advanced chronic heart failure and chronic low back pain due to degenerative disc disease will potentially increase our near and mid-term value proposition.

On behalf of your Board of Directors, I would like to take this opportunity to express our deep gratitude for your ongoing support and confidence in our technology.

About Mesoblast
Mesoblast Limited (ASX:MSB; Nasdaq:MESO) is a world leader in developing allogeneic (off-the-shelf) cellular medicines. The Company has leveraged its proprietary mesenchymal lineage cell therapy technology platform to establish a broad portfolio of commercial products and late-stage product candidates. Mesoblast has a strong and extensive global intellectual property (IP) portfolio with protection extending through to at least 2040 in all major markets. The Company's proprietary manufacturing processes yield industrial-scale, cryopreserved, off-the-shelf, cellular medicines. These cell therapies, with defined pharmaceutical release criteria, are planned to be readily available to patients worldwide.
Remestemcel-L is being developed for inflammatory diseases in children and adults including steroid-refractory acute graft versus host disease and moderate to severe acute respiratory distress syndrome. Mesoblast is completing Phase 3 trials for its product candidates for advanced heart failure and chronic low back pain. Two products have been commercialized in Japan and Europe by

Mesoblast's licensees, and the Company has established commercial partnerships in Europe and China for certain Phase 3
Mesoblast has locations in Australia, the United States and Singapore and is listed on the Australian Securities Exchange (MSB) and on the Nasdaq (MESO). For more information, please see www.mesoblast.com, LinkedIn: Mesoblast Limited and Twitter: @Mesoblast

Forward-Looking Statements
This announcement includes forward-looking statements that relate to future events or our future financial performance and involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to differ materially from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. We make such forward-looking statements pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and other federal securities laws. Forward-looking statements should not be read as a guarantee of future performance or results, and actual results may differ from the results anticipated in these forward-looking statements, and the differences may be material and adverse. Forward-looking statements include, but are not limited to, statements about the initiation, timing, progress and results of Mesoblast's preclinical and clinical studies, and Mesoblast's research and development programs; Mesoblast's ability to advance product candidates into, enroll and successfully complete, clinical studies, including multi-national clinical trials; Mesoblast's ability to advance its manufacturing capabilities; the timing or likelihood of regulatory filings and approvals, manufacturing activities and product marketing activities, if any; the commercialization of Mesoblast's product candidates, if approved; regulatory or public perceptions and market acceptance surrounding the use of stem-cell based therapies; the potential for Mesoblast's product candidates, if any are approved, to be withdrawn from the market due to patient adverse events or deaths; the potential benefits of strategic collaboration agreements and Mesoblast's ability to enter into and maintain established strategic collaborations; Mesoblast's ability to establish and maintain intellectual property on its product candidates and Mesoblast's ability to successfully defend these in cases of alleged infringement; the scope of protection Mesoblast is able to establish and maintain for intellectual property rights covering its product candidates and technology; estimates of Mesoblast's expenses, future revenues, capital requirements and its needs for additional financing; Mesoblast's financial performance; developments relating to Mesoblast's competitors and industry; and the pricing and reimbursement of Mesoblast's product candidates, if approved. You should read this press release together with our risk factors, in our most recently filed reports with the SEC or on our website. Uncertainties and risks that may cause Mesoblast's actual results, performance or achievements to be materially different from those which may be expressed or implied by such statements, and accordingly, you should not place undue reliance on these forward-looking statements. We do not undertake any obligations to publicly update or revise any forward-looking statements, whether as a result of new information, future developments or otherwise.

Release authorized by the Chief Executive.

For further information, please contact:

