
**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 2022

Commission File Number 001-37626

Mesoblast Limited

(Exact name of Registrant as specified in its charter)

Not Applicable

(Translation of Registrant's name into English)

Australia

(Jurisdiction of incorporation or organization)

Silviu Itescu

Chief Executive Officer and Executive Director

Level 38

55 Collins Street

Melbourne 3000

Australia

(Address of principal executive offices)

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

Form 20-F Form 40-F

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

Yes No

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

Yes No

INFORMATION CONTAINED ON THIS REPORT ON FORM 6-K

On October 24, 2022, Mesoblast Limited filed with the Australian Securities Exchange its Appendix 4G and Corporate Governance Statement, which is attached hereto as [Exhibit 99.1](#), and is incorporated herein by reference.

On October 24, 2022, Mesoblast Limited filed with the Australian Securities Exchange a Notice of Annual General Meeting, which is attached hereto as [Exhibit 99.2](#), and is incorporated herein by reference.

On October 31, 2022, Mesoblast Limited filed with the Australian Securities Exchange a quarterly report for entities admitted on the basis of commitments (Appendix 4C) for the quarter ended September 30, 2022, which is attached hereto as [Exhibit 99.1](#), 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: November 7, 2022

INDEX TO EXHIBITS

Item	
99.1	Corporate Governance Statement and Appendix 4G of Mesoblast Ltd, dated October 24, 2022.
99.2	Notice of Annual General Meeting of Mesoblast Ltd, dated October 24, 2022.
99.3	Appendix 4C of Mesoblast Ltd, dated October 31, 2022.

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

Mesoblast Limited

ABN/ARBN

109 431 870

Financial year ended:

30 June 2022

Our corporate governance statement¹ for the period above can be found at:²

- These pages of our annual report:
 This URL on our website: www.mesoblast.com/company/corporate-governance

The Corporate Governance Statement is accurate and up to date as at 13 October 2022 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.³

Date: 24 October 2022

Name of authorised officer authorising
lodgement: Silviu Itescu

¹ "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

² Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

³ Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "QR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "QR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: https://www.mesoblast.com/company/corporate-governance/role-and-composition-of-the-board	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

⁴ Tick the box in this column only if you have followed the relevant recommendation in full for the whole of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with "insert location" underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert "our corporate governance statement". If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg "pages 10-12 of our annual report"). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg "www.entityname.com.au/corporate-governance/charters/").

⁵ If you have followed all of the Council's recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

Corporate Governance Council recommendation	Where a box below is ticked, we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:
<p>1.5 A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> <p>If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at: https://www.mesoblast.com/company/corporate-governance/key-policies</p> <p>and we have disclosed the information referred to in paragraph (c) at:</p> <p>..... [insert location]</p> <p>and if we were included in the S&P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<p>1.6 A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at: https://www.mesoblast.com/company/corporate-governance/board-committees-and-charters</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>2022 Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation	Where a box below is ticked, we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:
1.7 A listed entity should: <ul style="list-style-type: none"> (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period. 	<input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) at: Item 6.A of the Form 20-F contained within Mesoblast's Annual Report 2022 and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: 2022 Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation	Where a box below is ticked, we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE		
2.1 The board of a listed entity should: <ul style="list-style-type: none"> (a) have a nomination committee which: <ul style="list-style-type: none"> (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively. 	<input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: https://www.mesoblast.com/company/corporate-governance/board-committees-and-charters and the information referred to in paragraphs (4) and (5) at: Item 6.A of the Form 20-F contained within Mesoblast's Annual Report 2022	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.2 A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	<input checked="" type="checkbox"/> and we have disclosed our board skills matrix at: 2022 Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.3 A listed entity should disclose: <ul style="list-style-type: none"> (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director. 	<input checked="" type="checkbox"/> and we have disclosed the names of the directors considered by the board to be independent directors at: 2022 Corporate Governance Statement and, where applicable, the information referred to in paragraph (b) at: 2022 Corporate Governance Statement and the length of service of each director at: 2022 Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement

Corporate Governance Council recommendation	Where a box below is ticked, we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:
2.4 A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5 The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6 A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY		
3.1 A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: https://www.mesoblast.com/company/corporate-governance/code-of-conduct-and-values	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2 A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: https://www.mesoblast.com/company/corporate-governance/code-of-conduct-and-values	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3 A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: https://www.mesoblast.com/company/corporate-governance/key-policies	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4 A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: https://www.mesoblast.com/company/corporate-governance/key-policies	<input type="checkbox"/> set out in our Corporate Governance Statement

