### **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 March 2023

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 March 15, 2023, Mesoblast Limited filed with the Australian Securities Exchange a new issue announcement, notification of issue, conversion or payment up of equity securities (Appendix 3G) which is attached hereto as <a href="Exhibit 99.1">Exhibit 99.1</a>, and is incorporated herein by reference.

On March 15, 2023, Mesoblast Limited filed with the Australian Securities Exchange a new issue announcement, notification of cessation of securities (Appendix 3H) which is attached hereto as <a href="Exhibit 99.2"><u>Exhibit 99.2</u></a>, 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: March 16, 2023

### INDEX TO EXHIBITS

Item

99.1 Appendix 3G of Mesoblast Ltd, dated March 15, 2023 99.2 Appendix 3H of Mesoblast Ltd, dated March 15, 2023

### **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  We (the entity here named) give notice of the issue, conversion or payment up of the following unquoted +securities.	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.	<ul> <li>✓ A new announcement</li> <li>☐ An update/amendment to a previous announcement</li> <li>☐ A cancellation of a previous announcement</li> </ul>
1.4a	*Reason for update  Mandatory only if "Update" ticked in Q1.4 above. A reason must be provided for an update.	N/A
1.4b	*Date of previous announcement to this update  Mandatory only if "Update" ticked in Q1.4 above.	N/A
1.4c	*Reason for cancellation  Mandatory only if "Cancellation" ticked in Q1.4 above.	N/A
1.4d	*Date of previous announcement to this cancellation Mandatory only if "Cancellation" ticked in Q1.4 above.	N/A
1.5	*Date of this announcement	15 March 2023

<sup>+</sup> See chapter 19 for defined terms

# Part 2 – Type of issue

Question No.	Question	Answer
2.1	*The +securities the subject of this notification are: Select whichever item is applicable. If you wish to notify ASX of different events involving unquoted securities, please complete a separate Appendix 3G for each event.	<ul> <li>★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</li> <li>★Securities issued under a +dividend or distribution plan that are not quoted, and are not intended to be quoted, on ASX</li> <li>Unquoted options that have been exercised or other unquoted +convertible securities that have been converted</li> <li>Ouoted 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</li> <li>Unquoted partly paid +securities upon which a call or instalment has been paid</li> <li>★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</li> <li>★Other securities issued under an +employee incentive scheme that are not intended to be quoted on ASX</li> <li>Other [please specify]</li> <li>If you have selected 'other' please explain the circumstances here:</li> </ul>
2.1a	*Date the +securities the subject of this notification were issued  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".	8 March 2023

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2.2a.1	*Date of Appendix 3B notifying the market of the proposed issue of +securities the subject of this notification  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."	23 December 2022
2.2a.2	*Are there any further issues of +securities vet to take place to complete the transaction(s) referred to in the Appendix 3B?  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".	No
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 "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.	N/A
2.2b.1	Date of Appendix 3A.1 lodged with ASX in relation to the underlying +dividend or distribution  Answer this auestion if your response to O2.1 is "Beina issued under a dividend or distribution plan that are not quoted, and are not intended to be quoted, on ASX".	N/A
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 if available):  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".	N/A

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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 "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".  Note: If this occurred over a range of dates, enter the date the last of the options was exercised or convertible securities was converted.	N/A
2.2c.3	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)?  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".	N/A  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 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.
2.2c.4	The right of the holder of the options or other +convertible securities to receive the +underlying securities is being satisfied by:  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".	<ul> <li>□ An issue of new +securities</li> <li>□ A transfer of existing +securities</li> <li>□ A reclassification of the +convertible securities as securities in the same class as the +underlying securities</li> </ul>
2.2c.5	The underlying securities being received by the holder are:  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".	<ul> <li>□ Already quoted by ASX</li> <li>□ Intended to be, but are not yet, quoted by ASX</li> <li>□ Are not, and are not intended to be, quoted by ASX</li> </ul>
2.2c.6	The underlying securities being received by the holder are: 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".	☐ Already quoted by ASX☐ Are not, and are not intended to be, quoted by ASX☐