Media
Julie Meldrum
T: +61 3 9639 6036
E:julie.meldrum@mesoblast.com

Kristen Bothwell
T: +1 917 613 5434
E:kbothwell@rubenstein.com

Investors
Schond Greenway
T: +212 880 2060
E: schond.greenway@mesoblast.com

Paul Hughes
T: +61 3 9639 6036
E: paul.hughes@mesoblast.com

Exhibit 99.2

mesoblast
the regenerative medicine company

Annual General Meeting
November 24, 2020

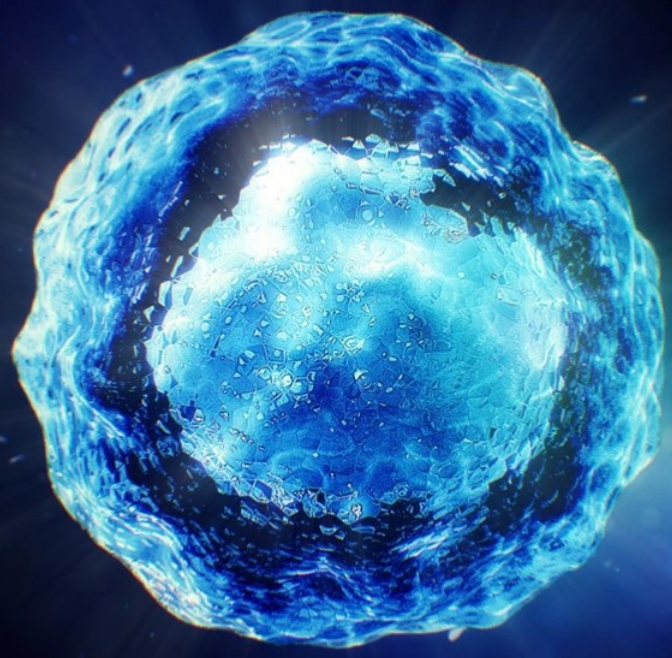
ASX: MSB; Nasdaq: MESO

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

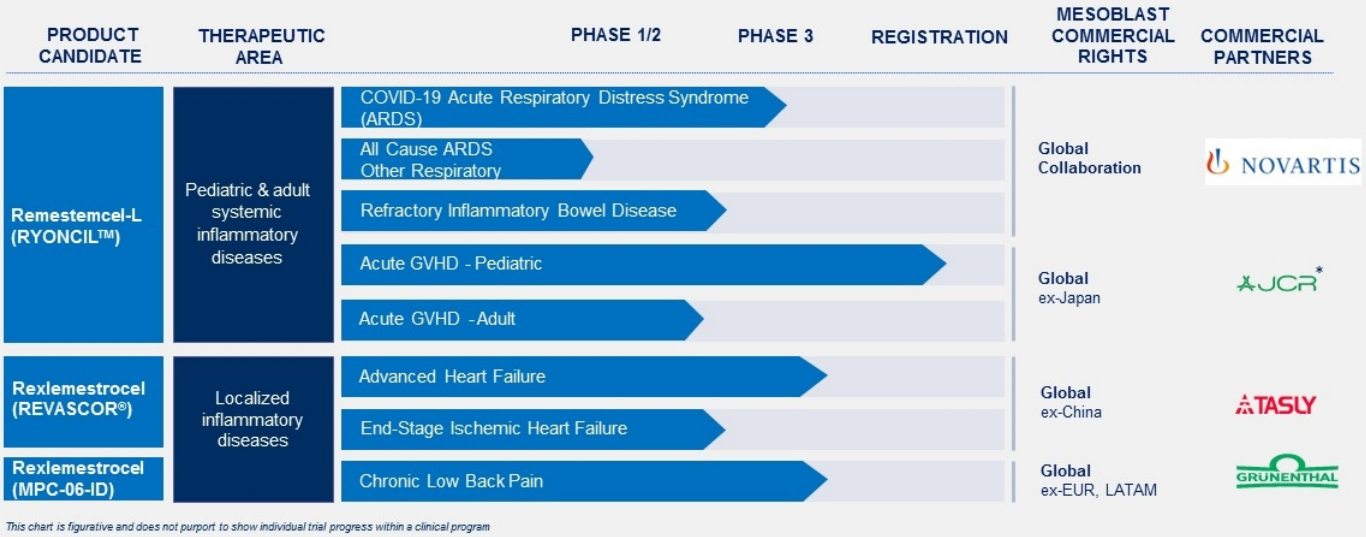
This presentation includes forward-looking statements that relate to future events or our future financial performance and involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to differ materially from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. We make such forward-looking statements pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and other federal securities laws. All statements other than statements of historical facts contained in this presentation are forward-looking statements. Words such as, but not limited to, "believe," "expect," "anticipate," "estimate," "intend," "plan," "targets," "likely," "will," "would," "could," and similar expressions or phrases identify forward-looking statements. We have based these forward-looking statements largely on our current expectations and future events , recent changes in regulatory laws, and financial trends that we believe may affect our financial condition, results of operation, business strategy and financial needs. These statements may relate to, but are not limited to: expectations regarding the safety or efficacy of, or potential applications for, Mesoblast's adult stem cell technologies; expectations regarding the strength of Mesoblast's intellectual property, the timeline for Mesoblast's regulatory approval process, and the scalability and efficiency of manufacturing processes; expectations about Mesoblast's ability to grow its business and statements regarding its relationships with current and potential future business partners and future benefits of those relationships; statements concerning Mesoblast's share price or potential market capitalization; and statements concerning Mesoblast's capital requirements and ability to raise future capital, among others. Forward-looking statements should not be read as a guarantee of future performance or results, and actual results may differ from the results anticipated in these forward-looking statements, and the differences may be material and adverse. You should read this presentation together with our financial statements and the notes related thereto, as well as the risk factors, in our most recently filed reports with the SEC or on our website. Uncertainties and risks that may cause Mesoblast's actual results, performance or achievements to be materially different from those which may be expressed or implied by such statements, include, without limitation: risks inherent in the development and commercialization of potential products; uncertainty of clinical trial results or regulatory approvals or clearances; government regulation; the need for future capital; dependence upon collaborators; and protection of our intellectual property rights, among others. Accordingly, you should not place undue reliance on these forward-looking statements. We do not undertake any obligations to publicly update or revise any forward-looking statements, whether as a result of new information, future developments or otherwise.

Our Mission

Mesoblast is committed to bringing to market innovative cellular medicines to treat serious and life-threatening illnesses



Product Pipeline



This chart is figurative and does not purport to show individual trial progress within a clinical program

* Mesoblast has the right to use data generated by JCR Pharmaceuticals Co Ltd in Japan to support its development and commercialization plans for remestemcel-L in the US and other major healthcare markets, including for GVHD, Hypoxic Ischemic Encephalopathy and Epidermolysis Bullosa

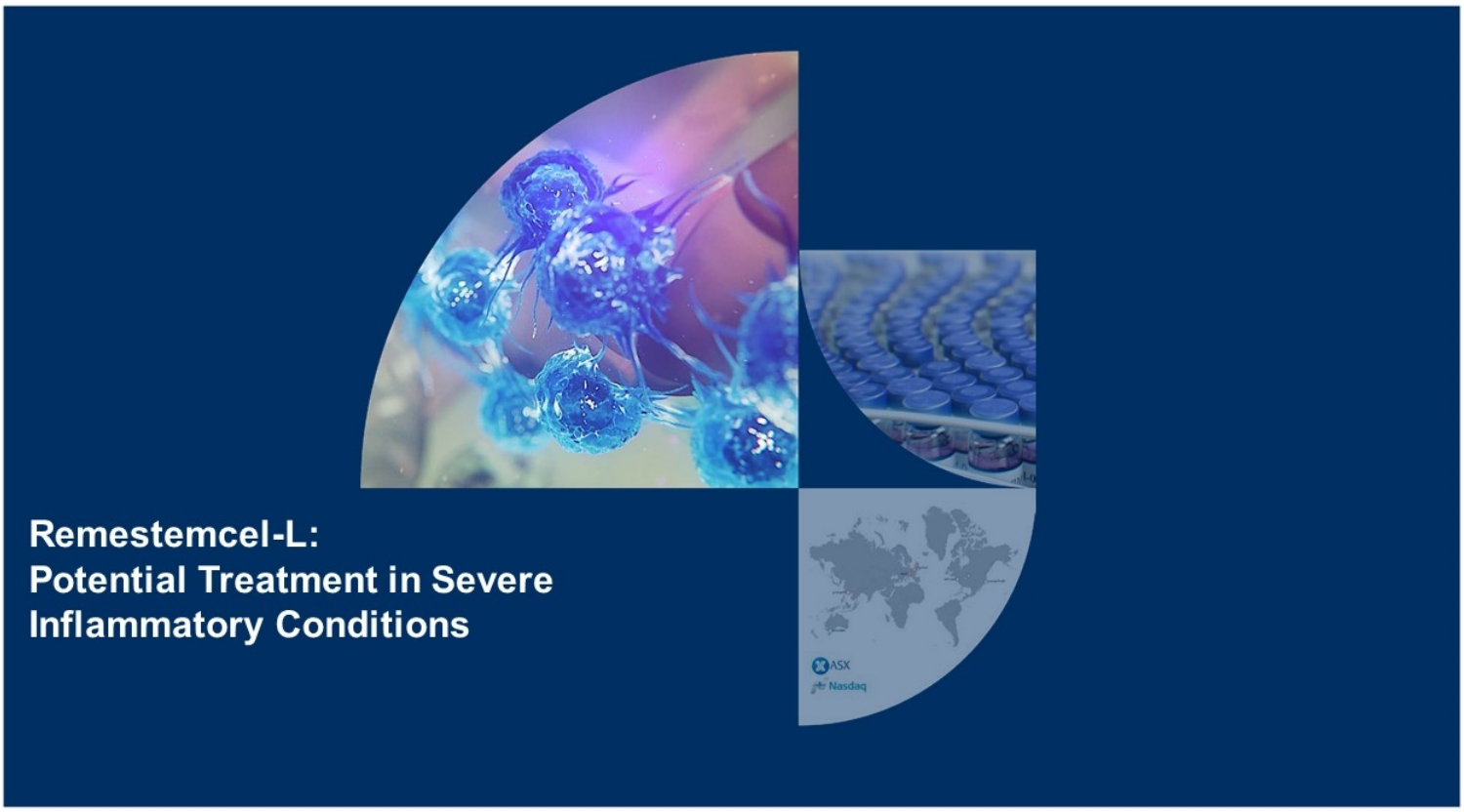
Overview of Collaboration with Novartis for Remestemcel-L

- Worldwide license and collaboration agreement with Novartis for the development, manufacture and commercialization of remestemcel-L
- Initial focus is on the treatment of acute respiratory distress syndrome (ARDS) and other respiratory conditions
- Novartis intends to initiate a Phase 3 study in non-COVID-19-related ARDS after the anticipated closing of the license agreement and successful completion and outcome of the current COVID-19 ARDS study
- Mesoblast will retain full rights and economics for remestemcel-L for graft versus host disease (GVHD), and Novartis has an option to, if exercised, become the commercial distributor outside of Japan
- For most non-respiratory indications, the parties may co-fund development and commercialization on a 50:50 profit-share basis

