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16 November 2017

**Mesoblast Limited (MSB)**  
**Results of Annual General Meeting Held 16 November 2017**

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

Yours faithfully



Charlie Harrison  
Company Secretary

ANNUAL GENERAL MEETING  
Thursday, 16 November, 2017

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

Resolution	Manner in which the securityholder directed the proxy vote (as at proxy close):				Manner in which votes were cast in person or by proxy on a poll (where applicable)		
	Votes <i>For</i>	Votes <i>Against</i>	Votes <i>Discretionary</i>	Votes <i>Abstain</i>	<i>For</i>	<i>Against</i>	<i>Abstain</i> **
2A RE-ELECTION OF MR DONAL ODWYER AS A DIRECTOR	205,467,757	10,541,360	496,261	2,084,906	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands
2B RE-ELECTION OF DR BEN-ZION WEINER AS A DIRECTOR	206,727,995	10,808,684	496,261	557,344	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands
3 ADOPTION OF THE REMUNERATION REPORT	118,822,203	28,074,357	485,344	851,222	119,750,682 81.00%	28,085,191 19.00%	851,222
4A ISSUE TO CACHE HOLDINGS LIMITED	216,947,028	539,998	523,556	579,702	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands
4B INSTITUTIONAL PLACEMENT	89,490,028	2,034,197	799,023	3,242,691	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands

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