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2.2c.7	*Were the options being exercised or other securities being converted issued under ar incentive scheme?  Answer this question if your response to Q2.1 is "Unchave been exercised or other unquoted convertible scheen converted" or "Quoted options that have been equoted convertible securities that have been converted as a result of the exercise or convalready quoted on ASX or are not intended to be quo	n +employee quoted options that ecurities that have exercised or other ed where the ersion either are	N/A	
2.2c.8	*Are any of the options being exercised or +convertible securities being converted he management personnel (KMP) or an +ass Answer this question if your response to Q2.1 is "Unchave been exercised or other unquoted convertibles been converted" or "Quoted options that have been e quoted convertible securities that have been converted securities that have been converted securities received as a result of the exercise or convalready quoted on ASX or are not intended to be quo your response to Q2.2c.7 is "Yes".	Id by +key ociate? quoted options that ecurities that have exercised or other ed where the ersion either are	N/A	
2.2c.8.a	*Provide details of the KMP or associates who are exercising options or converting convertible securities.  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 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 a KMP, insert the name of the associate in "Name of registered holder".		quoted convertible securities that have been been converted where the securities received as a n ASX", your response to Q2.2c.7 is "Yes" and ons or other convertible securities are held by the	
	Name of KMP	Name of registere	d holder	Number of options being exercised or other +convertible securities being converted
2.2d.1	Please state the number and type of partly upon which a call or instalment has been putheir ASX security code if available)?  Answer this question if your response to Q2.1 is "Und securities upon which a call or instalment has been p	paid (including	N/A	

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2.2d.2	And the date upon which the call or instalment was paid:  Answer this question if your response to Q2.1 is "Unquoted partly paid securities upon which a call or instalment has been paid".  Note: If this occurred over a range of dates, enter the date the last of the payments was made.	N/A
2.2d.3	Has the call or instalment been paid on all of the partly paid +securities in question?  Answer this question if your response to Q2.1 is "Unquoted partly paid securities upon which a call or instalment has been paid".	N/A  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 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.
2.2d.4	Are the securities on which the call or instalment was paid now fully paid?	N/A
2.2e.1	Please state the number and type of +securities (including their ASX security code) issued under the +employee incentive scheme  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".	N/A
2.2e.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 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".	N/A
2.2e.3	*Were any of the +securities 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 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".	N/A

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2.2e.3.a	not being quoted on ASX until the restriction ends" or "Other securitie. ASX" and vour response to O2.2e.3 is "Yes". Repeat the detail in the the KMP, repeat the name of the KMP or insert "Same" in "Name of rethe name of the associate in "Name of registered holder".	+securities.  der an employee incentive scheme that are subject to a restriction on transfer and are issued under an employee incentive scheme that are not intended to be quoted on able below for each KMP involved in the issue. If the securities are being issued to gistered holder". If the securities are being issued to an associate of a KMP, insert  stered holder  Number of +securities
2.2f.1	*Were the +securities issued for a cash consideration?  Answer this question if your response to Q2.1 is "Other".  If the securities are being issued for nil cash consideration, answer the question "No".	N/A
2.2f.1.a	*In what currency was the cash consideration paid?  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, s AUD.	
2.2f.1.b	*What was the issue price per +security  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 response to Q2.2f.1.a.  Note: you cannot enter a nil amount here. If the securities are being is for nil cash consideration, answer Q2.2f.1 as "No" and complete Q2.2	your sued
2.2f.1.c	Please describe the consideration provided for the +securities  Answer this question if your response to Q2.1 is "Other" and your response to Q2.2f.1 is "No".	onse N/A
2.2f.2	*The purpose(s) for which the entity issued the +securiti was: Answer this question if your response to Q2.1 is "Other". You may select one or more of the items in the list.	es ☐ 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:

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2.2f.3	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  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".	N/A
2.3a	*This notification is given in relation to an issue of +securities in a class which is not quoted on ASX and which:  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".	<ul> <li>□ has an existing ASX security code ("existing class")</li> <li>□ does not have an existing ASX security code ("new class")</li> </ul>
2.3b	*The +securities being issued, transferred or re-classified as a result of the options being exercised or other +convertible securities being converted are:  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".	<ul> <li>□ securities that have already been quoted on ASX ("existing class")</li> <li>□ in a class which is not quoted on ASX but which has an existing ASX security code ("existing class")</li> <li>□ in a class which is not quoted on ASX and which does not have an existing ASX security code ("new class")</li> </ul>
2.3c	*The call or instalment the subject of this notification is being paid on +securities which are not quoted on ASX and which:  Answer this question if your response to Q2.1 is "Unquoted partly paid securities upon which a call or instalment has been paid".	<ul> <li>□ have an existing ASX security code ("existing class")</li> <li>□ do not have an existing ASX security code ("new class")</li> </ul>

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# 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 2)
3A.2	*Number of +securities issued/paid up	455,000
3A.3	Any other information the entity wishes to provide about the +securities the subject of this notification	Refer to Appendix 3B lodged on 23 December 2022

# 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 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 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	N/A
3B.2	*Number of +securities issued/transferred/reclassified/paid up	N/A
3B.3a	*Will the +securities rank equally in all respects from their issue date with the existing issued +securities in that class? 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".	N/A