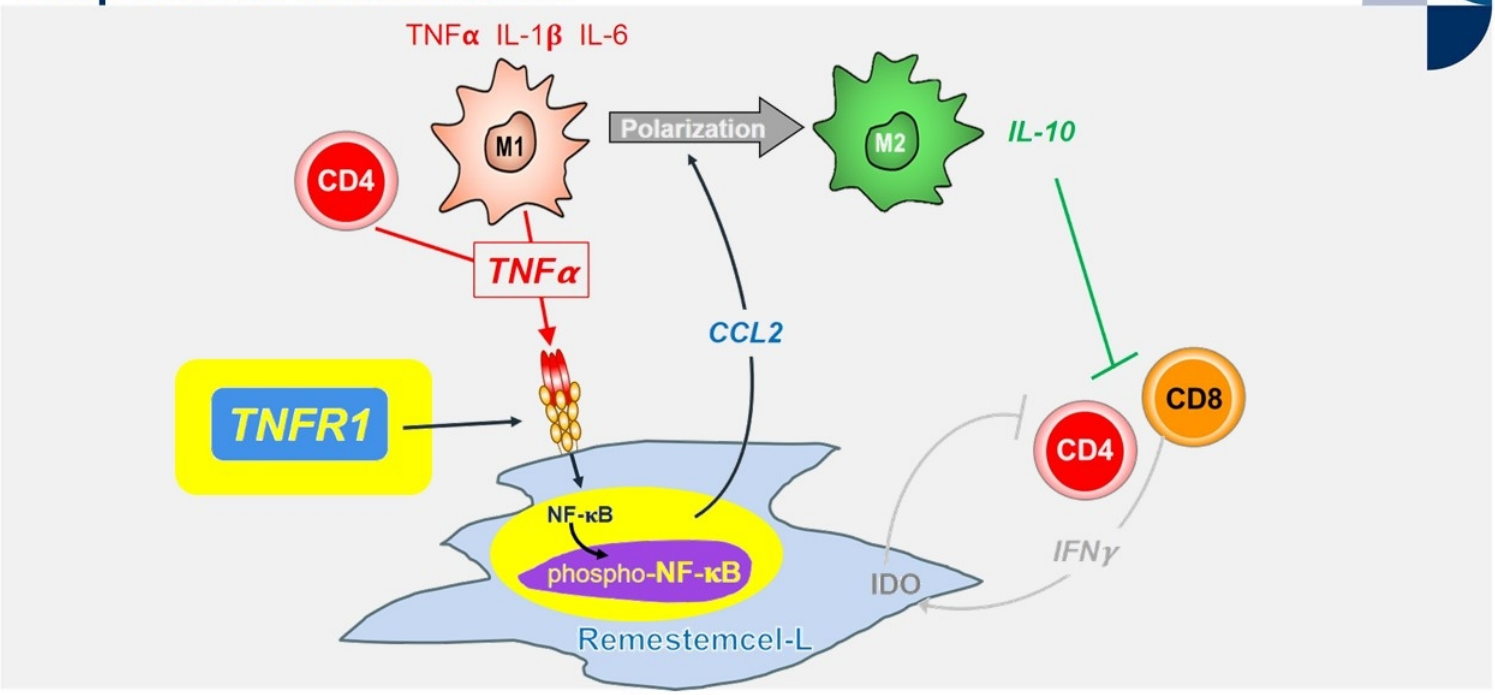
Key Terms of Collaboration with Novartis

- Novartis will make a US$50 million upfront payment including US$25 million in equity*
- Mesoblast may receive:
  - A total of US$505 million pending achievement of pre-commercialization milestones for ARDS indications;
  - Up to an additional US$50 million reimbursement on the achievement of certain milestones related to the successful implementation of its next-generation manufacturing processes;
  - Additional payments post-commercialization of up to US$750 million based on achieving certain sales milestones; and
  - Tiered double-digit royalties on product sales
- From the initiation of a Phase 3 trial in all-cause ARDS, Novartis will fully fund global clinical development for all-cause ARDS and potentially other respiratory indications
- Mesoblast will be responsible for clinical and commercial manufacturing and Novartis will purchase commercial product under agreed pricing terms
- Novartis will be responsible for any capital expenditure required to meet increased capacity requirements for manufacture of remestemcel-L

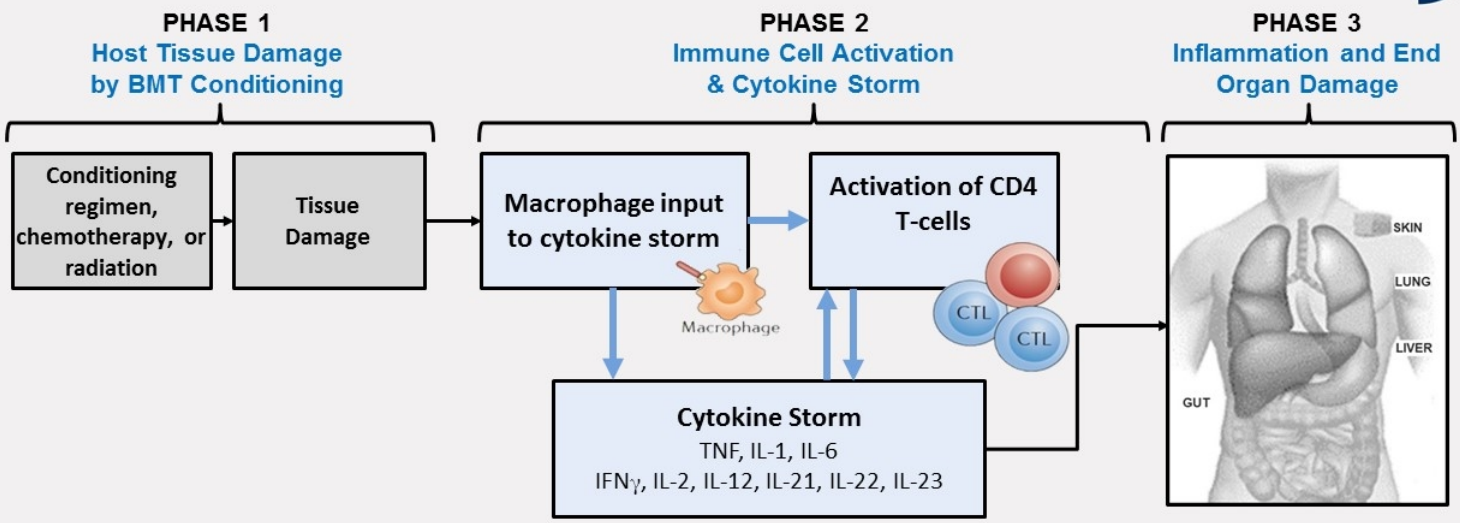
* The closing of the license agreement is subject to the expiration or termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act and certain other conditions


Remestemcel-L:
Potential Treatment in Severe
Inflammatory Conditions
ASX
Nasdaq

Immunomodulatory Activities of Remestemcel-L in Response to Inflammation



Acute GVHD: Serious and Fatal Complication of Allogeneic Bone Marrow Transplantation (BMT)