Corporate Governance Council recommendation	Where a box below is ticked, we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:
PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS		
4.1 The board of a listed entity should: <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: https://www.mesoblast.com/company/corporate-governance/board-committees-and-charters and the information referred to in paragraphs (4) and (5) at: Item 6.A of the Form 20-F contained within Mesoblast's Annual Report 2022	<input type="checkbox"/> set out in our Corporate Governance Statement
4.2 The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
4.3 A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

Corporate Governance Council recommendation	Where a box below is ticked, we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:	
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: https://www.mesoblast.com/company/corporate-governance/key-policies	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: https://www.mesoblast.com/company/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders at: 2022 Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

Corporate Governance Council recommendation	Where a box below is ticked, we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK		
7.1 The board of a listed entity should: <ul style="list-style-type: none"> (a) have a committee or committees to oversee risk, each of which: <ul style="list-style-type: none"> (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework. 	<input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: https://www.mesoblast.com/company/corporate-governance/board-committees-and-charters and the information referred to in paragraphs (4) and (5) at: Item 6.A of the Form 20-F contained within Mesoblast's Annual Report 2022	<input type="checkbox"/> set out in our Corporate Governance Statement
7.2 The board or a committee of the board should: <ul style="list-style-type: none"> (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and (b) disclose, in relation to each reporting period, whether such a review has taken place. 	<input checked="" type="checkbox"/> and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: 2022 Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement
7.3 A listed entity should disclose: <ul style="list-style-type: none"> (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes. 	<input checked="" type="checkbox"/> and we have disclosed how our internal audit function is structured and what role it performs at: 2022 Corporate Governance Statement [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement

Corporate Governance Council recommendation	Where a box below is ticked, we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:
7.4 A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	<input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks at: Item 3.D of the Form 20-F contained within Mesoblast's Annual Report 2022 and, if we do, how we manage or intend to manage those risks at: Item 3.D of the Form 20-F contained within Mesoblast's Annual Report 2022	<input type="checkbox"/> set out in our Corporate Governance Statement

Corporate Governance Council recommendation	Where a box below is ticked, we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. Our reasons for not doing so are:
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY		
8.1 The board of a listed entity should: <ul style="list-style-type: none"> (a) have a remuneration committee which: <ul style="list-style-type: none"> (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive. 	<input checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: https://www.mesoblast.com/company/corporate-governance/board-committees-and-charters and the information referred to in paragraphs (4) and (5) at: Item 6.A of the Form 20-F contained within Mesoblast's Annual Report 2022	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
8.2 A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	<input checked="" type="checkbox"/> and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at: Item 6.A of the Form 20-F contained within Mesoblast's Annual Report 2022	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
8.3 A listed entity which has an equity-based remuneration scheme should: <ul style="list-style-type: none"> (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it. 	<input checked="" type="checkbox"/> and we have disclosed our policy on this issue or a summary of it at: https://www.mesoblast.com/company/corporate-governance/key-policies	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

Corporate Governance Council recommendation	Where a box below is ticked, we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are:
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES		
9.1 A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	<input type="checkbox"/> and we have disclosed information about the processes in place at: <i>[insert location]</i>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.2 A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.3 A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES		
- <i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	<input type="checkbox"/> and we have disclosed the information referred to in paragraphs (a) and (b) at: <i>[insert location]</i>	<input type="checkbox"/> set out in our Corporate Governance Statement

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
<p>- <i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i> An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<p><input type="checkbox"/> and we have disclosed the terms governing our remuneration as manager of the entity at: [insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Corporate Governance Statement

Mesoblast Limited (the Company or Mesoblast) and its Board of Directors (the Board) are committed to implementing and achieving an effective corporate governance framework to ensure that the Company is managed effectively and in an honest and ethical way.

A description of the Company and its controlled entities' (together, the Group) corporate governance practices are set out below. All of these practices, unless otherwise stated, were in practice for the financial year ended 30 June 2022 and comply with the ASX Corporate Governance Council's (Council) Corporate Governance Principles and Recommendations, fourth edition (the ASXCGPR).

The information in this statement is current as at 13 October 2022 and has been approved by the Board.