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3B.3b	*Is the actual date from which the +securities will rank equally (non-ranking end date) known?  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".  Otherwise answer this question if your response to Q3B.3a is "No".	N/A
3B.3c	*Provide the actual non-ranking end date 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".  Otherwise answer this question if your response to Q3B.3a is "No" and your response to Q3B.3b is "Yes".	N/A
3B.3d	*Provide the estimated non-ranking end period 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".  Otherwise answer this question if your response to Q3B.3a is "No" and your response to Q3B.3b is "No".	N/A

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3B.3e	*Please state the extent to which the +securities do not rank equally:	N/A
	in relation to the next dividend, distribution or interest payment; or	
	for any other reason	
	Otherwise answer this question if your response to Q3B.3a is "No".	
	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".	
	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.	
3B.4	Any other information the entity wishes to provide about the +securities the subject of this notification	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 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
3C.1	*Security description	N/A

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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". 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.	<ul> <li>□ Ordinary fully or partly paid shares/units</li> <li>□ Options</li> <li>□ +Convertible debt securities</li> <li>□ Non-convertible +debt securities</li> <li>□ Redeemable preference shares/units</li> <li>□ Other</li> </ul>
3C.3	ISIN code  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.	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?  Answer this question if your response to Q3C.5a is "No".	N/A
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".	N/A
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".	N/A
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.	N/A
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 being issued  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.	N/A

<sup>+</sup> See chapter 19 for defined terms

20.7	<u> </u>	<u> </u>
3C.7	*Have you received confirmation from ASX that the terms of the +securities are appropriate and equitable under listing rule 6.1?	N/A
	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.8a	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 3B.2.
	*+Security currency	N/A
	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.	
	*Are there CDIs issued over the +securities?	N/A
	*CDI ratio	N/A
	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.a. 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?	N/A
	*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.a. if the security currency is AUD, then the paid up and unpaid amount per security in AUD).	N/A
	*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.	N/A
3C.8b	Option details Answer the questions in this section if you selected this security type in your	response to Question 3B.2.
	*+Security currency This is the currency in which the exercise price is payable.	N/A

<sup>+</sup> See chapter 19 for defined terms

	*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).	N/A
	*Expiry date The date on which the options expire or terminate.	N/A
	*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)".	N/A
3C.8c	<b>Details of non-convertible +debt securities, +convertible</b> Answer the questions in this section if you selected one of these security typ Refer to Guidance Note 34 and the "Guide to the Naming Conventions and S information on certain terms used in this section	es in your response to Question 3B.2.
	*Type of +security Select one item from the list	<ul> <li>□ Simple corporate bond</li> <li>□ Non-convertible note or bond</li> <li>□ Convertible note or bond</li> <li>□ Preference share/unit</li> <li>□ Capital note</li> <li>□ Hybrid security</li> <li>□ Other</li> </ul>
	*+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.	N/A
	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).	N/A
	*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 Namina Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities	☐ Fixed rate ☐ Floating rate ☐ Indexed rate ☐ Variable rate ☐ Zero coupon/no interest ☐ Other

<sup>+</sup> See chapter 19 for defined terms

Frequency of coupon/interest payments per year Select one item from the list.	<ul> <li>□ Monthly</li> <li>□ Quarterly</li> <li>□ Semi-annual</li> <li>□ Annual</li> <li>□ No coupon/interest payments</li> <li>□ Other</li> </ul>
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	N/A
Interest rate per annum Answer this question if the interest rate type is fixed.	% p.a.
*Is the interest rate per annum estimated at this time?  Answer this question if the interest rate type is fixed.	N/A
If the interest rate per annum is estimated, then what is the date for this information to be announced to the market (if known)  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.	N/A
*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	N/A
*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".	N/A
*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.	N/A
*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".	% p.a.

<sup>+</sup> See chapter 19 for defined terms

*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 nonresidents;  • "Not s128F exempt" means interest payments are taxable to nonresidents;  • "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)?	N/A
*Maturity date Answer this question if the security is not perpetual	N/A
*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 □ Extendable □ Extendable □ 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)?	N/A
*If yes, what is the first trigger date  Answer this question if your response to the previous question is "Yes".	N/A

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<sup>+</sup> See chapter 19 for defined terms

	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)".	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:

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.