Modified from Blazar et al., Nature Reviews Immunology 12: 443 – 458

Remestemcel-L: Consistent Clinical Outcomes in Children with SR-aGVHD

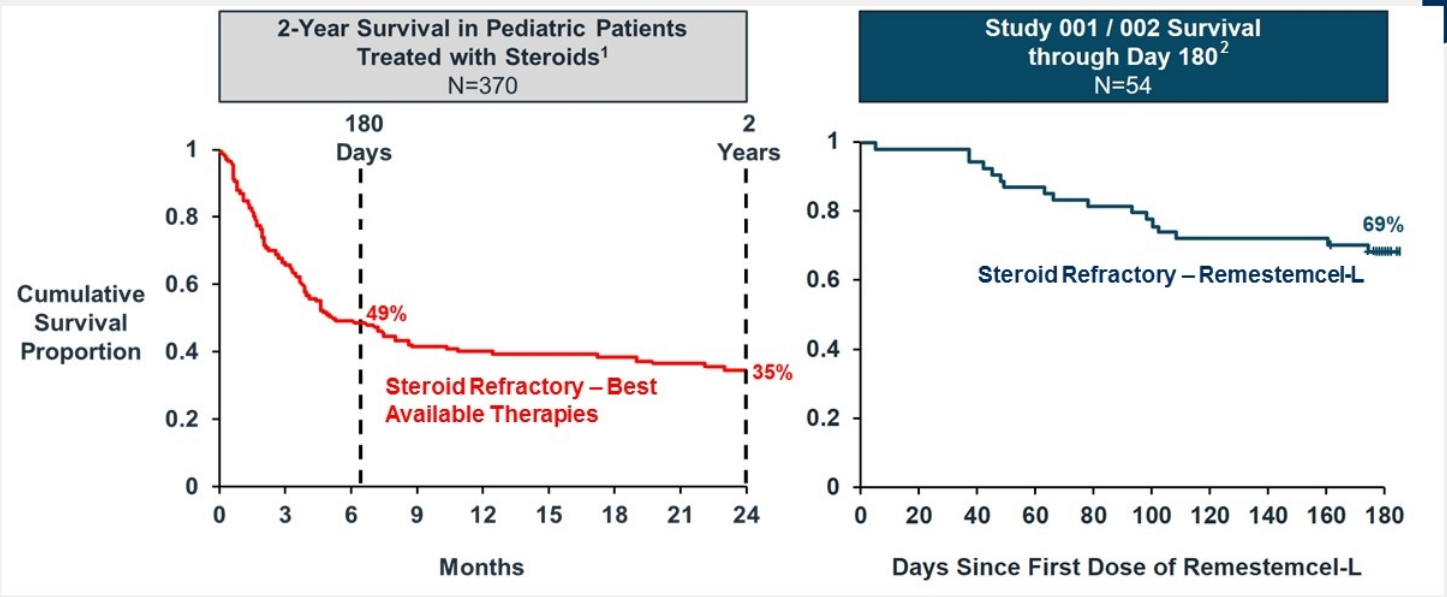
- Consistent efficacy and safety outcomes in a total of 309 children from three studies:
  - Remestemcel-L was used as first-line therapy in a randomized controlled Phase 3 trial of 260 patients, with SR-aGVHD, including 27 children
  - Remestemcel-L was used as salvage therapy in an expanded access program in 241 children with SR-aGVHD, 80% of whom had Grade C/D disease, and failed institutional standard of care
  - Remestemcel-L was used as first-line therapy in Mesoblast's open-label Phase 3 trial in 54 children with SR-aGVHD, 89% of whom had Grade C/D disease

		Protocol 280 (pediatric)		EAP 275	Study 001
	MAGIC[1] N=30[2]	Placebo N=13	Remestemcel-L N=14	Remestemcel-L N=241	Remestemcel-L N=54[3]
Day 28 Overall Response	**43%**	**38%**	**64%**	**65%**	**69%**
Day 100 Survival	**57%**	**54%**	**79%**	**66%**	**74%**

Source: ODAC Advisory Committee Briefing Document and Presentation August 2020.

1. Mount Sinai Acute GVHD International Consortium (MAGIC) – 30 children matched for the same inclusion criteria as Study 001 and treated with institutional standard of care.
2. Two subjects in the MAGIC cohort had follow-up <100 days; these subjects are excluded from the respective survival analyses.
3. Study 001 had 55 randomized patients, however one patient dropped out before receiving any dose of remestemcel-L

Remestemcel-L Improved Dismal Survival in Children with SR-aGVHD



1. Adapted and redrawn from Figure 2 of MacMillan, M.L. et al. Pediatric acute GVHD: clinical phenotype and response to upfront steroids. Bone Marrow Transplant 55, 165–171 (2020); 2. Kurtzberg, J. et al. A Phase 3, Single-Arm, Prospective Study of Remestemcel-L, Ex Vivo Culture-Expanded Adult Human Mesenchymal Stromal Cells for the Treatment of Pediatric Patients Who Failed to Respond to Steroid Treatment for Acute Graft-versus-Host Disease. Biol Blood Marrow Transplant 26 (2020) 845-854

SR-aGVHD Regulatory & Commercial Update

- On August 13 2020, results from 309 children with SR-aGVHD treated with remestemcel-L were presented to the Oncologic Drugs Advisory Committee (ODAC) of the United States Food and Drug Administration (FDA)
- The ODAC panel voted 9:1 that the available data support the efficacy of remestemcel-L in pediatric patients with SR-aGVHD*
- Despite the overwhelming ODAC vote, on September 30, the FDA provided Mesoblast with a Complete Response Letter
- On November 17, a Type A meeting was held with the FDA to discuss the review of the Biologics License Application for remestemcel-L and a potential pathway for accelerated approval with a post-approval requirement to conduct an additional randomized controlled study in patients 12 years and older
- The definitive outcome of the Type A meeting will not be known until Mesoblast receives the formal minutes which are expected within 30 days of the meeting, however it appears that the current FDA review team will not agree to accelerated approval
- If accelerated approval is not agreed to by the current review team, Mesoblast will request a further Type A meeting to initiate the well-established FDA dispute resolution pathway

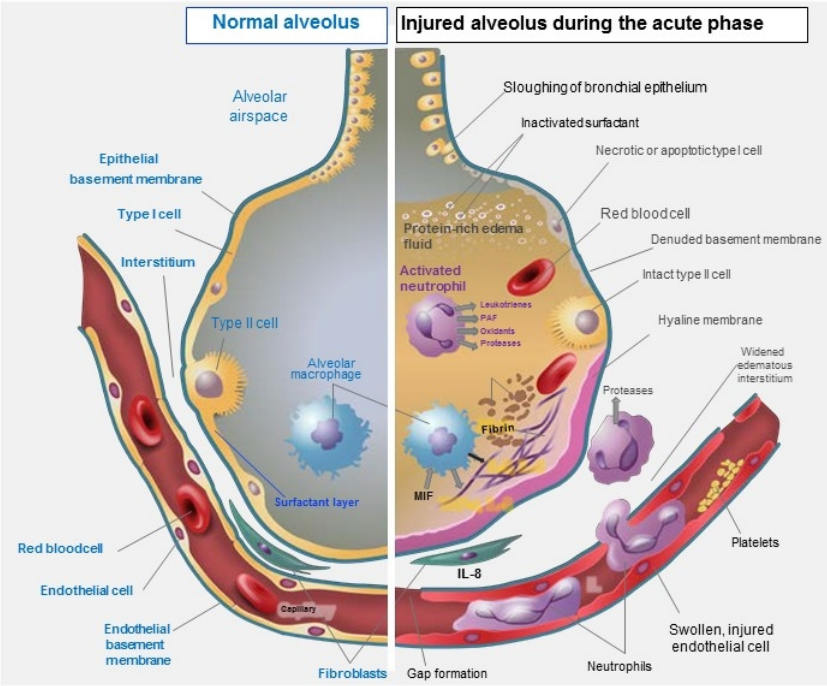
* This vote includes a change to the original vote by one of the ODAC panel members after electronic voting closed