This statement includes cross references to the Company's charters, policies and codes, relevant copies or summaries of which are available in the Corporate Governance section of the Company's website, www.mesoblast.com. Further, this statement should be read in conjunction with the Directors' Report, the Remuneration Report, the Financial Report and the Environmental, Social and Governance (ESG) Statement for the financial year ended 30 June 2022, as these reports also contain information required or recommended to be included by the ASXCGPR. The Directors' Report can be found at Part 1 on the Form 20-F contained within our Annual Report (principally Item 4.B and Item 5.A), the Remuneration Report can be found at Item 6 of the Form 20-F contained within the 2022 Annual Report, the Financial Report can be found at Item 18 of Form 20-F contained within the 2022 Annual Report, and the ESG Statement can be found at Item 4A of the Form 20-F contained within the 2022 Annual Report.

PRINCIPLE 1.

LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

ROLE OF THE BOARD

The Board of Directors is primarily responsible for setting the strategic direction and corporate governance of the Group, and for overseeing the management and operations of the Group. In particular, the principal roles and responsibilities of the Board are to:

- facilitate accountability to the Group and its shareholders;
- ensure timely reporting to shareholders;

- provide strategic guidance to management, including contributing to the development and review of the corporate strategy;
- oversee management of the Group and ensure there are effective management processes in place;
- appoint, remove (if necessary) and monitor the performance of the Chief Executive;
- review the performance of the Board, individual Directors and the committees of the Board;
- monitor:
 - organizational performance and the achievement of the Group's strategic goals and objectives;
 - financial performance including approval of the annual, half-year and quarterly financial reports, and liaison with the Company's auditors;
 - progress of major capital expenditure and other significant corporate projects including any acquisitions or divestments;
 - compliance with the Group's corporate governance policies and procedures; and
 - progress in relation to the Group's diversity objectives and compliance with its diversity policy;
- review and approve business plans, the annual budget and financial plans (including available resources and major capital raising or expenditure initiatives);
- approve major corporate initiatives;
- enhance and protect the reputation of the Group including through the Group's statement of values and code of conduct,
- oversee the operation of the Group's system for compliance and risk management; and
- ensure appropriate resources are available to senior management.

The Board operates in accordance with the broad principles set out in its charter, which provides a framework for the Board's effective operation.

The charter specifically addresses the following:

- role, authority and responsibilities of the Board;
- Board committees;

- Board composition and election of the Chair;
- Directors' rights and duties;
- responsibilities of and delegations to management;
- performance of the Board; and
- role of a Company Secretary.

A summary of the charter is available at www.mesoblast.com.

BOARD COMMITTEES

The Board has delegated specific authority to two committees. These committees are:

- the Nomination and Remuneration Committee; and
- the Audit and Risk Committee.

The role and responsibilities of these committees are set out in each Board Committee Charter and summarized in Principle 2 and Principle 4 of this statement, respectively.

ROLE OF MANAGEMENT

Day to day management of the Group's operations and the implementation of the corporate strategy and policy initiatives are delegated by the Board to the Chief Executive and the executive team.

Specific limits of authority delegated to the Chief Executive and senior executive team are outlined in a formal delegation of authority policy, which has been approved by the Board.

DIRECTOR SELECTION AND APPOINTMENT

The Company conducts appropriate checks before it appoints a person or puts forward to shareholders a new candidate for election as a Director. These include checks as to the person's character, experience, education, criminal record, bankruptcy history, probity and any other relevant matters.

The Company also provides shareholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director in the notice of meeting provided to shareholders. This includes information relevant for shareholders to be able to assess each Director's skills and competencies, industry experience, time commitments, current directorships, and other relevant information in their consideration of that election, including any other interest, position or relationship that might influence on their ability to bear on issues before the Board and to act in the best interests of the Company as a whole rather than in the interests of an individual shareholder or other party.

WRITTEN AGREEMENTS WITH DIRECTORS AND SENIOR EXECUTIVES

The Company has a written agreement with each Director and senior executive setting out the terms of their appointment.

The roles and responsibilities of each non-executive Director is set out in their letter of appointment, which the Director receives and commits to on their appointment. The letter of appointment specifies the time commitment, expectations in relation to committee work or any other special duties attaching

to the Director's position, reporting lines, remuneration arrangements, disclosure obligations in relation to personal interests, confidentiality obligations, insurance and indemnity entitlements and details of the Company's key governance policies. A copy of the key governance policies are available at www.mesoblast.com.

