

25 November 2025

Mesoblast Limited (MSB)

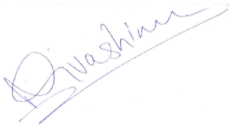
Results of Annual General Meeting Held 25 November 2025

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

A handwritten signature in blue ink, appearing to read "Niva Sivakumar", written over a light blue horizontal line.

Niva Sivakumar
Company Secretary

MESOBLAST LIMITED

ANNUAL GENERAL MEETING
Tuesday, 25 November, 2025

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)				Total votes cast in the poll (where applicable)			
No	Short Description	Strike Y/N/NA	For	Against	Discretionary (Open Votes)	Abstain	For	Against	Abstain **	Result
02	ADOPTION OF THE REMUNERATION REPORT	N	228,003,296 81.54%	50,190,380 17.95%	1,426,865 0.51%	301,389,849	236,675,321 82.50%	50,190,380 17.50%	302,513,965	Carried
03A	ELECTION OF DR GREGORY GEORGE AS DIRECTOR	NA	655,501,887 99.39%	2,732,230 0.41%	1,318,112 0.20%	1,039,581	665,189,275 99.59%	2,732,230 0.41%	1,039,581	Carried
03B	ELECTION OF MS LYN COBLEY AS DIRECTOR	NA	656,594,745 99.57%	1,515,543 0.23%	1,326,392 0.20%	1,155,130	666,290,413 99.77%	1,515,543 0.23%	1,155,130	Carried
04A	RE-ELECTION OF MS JANE BELL AM AS DIRECTOR	NA	621,369,475 94.38%	35,588,869 5.41%	1,430,612 0.22%	2,202,854	630,463,353 94.66%	35,588,869 5.34%	2,908,864	Carried
04B	RE-ELECTION OF DR ERIC ROSE AS DIRECTOR	NA	628,454,437 95.45%	28,571,476 4.34%	1,418,937 0.22%	2,146,960	638,152,650 95.70%	28,661,476 4.30%	2,146,960	Carried
05A	APPROVAL OF PROPOSED ISSUE OF OPTIONS TO DR GREGORY GEORGE	NA	246,343,812 76.48%	74,407,529 23.10%	1,347,937 0.42%	258,911,112	256,059,525 77.48%	74,409,029 22.52%	258,911,112	Carried
05B	APPROVAL OF PROPOSED ISSUE OF OPTIONS TO MS LYN COBLEY	NA	245,745,690 76.40%	74,593,641 23.19%	1,314,437 0.41%	259,356,622	254,448,413 77.10%	75,574,631 22.90%	259,356,622	Carried
06A	APPROVAL OF PROPOSED ISSUE OF OPTIONS TO DR SILVIU ITESCU IN CONNECTION WITH HIS LONG-TERM INCENTIVE REMUNERATION FOR THE 2025/2026 FINANCIAL YEAR	NA	269,356,164 83.76%	50,924,628 15.83%	1,317,177 0.41%	259,412,421	276,840,181 83.90%	53,125,064 16.10%	259,414,421	Carried

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06B	APPROVAL OF PROPOSED ISSUE OF OPTIONS TO DR SILVIU ITESCU IN CONNECTION WITH HIS SHORT-TERM INCENTIVE REMUNERATION FOR THE 2024/2025 FINANCIAL YEAR	NA	301,904,811 93.81%	18,575,071 5.77%	1,339,427 0.42%	259,191,081	309,413,078 93.71%	20,775,507 6.29%	259,191,081	Carried
07	APPROVAL OF PROPOSED ISSUE OF OPTIONS TO CHIEF MEDICAL OFFICER, DR ERIC ROSE IN CONNECTION WITH HIS LONG-TERM INCENTIVE REMUNERATION FOR THE 2025/2026 FINANCIAL YEAR	NA	269,185,640 84.01%	49,936,436 15.58%	1,314,177 0.41%	260,574,137	276,411,107 84.07%	52,394,422 15.93%	260,574,137	Carried
08	APPROVAL OF PROPOSED ISSUE OF OPTIONS TO DIRECTOR, DR PHILIP KRAUSE IN CONNECTION WITH HIS CONSULTANCY FEES FOR THE 2025/2026 FINANCIAL YEAR	NA	274,646,416 85.65%	44,688,672 13.94%	1,317,645 0.41%	260,357,657	283,869,856 86.28%	45,150,153 13.72%	260,359,657	Carried
09	APPROVAL OF EMPLOYEE SHARE OPTION PLAN FOR THE PURPOSES OF LISTING RULE 7.2 (EXCEPTION 13)	NA	251,666,575 78.39%	67,597,371 21.06%	1,765,437 0.55%	259,877,479	260,637,297 79.32%	67,966,181 20.68%	259,877,479	Carried
10A	APPROVAL OF PROPOSED ISSUE OF CONVERTIBLE NOTES AND WARRANTS TO DR GREGORY GEORGE	NA	398,240,412 99.05%	2,483,656 0.62%	1,326,214 0.33%	258,541,528	407,828,472 99.37%	2,591,086 0.63%	258,541,528	Carried
10B	APPROVAL OF PROPOSED ISSUE OF CONVERTIBLE NOTES AND WARRANTS TO COVA HOLDINGS LP	NA	396,255,427 98.97%	2,715,425 0.68%	1,414,177 0.35%	260,206,781	405,931,450 99.31%	2,822,855 0.69%	260,206,781	Carried

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11	APPROVAL OF PREVIOUS ISSUES OF SECURITIES	NA	350,342,149 98.95%	2,413,435 0.68%	1,315,710 0.37%	306,520,516	358,795,589 99.30%	2,520,865 0.70%	307,644,632	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