Remestemcel-L for ARDS – Major Unmet Need

- Multiple triggers including viral (COVID-19, influenza) or bacterial infections
- Typically requires extended ICU hospitalization and intervention by ventilation
- ~40-80% mortality in viral induced ARDS[1-4]
- Up to 61,000 deaths per year in US alone from influenza ARDS[5]
- Intravenous delivery of remestemcel-L results in selective migration to the lungs making inflammatory lung disease an ideal target for this therapy
- COVID-19 ARDS has the highest mortality due to the most severe inflammatory cytokine storm in the lungs
- The extensive safety data of remestemcel-L and its anti-inflammatory effects in aGVHD makes a compelling rationale for evaluating remestemcel-L in COVID-19 ARDS

1. Matthay MA., et al. Acute Respiratory Distress Syndrome. Nature 2019 5:18. doi: 10.1038/s41572-019-0069-0; 2. Bellani G, Laffey JG, Pham T, et al. Epidemiology and patterns of care, and mortality for patients with acute respiratory distress syndrome in intensive care units in 50 countries. JAMA 2016;315:788-800; 3. Petrilli CM et al. Factors associated with hospitalization and critical illness among 4,103 patients with Covid-19 disease in New York City. MedRxiv 2020; 4. Gibson PG., et al. COVID-19 ARDS: clinical features and differences to "usual" pre-COVID ARDS. Med J Aust. 24 April 2020 5. Centers for Disease Control and Prevention. Disease Burden of Influenza. https://www.cdc.gov/flu/about/burden/index.html

ARDS due to COVID-19, Influenza & Bacterial Infection - Pathophysiology



- Activation of alveolar M1 macrophages results in cytokine storm
- Influx of neutrophils results in proteolytic destruction
- Aberrant secretion of fluid by alveolar cells
- Interstitial edema, cell death and influx of inflammatory cells

Source: Matthay MA, Zimmerman GA. Am J Respir Cell Mol Biol. 2005;33:319-27

Promising Pilot Data in Adults & Children with COVID-19

Compassionate Use Emergency IND in Ventilator-Dependent Adults with COVID-19 ARDS

- 12 patients with moderate or severe ARDS received two infusions of remestemcel-L within five days at Mt. Sinai Hospital in New York City
- Nine patients (75%) successfully came off ventilator support at a median of 10 days and were discharged from hospital
- This contrasts with only 9% of all COVID-19 patients able to be extubated and a 12% survival rate in two major NY hospital networks during same time period[1,2]

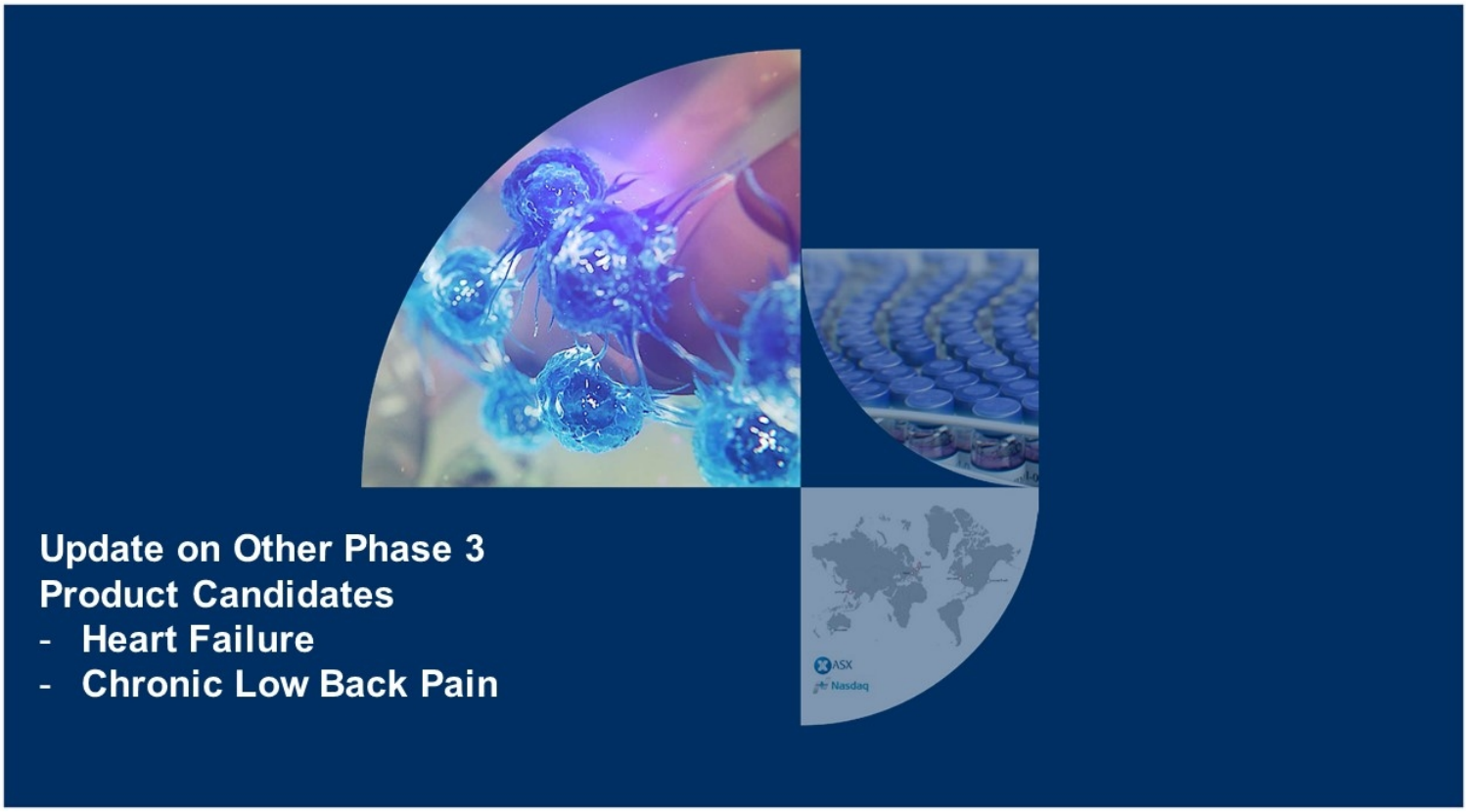
Children with Multisystem inflammatory Syndrome (MIS-C) due to COVID-19

- In approximately 50% of cases, MIS-C is associated with significant cardiovascular complications that directly involve heart muscle and may result in decreased cardiac function
- Mesoblast has established an EAP which provides physicians with access to remestemcel-L in COVID-19 infected children aged 2 months-17 years with cardiovascular and other complications of MIS-C
- Two children with significant cardiac dysfunction, normalized after two infusions and discharged from the hospital

1 Petrilli CM et al. Factors associated with hospitalization and critical illness among 4,103 patients with Covid-19 disease in New York City. MedRxiv 2020 doi: https://www.medrxiv.org/content/10.1101/2020.04.08.20057794v1.full.pdf
2. Richardson S et al. Presenting characteristics, comorbidities, and outcomes among 5700 patients hospitalized with COVID-19 in the New York City area. JAMA 2020. doi:10.1001/jama.2020.6775

Key Milestones for Remestemcel-L in COVID-19 ARDS

- Phase 3 multi-center, randomized, controlled trial of remestemcel-L versus placebo in ventilator-dependent patients with moderate/severe ARDS due to COVID-19
- Up to 300 patients randomized 1:1 to receive placebo or two infusions of remestemcel-L within 3-5 days
- Primary endpoint all cause mortality up to 30 days; key secondary endpoint days alive off ventilator within 60 days
- Full recruitment expected to complete during Q1 CY2021
- DSMB recommended continuation of the trial after reaching first (30%) and second (45%) interim analyses
- Trial enrollment has now surpassed 180 patients
- Plan to seek Emergency Use Authorization (EUA) subject to positive data read-out