<sup>+</sup> See chapter 19 for defined terms

*ASX security code and description	*Total number of +securities on issue
Ordinary shares	737,121,218
Unquoted +Securities (Total number of each +class of *ASX security code and description	
Unquoted +Securities (Total number of each +class of *ASX security code and description  Unquoted options	*Total number of +securities on issue  47,629,321
*ASX security code and description	*Total number of +securities on issue
*ASX security code and description  Unquoted options	*Total number of +securities on issue 47,629,321
*ASX security code and description  Unquoted options  Incentive Rights	*Total number of +securities on issue 47,629,321 1,500,000

## 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:

onse to Q2.11s.
"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

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
	*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

<sup>+</sup> See chapter 19 for defined terms

5.1a	Enter the number of the applicable exception in Listing Rule 7.2  Note this should be a number between 1 and 17.	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?  Answer this question if your response to Q5.1 is "Yes" and your response to Q5.1a is "4".  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.	N/A
5.2	*Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?  Answer this question if the response to Q5.1 is "No".	N/A
5.2a	*Date of meeting or proposed meeting to approve the issue under listing rule 7.1  Answer this question if the response to Q5.1 is "No" and the response to Q5.2 is "Yes".	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?  Answer this question if the response to Q5.1 is "No" and the response to Q5.2 is "No".	N/A
5.2b.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 Q5.1 is "No", the response to Q5.2 is "No" and the response to Q5.2b is "Yes".  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.	N/A

<sup>+</sup> See chapter 19 for defined terms

5.2c	*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 Q5.1 is "No" and the response to Q5.2 is "No".	N/A
5.2c.1	*How manv +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 Q5.1 is "No", the response to Q5.2 is "No" and the response to Q5.2c is "Yes".  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	N/A

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

<sup>+</sup> See chapter 19 for defined terms

### **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. <sup>1</sup>	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.	<ul> <li>✓ New announcement</li> <li>Update/amendment to previous announcement</li> <li>Cancellation of previous announcement</li> </ul>
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
1.5	*Date of this announcement	15 March 2023

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

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.

<sup>(</sup>a) any securities issued under an employee incentive scheme:

<sup>(</sup>i) to key management personnel or an associate, within 5 business days of their cessation;

<sup>(</sup>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;

<sup>(</sup>b) any other equity securities not otherwise notifiable to ASX under rule 3.8A, within 5 business days of their cessation; or

<sup>(</sup>c) any quoted debt securities, within 5 business days of their cessation.

<sup>+</sup> See chapter 19 for defined terms

# Part 2 - Details of +equity securities or quoted +debt securities that have ceased

Question No.	Question	Ar	nswer
2.1	*ASX +security code and description	MS	SBAI - Options expiring various dates ex various prices
2.2	*Number of securities that have ceased	1,8	310,002 options lapsed and
		1,4	468,979 options expired.
2.3	*Reason for cessation  Note: the conversion of a convertible security (which is notifiable to ASX	$\boxtimes$	Expiry of option or other convertible security without exercise or conversion
	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.	$\boxtimes$	Lapse of conditional right to securities because the conditions have not been, or have become incapable of being, satisfied
			Cancellation pursuant to a minimum holding buy-back
			Cancellation pursuant to an employee share scheme buy-back
			Cancellation pursuant to an on-market buy-back
			Cancellation pursuant to an equal access scheme buyback
			Cancellation pursuant to a selective buy-back
			Cancellation pursuant to another form of buy back
			Cancellation pursuant to a reduction of capital
			Cancellation pursuant to a scheme of arrangement or other reconstruction
			Cancellation by agreement between the entity and the holder
			Repayment or redemption of +convertible debt security without conversion
			Repayment or redemption of quoted +debt security
			Redemption of redeemable preference securities
			Redemption of units
			Cancellation of partly paid +securities upon which a call or instalment has not been paid
			Other
			you have selected 'other' please provide additional details regarding the ason for cessation here:

<sup>+</sup> See chapter 19 for defined terms

2.4	*Date of cessation	1,671,668 on 31 January 2023 138,334 on 28 February 2023 1,468,979 on 6 March 2023
2.5	*Is the entity paying any consideration for the cessation?  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.	No
2.6	*In what currency is the consideration being paid?  Answer this question if your response to Q 2.5 is "Yes"	N/A
2.6a	*Consideration amount per +security paid by the entity for the cessation  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 not applicable for buy-back events (i.e. Minimum Holding, Employee, On-Market, Equal Access, Selective),	N/A
2.6b	*Total consideration paid or payable for the securities 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),	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.

<sup>+</sup> See chapter 19 for defined terms

## Part 3 – Issued capital following changes

.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	737,121,218			
.2	*Unquoted +equity securities (total number of each +class of +equity securities issued but not quoted on ASX):				
2					
2	*Unquoted +equity securities (total number of e	ach +class of +equity securities issued but not quoted on ASX):  Total number of +securities on issue  47,629,321			
2	ASX +security code and description	Total number of +securities on issue			
2	ASX +security code and description  Unquoted options	Total number of +securities on issue 47,629,321			
2	ASX +security code and description  Unquoted options  Incentive Rights	Total number of +securities on issue  47,629,321  1,500,000			

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

<sup>+</sup> See chapter 19 for defined terms