Each executive Director and senior executive has entered into a service contract that sets out the material terms of employment, including a description of position and duties, reporting lines, remuneration arrangements and termination rights and entitlements. Further details on arrangements which apply to each executive Director and those senior executives who are designated key management personnel can be found in Item 6 of Form 20-F contained within our Annual Report.

COMPANY SECRETARIES

The Company Secretaries are accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board. The Company Secretaries assist the Board in its effectiveness by monitoring that Board policies and procedures are followed and by coordinating the timely completion and dispatch of the Board agenda and supporting papers. The Directors have direct access to the Company Secretaries who regularly communicate with them through email, by telephone and in in-person meetings.

DIVERSITY

The Group values diversity and recognizes the benefits that diversity can bring to the organization's ability to achieve its goals. Diversity can lead to a competitive advantage through broadening the talent pool for recruitment of high quality employees, by encouraging innovation and improving a corporation's professionalism and reputation. Accordingly, the Group is committed to promoting diversity within the Group and has adopted a formal policy outlining the Group's diversity objectives.

A copy of the diversity policy is available at www.mesoblast.com.

With respect to gender diversity, the Group has set the following objectives:

- 1)aim to increase the number of women on the Board of Directors as vacancies arise and circumstances permit;
- 2)aim to increase the number of women who hold senior executive positions as vacancies arise and circumstances permit; and
- 3)ensure the opportunity exists for equal gender participation in all levels of professional development programs.

The Group is committed to developing a workplace that promotes diversity by acting in fairness and without prejudice. The Group's policy is to recruit and manage on the basis of competence and performance regardless of age, nationality, race, gender, religious beliefs, sexuality, physical ability or cultural background. Accordingly, the Group has not established measurable objectives or number targets for achieving gender diversity.

The following table reports the Group's progress towards achieving its gender diversity objectives for points one and two above. In regard to point three, the Group ensured that an equal opportunity existed for gender participation in all levels of professional development programs during the financial year. For completeness, as at 30 June 2022, the Group had 77 employees, of which 40 (52%) were female.

Category	Number of women at 30 June 2022	Number of women at 30 June 2021	Increase/ (Decrease)
Board of Directors	1	1	–
Senior executive positions*	3	2	1

* A senior executive position is one held by an executive who reports directly to the Chief Executive. Approximately 33% of senior executive positions are held by women. In FY22, 100% of all vacant executive positions have been filled by women.

The Board is conscious of the gender imbalance at board level (with only one of the six non-executive directors being female) and has an objective to increase this number as vacancies arise and circumstances permit. On 18 August 2022, Jane Bell was appointed as a non-executive member of the Board, pending shareholder approval at the 2022 annual general meeting.

The Board has delegated the responsibility for reviewing and reporting on diversity, specifically gender diversity, to the Nomination and Remuneration Committee.

BOARD PERFORMANCE EVALUATION

The performance of the Board, its committees, individual Directors and senior management is reviewed periodically. A copy of the Group's performance evaluation process is available at www.mesoblast.com. A performance evaluation was undertaken in accordance with that process this financial year. This review encompasses feedback on the Chair and individual non-executive Directors as well as consideration of Board succession planning, diversity, and the breadth and sufficiency of skills represented on the Board. The results of the review were discussed by the Board, for the purpose of confirming that the Board continues to function in an appropriate manner.

The Board also carries out informal performance monitoring sessions at each quarterly meeting of the Board. In addition, Directors are encouraged to raise any issues or concern regarding the performance of the Board, Board committees or individual Directors with the Chair, or if the concern relates to the Chair, with the Chair of the Audit and Risk Committee.

SENIOR EXECUTIVE PERFORMANCE EVALUATION

The process for assessing performance of the Chief Executive and the senior executive team is described in the Remuneration Report. A performance evaluation for senior executives, which accords with the process described in the Remuneration Report, was undertaken with respect to the financial year ended on 30 June 2022.

1 Ms Shawn Cline Tomasello resigned from the Board and the Nomination and Remuneration Committee in August 2022.

PRINCIPLE 2.

STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE

NOMINATION AND REMUNERATION COMMITTEE

The Board has established a Nomination and Remuneration Committee to assist it in the discharge of its responsibilities, and in particular to ensure that appointments to the Board are subject to formal, rigorous and transparent procedures in order to create an environment where the Board can carry out effective and responsible decision making and oversight. The main responsibilities of the committee are to:

- conduct reviews of the membership of the Board having regard to present and future needs of the Company and to make recommendations on Board composition, appointments and reappointments;
- conduct reviews of and determine the independence of each Director;
- propose candidates for Board vacancies;
- oversee annual executive performance evaluations, including recommendations for long and short term incentive grants as well as pay reviews;
- oversee Board succession, including the succession of the Chair, and review whether succession plans are in place to maintain an appropriately balanced mix of skills, experience and diversity on the Board;
- manage the processes in relation to meeting Board diversity objectives;
- oversee senior management succession plans; and
- assess the effectiveness of the Board induction process.

The Nomination and Remuneration Committee operates in accordance with its charter which sets out its roles and responsibilities, composition, structure and membership requirements. A summary of the Nomination and Remuneration Committee charter is available at www.mesoblast.com.

The following independent Directors are the members of the Nomination and Remuneration Committee as at 30 June 2022:

Name	Position held during the year
William Burns	Independent chair
Joseph Swedish	Independent member
Michael Spooner	Independent member
Shawn Cline Tomasello	Independent member
Philip Facchina	Independent member
Philip Krause	Independent member

The details of the meetings attended by each member of the Nomination and Remuneration Committee during the 2022 financial year are set out in Item 6.A of Form 20-F contained within our Annual Report.

BOARD SKILLS MATRIX

The Company has developed a skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership. The skills matrix helps to identify any gaps in the collective skills of the Board that can then be addressed through professional development initiatives for Directors and in Board succession planning. The Nomination and Remuneration Committee regularly reviews its skill matrix to make sure it covers the skills needed to address existing and emerging business and governance issues relevant to the Company.

The skills and experience that the Board has, and continues to add to its membership, are in the areas of, but not limited to:

- Industry experience: pharmaceutical/ biotechnology product development – substantial experience in the drug investigation, testing and development process;
- Industry experience: pharmaceutical/biotechnology commercialization and regulatory – substantial experience in the drug commercialization process including clinical trials and path to regulatory and pricing approval;
- Industry experience: pharmaceutical/biotechnology manufacturing and supply – substantial experience in the global manufacturing, quality control and supply of approved pharmaceutical products;
- Executive management and leadership: substantial experience in managing and leading organizations at senior executive and board levels;
- Global business/commercial experience: substantial experience in senior executive roles for businesses operating across multiple global locations;
- Strategy: substantial experience in the development and implementation of strategic direction and plans to deliver investor returns over time;
- Corporate financing, mergers and acquisitions: substantial experience in capital raisings, mergers and acquisitions of companies and complementary technologies;
- Financial and risk management: expertise and experience in audit, financial accounting and reporting, internal controls, financial disclosure and industry taxation;
- Human resources: substantial experience in stakeholder management, oversight of remuneration, incentives, equity programs, benefits, employment contracts and workplace health and safety;
- Corporate governance: substantial experience in public entity disclosure, management oversight and inquiry, listing rules and compliance; and
- Medical/healthcare leadership: substantial leadership experience in healthcare organizations and/or integrated healthcare delivery.

Each of these skills is well represented on the Board.

INDEPENDENT DIRECTORS

With the exception of our Chief Executive and Chief Medical Officer (who are executive directors), as at 30 June 2022, the Board was comprised of independent Directors, namely:

- Mr William Burns;
- Mr Michael Spooner;
- Mr Joseph R. Swedish;
- Dr Philip Krause;
- Ms Shawn Cline Tomasello; and
- Mr Philip J. Facchina.

A Director is considered independent if he or she is a non-executive Director and is free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his or her capacity to bring an independent judgement to bear on issues before the Board. The Board considers the factors set out in the ASXCGPR and outlined below when assessing the independence of each non-executive Director, being whether the Director:

- is, or has been, employed in an executive capacity by the Group and there has not been a period of at least three years between ceasing such employment and serving on the Board;
- receives performance based remuneration (including options or performance rights) from, or participates in an employee incentive scheme of, the entity;
- is, or has within the last three years been, a partner, director, senior employee or consultant of a provider of material professional services to the Group;
- is, or has been within the last three years, in a material business relationship (eg, as a supplier, professional advisor, consultant or customer) with the Group, or is an officer of, or otherwise associated with, someone in such a relationship;
- is, represents, or is or has been within the last three years an officer or employee of, or professional adviser to, a substantial security holder of the Group;
- has a material contractual relationship with the Group other than as a Director;
- has close personal ties, which may be based on family, friendship, or other social or business connections, with any person who falls within any of the categories described above; or
- has been a Director of the Company for such a period that their independence from management and substantial holders may have been compromised.