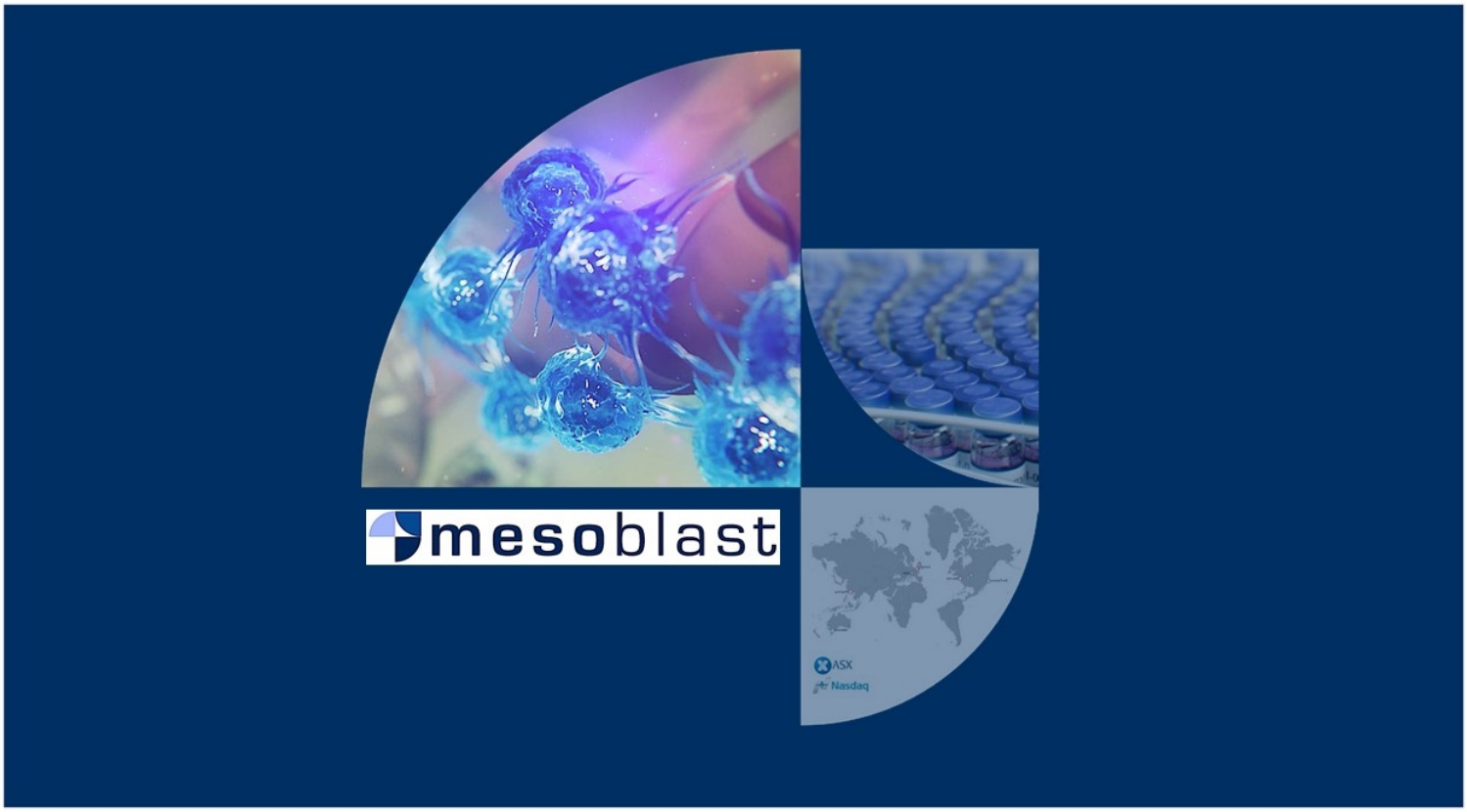

Update on Other Phase 3
Product Candidates
- Heart Failure
- Chronic Low Back Pain
ASX
Nasdaq

REVASCOR® for Advanced and End-Stage Heart Failure

- In December 2019, the Phase 3 trial in advanced heart failure surpassed the number of primary endpoint events required for trial completion
  - Final study visits for all surviving patients have been completed
  - Ongoing quality review of all data is being completed at the study sites
  - Data readout expected during Q4 CY2020
  - Results may support regulatory approval in the US
- Results from a sub-study of 70 patients with end-stage ischemic heart failure and a Left Ventricular Assist Device (LVAD), of 159 randomized patients who received either REVASCOR or saline, were presented at the American College of Cardiology (ACC) Virtual Scientific Sessions
  - Conclusions from the study included MPCs had a beneficial effect on LVAD weaning, major mucosal bleeding, serious adverse events, and readmissions in ischemic heart failure patients
  - End-stage ischemic heart failure patients with LVADs are older and have co-morbidities such as diabetes, thereby closely resembling the majority of patients in Mesoblast's 566-patient Phase 3 trial of REVASCOR for advanced chronic heart failure

MPC-06-ID for Chronic Low Back Pain

- Phase 3 trial of MPC-06-ID for chronic low back pain in 404 patients:
  - Final study visits for all patients have been completed
  - Ongoing quality review of all data is being completed at the study sites
  - Data readout expected during Q4 CY2020
- Continued operational progress in strategic partnership for chronic lower back pain with Grünenthal in Europe to complete clinical protocol design, obtain regulatory input, and receive clearance from European regulatory authorities to begin European Phase 3 trial
- Results from the Phase 3 trials will be considered pivotal to support regulatory approval in the US, as well as in Europe


mesoblast
ASX
Nasdaq

24 November 2020

Mesoblast Limited
ABN 68 109 431 870

Corporate Headquarters
Level 38
55 Collins Street
Melbourne, Victoria 3000
AUSTRALIA

T +61 3 9639 6036
F +61 3 9639 6030

United States Operations
505 Fifth Avenue
Third Floor
New York, NY 10017
USA

T+1 212 880 2060
F+1 212 880 2061

Asia
20 Biopolis Way
#05-01 Centros
Biopreneur 3

SINGAPORE 138668

T+65 6570 0635

F+65 6570 0176

info@mesoblast.com
www.mesoblast.com

Mesoblast Limited (MSB)
Results of Annual General Meeting Held 24 November 2020

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

All resolutions were passed and decided by way of a poll.

Release authorized by the Chief Executive.

Yours faithfully

Niva Sivakumar
Joint Company Secretary

RESULT OF ANNUAL GENERAL MEETING (ASX REPORT)

MESOBLAST LIMITED

ANNUAL GENERAL MEETING
Tuesday, 24 November, 2020

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

Resolution Voted on at the meeting			Proxy Votes (as at proxy close)				Poll (Manner in which votes were cast in person or by proxy on a poll (where applicable) on a poll at the meeting			
No	**Short Description**	Strike **Y/N/NA**	***For***	***Against***	***Discretionary (open votes)***	***Abstain***	***For***	***Against***	***Abstain *****	***Result***
2	ADOPTION OF THE REMUNERATION REPORT	N	159,488,932 95.35%	6,584,571 3.94%	1,192,289 0.71%	2,384,775	169,629,010 96.18%	6,736,365 3.82%	2,411,709	Carried
3	RE-ELECTION OF MR DONAL ODWYER AS A DIRECTOR	NA	209,632,877 88.49%	25,986,094 10.97%	1,270,250 0.54%	1,805,523	219,869,452 89.37%	26,139,352 10.63%	1,812,457	Carried
4	APPROVAL OF PROPOSED ISSUE OF OPTIONS TO CHIEF EXECUTIVE, DR SILVIU ITESCU, IN CONNECTION WITH HIS REMUNERATION FOR THE 2020/2021 FINANCIAL YEAR	NA	156,691,544 94.01%	8,754,207 5.25%	1,232,833 0.74%	2,971,983	166,785,146 94.96%	8,850,995 5.04%	3,140,943	Carried
5	RATIFICATION OF ISSUE OF SHARES TO EXISTING AND NEW INSTITUTIONAL INVESTORS	NA	215,776,546 98.65%	1,651,858 0.75%	1,307,657 0.60%	19,799,717	225,832,517 99.09%	2,074,532 0.91%	19,755,246	Carried

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

Printed:
24/11/2020 12:18:27PM

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 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	*This announcement is *Tick whichever is applicable.*	☒ A new announcement ☐ An update/amendment to a previous announcement ☐ A cancellation of a previous announcement
1.4a	*Reason for update *Mandatory only if "Update" ticked in Q1.4 above. A reason must be provided for an update.*	
1.4b	*Date of previous announcement to this update *Mandatory only if "Update" ticked in Q1.4 above.*	
1.4c	*Reason for cancellation *Mandatory only if "Cancellation" ticked in Q1.4 above.*	
1.4d	*Date of previous announcement to this cancellation *Mandatory only if "Cancellation" ticked in Q1.4 above.*	

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 the securities to be quoted have been issued by way of a pro rata offer, to give this warranty, you will generally need to have lodged a cleansing notice with ASX under section 708AA(2)(f) or 1012DAA(2)(f) of the Corporations Act within 24 hours before the securities are offered (see ASIC Regulatory Guide 189 *Disclosure relief for rights issues*). If in doubt, please consult your legal adviser.

1.5	*Date of this announcement	27 November 2020

Part 2 – Type of issue

Question No.	Question	Answer
2.1	*The +securities to be quoted are: *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.*	☐ Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B ☐ Being issued under a +dividend or distribution plan ☐ Being issued as a result of options being exercised or other +convertible securities being converted ☐ Unquoted partly paid +securities that have been paid up and are now quoted fully paid +securities ☐ +Restricted securities where the escrow period has expired or is about to expire ☐ +Securities previously issued under an +employee incentive scheme where the restrictions on transfer have ceased or are about to cease ☒ +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 ☐ Other
2.2a.1	*Date of Appendix 3B notifying the market of the proposed issue of +securities for which quotation is now being sought *Answer this question if your response to Q2.1 is "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B"*	
2.2a.2	*Are there any further issues of +securities yet to take place to complete the transaction(s) referred to in the Appendix 3B? *Answer this question if your response to Q2.1 is "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B".*	

2.2a.2.1	*Please provide details of the further issues of +securities yet to take place to complete the transaction(s) referred to in the Appendix 3B *Answer this question if your response to Q2.1 is "Being 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".* *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.*	
2.2b.1	*Date of Appendix 3A.1 lodged with ASX in relation to the underlying +dividend or distribution *Answer this question if your response to Q2.1 is "Being issued under a dividend or distribution plan".*	
2.2b.2	*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? *Answer this question if your response to Q2.1 is "Being issued under a dividend or distribution plan".* *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.*	
2.2c.1	Please state the number and type of options that were exercised or other +convertible securities that were converted (including their ASX security code) *Answer this question if your response to Q2.1 is "Being issued as a result of options being exercised or other convertible securities being converted".*	
2.2c.2	And the date the options were exercised or other +convertible securities were converted *Answer this question if your response to Q2.1 is "Being issued as a result of options being exercised or other convertible securities being converted".* *Note: If this occurred over a range of dates, enter the date the last of the options was exercised or convertible securities was converted.*	
2.2d.1	Please state the number and type of partly paid +securities (including their ASX security code) that were fully paid up *Answer this question if your response to Q2.1 is "Unquoted partly paid securities that have been paid up and are now quoted fully paid securities".*	

2.2d.2	And the date the +securities were fully paid up *Answer this question if your response to Q2.1 is "Unquoted partly paid securities that have been paid up and are now quoted fully paid securities".* *Note: If this occurred over a range of dates, enter the date the last of the securities was fully paid up.*	
2.2e.1	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 *Answer this question if your response to Q2.1 is "Restricted securities where the escrow period has expired or is about to expire".*	
2.2e.2	And the date the escrow restrictions have ceased or will cease *Answer this question if your response to Q2.1 is "Restricted securities where the escrow period has expired or is about to expire".* *Note: If this occurred over a range of dates, enter the date the last of the escrow restrictions has ceased or will cease.*	
2.2f.1	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 *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".*	
2.2f.2	And the date the restrictions on transfer have ceased or will cease: *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".* *Note: If this occurred over a range of dates, enter the date the last of the restrictions on transfer has ceased or will cease.*	
2.2g.1	Please state the number and type of +securities (including their ASX security code) 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 *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".*	1,000,000 ordinary shares

2.2g.2	*Please attach a document or provide details of a URL link for a document lodged with ASX detailing the terms of the +employee incentive scheme or a summary of the terms. *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".*	Refer to Item 4 in Notice of Meeting released 26 October 2020 https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02298976-3A553591?access_token=83ff96335c2d45a094df02a206a39ff4
2.2g.3	*Are any of these +securities being issued to +key management personnel (KMP) or an +associate *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".*	No
2.2g.3.a	*Provide details of the recipients and the number of +securities issued to each of them. *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".*	
2.2h.1	*The purpose(s) for which the entity is issuing the +securities is: *Answer this question if your response to Q2.1 is "Other". You may select one or more of the items in the list.*	☐ To raise additional working capital ☐ To fund the retirement of debt ☐ To pay for the acquisition of an asset [*provide details below*] ☐ To pay for services rendered [*provide details below*] ☐ Other [*provide details below*] *Additional details*:
2.2h.2	*Please provide any further information needed to understand the circumstances in which you are applying to have these +securities quoted on ASX, including (if applicable) why the issue of the +securities has not been previously announced to the market in an Appendix 3B *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".*	
2.2i	*Are these +securities being offered under a +disclosure document or +PDS? *Answer this question if your response to Q2.1 is any option other than "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B".*	No

Name of KMP	Name of registered holder	Number of +securities

2.2i.1	*Date of +disclosure document or +PDS? *Answer this question if your response to Q2.1 is any option other than "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" 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.*	
2.3	*The +securities to be quoted are: *Tick whichever is applicable*	☒ Additional +securities in a class that is already quoted on ASX ("existing class") ☐ New +securities in a class that is not yet quoted on ASX ("new class")

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 "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.3 is "existing class" or "new class".

Question No.	Question	Answer
3A.1	*ASX security code & description	
3A.2	*Number of +securities to be quoted	

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 "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.3 is "existing class".

Question No.	Question	Answer
3B.1	*ASX security code & description	MSB
3B.2	*Number of +securities to be quoted	1,000,000 fully paid ordinary shares
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?	Yes
3B.3b	*Is the actual date from which the +securities will rank equally (non-ranking end date) known? *Answer this question if your response to Q3B.3a is "No".*	
3B.3c	*Provide the actual non-ranking end date *Answer this question if your response to Q3B.3a is "No" and your response to Q3B.3b is "Yes".*	
3B.3d	*Provide the estimated non-ranking end period *Answer this question if your response to Q3B.3a is "No" and your response to Q3B.3b is "No".*	

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 *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.*	

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 "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.3 is "new class".

Question No.	Question	Answer
3C.1	*Security description	
3C.2	*Security type *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.*	☐ Ordinary fully or partly paid shares/units ☐ Options ☐ +Convertible debt securities ☐ Non-convertible +debt securities ☐ Redeemable preference shares/units ☐ Other
3C.3	ISIN code *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.*	
3C.4	*Number of +securities to be quoted	
3C.5a	*Will all the +securities issued in this class rank equally in all respects from the issue date?	
3C.5b	*Is the actual date from which the +securities will rank equally (non-ranking end date) known? *Answer this question if your response to Q3C.5a is "No".*	
3C.5c	*Provide the actual non-ranking end date *Answer this question if your response to Q3C.5a is "No" and your response to Q3C.5b is "Yes".*	
3C.5d	*Provide the estimated non-ranking end period *Answer this question if your response to Q3C.5a is "No" and your response to Q3C.5b is "No".*	

3C.5e	*Please state the extent to which the +securities do not rank equally: •in relation to the next dividend, distribution or interest payment; or •for any other reason *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.*	
3C.6	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 *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.*	
3C.7	*Have you received confirmation from ASX that the terms of the +securities are appropriate and equitable under listing rule 6.1? *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.*	
3C.8	*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.	

Number of +securities held	Number of holders	Total percentage of +securities held
1 – 1,000		
1,001 – 5,000		
5,001 – 10,000		
10,001 – 100,000		
100,001 and over		

	*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.*	
3C.9a	**Ordinary fully or partly paid shares/units details** *Answer the questions in this section if you selected this security type in your response to Question 3C.2.*	
	*+Security currency *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.*	

	*Will there be CDIs issued over the +securities?	
	*CDI ratio *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).*	
	*Is it a partly paid class of +security?	
	*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).*	
	*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.*	
3C.9b	**Option details** *Answer the questions in this section if you selected this security type in your response to Question 3C.2.*	
	*+Security currency *This is the currency in which the exercise price is payable.*	
	*Exercise price *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).*	
	*Expiry date *The date on which the options expire or terminate.*	
	*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 *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)".*	

3C.9c	**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 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*	
	*Type of +security *Select one item from the list*	☐ Simple corporate bond ☐ Non-convertible note or bond ☐ Convertible note or bond ☐ Preference share/unit ☐ Capital note ☐ Hybrid security ☐ Other
	*+Security currency *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.*	
	Face value *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).*	
	*Interest rate type *Select one item from the list* *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*	☐ Fixed rate ☐ Floating rate ☐ Indexed rate ☐ Variable rate ☐ Zero coupon/no interest ☐ Other
	Frequency of coupon/interest payments per year *Select one item from the list.*	☐ Monthly ☐ Quarterly ☐ Semi-annual ☐ Annual ☐ No coupon/interest payments ☐ Other
	First interest payment date *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*	
	Interest rate per annum *Answer this question if the interest rate type is fixed.*	
	*Is the interest rate per annum estimated at this time? *Answer this question if the interest rate type is fixed.*	
	If the interest rate per annum is estimated, then what is the date for this information to be announced to the market (if known) *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.*	

	*Does the interest rate include a reference rate, base rate or market rate (e.g. BBSW or CPI)? *Answer this question if the interest rate type is floating or indexed.*	
	*What is the reference rate, base rate or market rate? *Answer this question if the interest rate type is floating or indexed and your response to the previous question is "Yes".*	
	*Does the interest rate include a margin above the reference rate, base rate or market rate? *Answer this question if the interest rate type is floating or indexed.*	
	*What is the margin above the reference rate, base rate or market rate (expressed as a percent per annum) *Answer this question if the interest rate type is floating or indexed and your response to the previous question is "Yes".*	
	*S128F of the Income Tax Assessment Act status applicable to the +security *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*	☐ s128F exempt ☐ Not s128F exempt ☐ s128F exemption status unknown ☐ Not applicable
	*Is the +security perpetual (i.e. no maturity date)?	
	*Maturity date *Answer this question if the security is not perpetual*	

	*Select other features applicable to the +security *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.*	☐ Simple ☐ Subordinated ☐ Secured ☐ Converting ☐ Convertible ☐ Transformable ☐ Exchangeable ☐ Cumulative ☐ Non-Cumulative ☐ Redeemable ☐ Extendable ☐ Reset ☐ Step-Down ☐ Step-Up ☐ Stapled ☐ None of the above
	*Is there a first trigger date on which a right of conversion, redemption, call or put can be exercised (whichever is first)?	Yes or No
	*If yes, what is the first trigger date *Answer this question if your response to the previous question is "Yes".*	
	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 *Answer this question if the security features include "converting", "convertible", "transformable" or "exchangeable".* *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)".*	

Part 4 – Issue details

Question No.	Question	Answer
4.1	*Have the +securities to be quoted been issued yet?	Yes
4.1a	*What was their date of issue? *Answer this question if your response to Q4.1 is "Yes".*	25 November 2020
4.1b	*What is their proposed date of issue? *Answer this question if your response to Q4.1 is "No".*	
4.2	*Are the +securities to be quoted being issued for a cash consideration? *If the securities are being issued for nil cash consideration, answer this question "No".*	No, the 1,000,000 ordinary shares were issued for the purposes of MSB's employee share option plan

4.2a	*In what currency is the cash consideration being paid *For example, if the consideration is being paid in Australian Dollars, state AUD.* *Answer this question if your response to Q4.2 is "Yes".*	
4.2b	*What is the issue price per +security *Answer this question if your response to Q4.2 is "Yes" and by reference to the issue currency provided in your response to Q4.2a.* *Note: you cannot enter a nil amount here. If the securities are being issued for nil cash consideration, answer Q4.2 as "No" and complete Q4.2c and Q4.2d.*	
4.2c	Please describe the consideration being provided for the +securities to be quoted *Answer this question if your response to Q4.2 is "No".*	The ordinary shares were issued to an employee share plan trustee for the purposes of MSB's employee share option plan.
4.2d	Please provide an estimate (in AUD) of the value of the consideration being provided per +security for the +securities to be quoted *Answer this question if your response to Q4.2 is "No".*	N/A
4.3	Any other information the entity wishes to provide about the issue	

Part 5 – 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 5.1 and 5.2 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 5.1 and include in the table in section 5.2 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 5.1 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 5.2.

5.1 *__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
Ordinary shares	587,586,780

5.2 *__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	33,199,805 (1,094,999 options have been exercised since the last Appendix 2A)
Incentive rights	1,500,000

Part 6 – Other Listing Rule requirements

The questions in this Part should only be answered if you are an ASX Listing (ASX Foreign Exempt Listings and ASX Debt Listings do not need to complete this Part) and:
- *your response to Q2.1 is "Being issued under a dividend/distribution plan" and the response to Q2.2b.2 is "No"; or*
- *your response to Q2.1 is "Other".*

Note that if your response to Q2.1 is "Being 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
6.1	*Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?	
6.1a	*Date of meeting or proposed meeting to approve the issue under listing rule 7.1 *Answer this question if the response to Q6.1 is "Yes".*	
6.1b	*Are any of the +securities being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1? *Answer this question if the response to Q6.1 is "No".*	
6.1b.1	*How many +securities are being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1? *Answer this question if the response to Q6.1 is "No" and the response to Q6.1b 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.*	
6.1c	*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)? *Answer this question if the response to Q6.1 is "No".*	

6.1c.1	*How many +securities are being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A? *Answer this question if the response to Q6.1 is "No" and the response to Q6.1c 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.*	

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