The Board at least annually assesses the independence of its non-executive Directors. To enable this assessment of independence, the Company maintains a conflicts of interest register, and the Directors must provide all information that may be relevant to the assessment at the earliest opportunity.

As part of its annual assessment of independence for the 2022 financial year, the Board gave specific consideration to:

- the fact that our non-executive Directors have received options under our employee incentivescheme;
- the independence of Mr Spooner, who performed the role of Executive Chair from August 2005 to November 2007, at which time he resigned but remained a Director, and also due to Mr Spooner having a tenure of 17 years and 9 months as at 30 June 2022 (with 14 years and 7 months as a non-executive Director);
- the independence of Mr Facchina, who is Chief Strategy Officer of SurgCenter Development. SurgCenter Development is not a security holder in Mesoblast. However, some of its principals were lead investors in Mesoblast's successful US\$110 million private placement completed in March 2021 and successful US\$65 million private placement completed in August 2022.

With respect to the options previously granted to non- executive Directors, it is the Board's view that these options will not interfere with the Director's capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Group as a whole. It is noted that the options granted to non-executive Directors, unlike other options granted to employees, are not subject to any performance or service conditions or hurdles.

With respect to Mr Spooner's former role as Executive Chair and his continuation on the Board, the Board maintains the view that he remains an independent Director on the basis that the Group has significantly expanded its operations since he held an executive role more than ten years ago.

With respect to Mr Spooner's tenure on the Board, the Board considers that Mr Spooner is an independent Director on the basis that he continues to bring valuable expertise, independent judgement and has not formed associations with management or others that might compromise their ability to fulfil their role as an independent Director.

With respect to Mr Facchina, the Board considers that Mr Facchina brings independent judgement, experience and expertise to the Board on behalf of all shareholders and that he does not represent the interests of any particular shareholder or group of shareholders.

CHAIR

The Chair is responsible for leading the Board and for the efficient organization and conduct of the Board.

The role of the Chair more specifically is to ensure Directors are properly briefed in all matters relevant to their role and responsibilities, to facilitate Board discussions and to manage the Board's relationship with the Chief Executive and executive team. In accepting the position, the Chair has acknowledged that it will require a significant time commitment and has confirmed that other positions held will not hinder his effective performance in the role of Chair. The Chair, Mr Joseph R. Swedish, is considered an independent Director.

2 Ms Shawn Cline Tomasello resigned from the Board in August 2022.

TERM OF OFFICE

The Company's constitution specifies that no Director, except the Chief Executive, may hold office for a period in excess of three years, or beyond the third Annual General Meeting following the Director's election, whichever is the longer, without submitting himself or herself for re-election.

The term in office held by each Director in office as at 30 June 2022 is as follows:

Director	Term as director	Position held at 30 June 2022
Joseph Swedish	4 years	Independent Chair
William Burns	8 years and 3 months	Independent vice-Chair
Silviu Itescu	18 years	Executive Director
Michael Spooner	17 years and 9 months	Independent Director
Eric Rose	9 years and 2 months	Executive Director
Shawn Cline Tomasello	3 years and 11 months	Independent Director
Philip Facchina	1 year and 3 months	Independent Director
Philip Krause	3 months	Independent Director

BOARD INDUCTION AND PROFESSIONAL DEVELOPMENT

All new Directors participate in an informal induction program which covers the operation of the Board and its committees, and an overview of the Group's core programs, key strategy, financial and relevant operational documents. The induction also includes meetings with existing Directors and senior executives to ensure all relevant and material information is explained thoroughly. The induction provided to new Directors enables them to actively participate in Board decision- making as soon as possible.

The Board encourages Directors to identify opportunities for, and to participate in, continuing education. The Board actively assesses relevant conferences and presentations that are appropriate for them to attend, particularly in the field of regenerative medicine, to heighten their understanding of the Group's core technologies and industry.

In addition, presentations from management and external advisors are included in the agenda for Board meetings throughout the year to assist with keeping the Directors updated and informed on key developments in laws and the regulatory environment.

PRINCIPLE 3.

INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY

CODE OF CONDUCT AND VALUES

As part of its commitment to recognizing the legitimate interests of stakeholders, the Group has established a code of conduct (Code), statement of values and a suite of policies and procedures to guide all Directors and employees in respect of ethical and compliant behaviour expected by the Group. In summary, the Code requires that at all times all Company personnel act with the utmost integrity, objectivity and in compliance with the law and Company policies. More specifically, the Code covers the following:

- conflicts of interest;
- confidentiality;
- fair dealing;
- protection of assets;
- compliance with laws and regulations;
- reporting violations of the Code;
- security trading; and
- commitments to stakeholders.

A copy of the Code and statement of values can be found at www.mesoblast.com.

OTHER POLICIES

Among its suite of policies and procedures, the Company has an Anti-Bribery and Anti-Corruption Policy and provides associated training in respect of the policy as well as the Code. In addition, the Company has a Disclosure of Complaints and Concerns Policy which addresses, among other things, breaches under the Company's Code, Anti-Bribery and Anti-Corruption Policy, or other Company policies. A copy of these policies can be found at www.mesoblast.com. The Company has a process in place to inform the Board or a committee of the Board of any material breaches of the Anti-Bribery and Anti-Corruption Policy, Code and material incidents reported under the Disclosure of Complaints and Concerns Policy.

PRINCIPLE 4.

SAFEGUARD INTEGRITY OF CORPORATE REPORTS

AUDIT AND RISK COMMITTEE

The Board has established an Audit and Risk Committee to which it has delegated the responsibility for ensuring that an effective internal control framework exists within the Group. The main responsibilities of the Audit and Risk Committee with respect to financial reporting are to:

- review and assess the annual financial report, the half-year financial report, the Company's quarterly accounts and all other financial information published by the Company or released to the market;
- recommend to the Board the appointment, removal and remuneration of the external auditors, and review the terms of their engagement, the scope and quality of the audit and assess performance;

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- consider the independence and competence of the external auditor on an ongoing basis;
- review and approve the level of non-audit services provided by the external auditors and ensure it does not adversely impact on auditor independence;
- review and monitor related party transactions;
- oversee the effective operation of the risk management framework;
- oversee and review the Company's compliance with the Disclosure of Complaints and Concerns policy by Mesoblast personnel;
- assist the Board in reviewing the effectiveness of the organization's internal control environment covering:
 - effectiveness and efficiency of operations and business processes;
 - safeguarding of assets;
 - reliability of financial reporting and maintaining proper accounting records; and
 - compliance with applicable laws and regulations; and
- report to the Board on matters relevant to the committee's role and responsibilities.

In fulfilling its responsibilities, the Audit and Risk Committee:

- receives regular reports from management and the external auditors;
- meets with the external auditors at least four times a year, or more frequently if necessary;
- reviews the processes which the Chief Executive and Interim Chief Financial Officer have in place to support their certifications to the Board;
- reviews any significant disagreements between the auditors and management, irrespective of whether they have been resolved; and
- provides the external auditors with a clear line of direct communication at any time to either the Chair of the Audit and Risk Committee or the Chair of the Board. The Audit and Risk Committee has authority, within the scope of its responsibilities, to seek any information it requires from any employee or external party.

The Audit and Risk Committee operates under a formal charter approved by the Board which sets out the committee's role and responsibilities, composition, structure and membership requirements and the procedures for inviting non-committee members to attend meetings. A full copy of the Audit and Risk Committee charter can be found at www.mesoblast.com.

The following independent Directors are the members of the Audit and Risk Committee as at 30 June 2022:

Name	Position held during the year
Michael Spooner	Independent chair
Phil Facchina	Independent member
Joseph Swedish	Independent member

All of the Directors are financially literate and Michael Spooner has accounting qualifications.

Additionally, all the Directors have valuable and relevant industry experience having served in the healthcare industry in senior positions for a number of years.

The details of the meetings attended by each member of the Audit and Risk Committee during the 2022 financial year are set out in Item 6.A of Form 20-F contained within our Annual Report.

CHIEF EXECUTIVE AND INTERIM CHIEF FINANCIAL OFFICER DECLARATION

The integrity of the Company's financial reporting depends upon the existence of a sound system of risk oversight and management and internal control.

Management accountability for this is enhanced by the assurances it is required to give to the Board.

The Chief Executive and the Interim Chief Financial Officer provided assurance to the Board prior to release of the Company's 2022 financial year financial statements that, in their opinion:

- the financial records of the Company for the financial year have been properly maintained in accordance with the *Corporations Act 2001* (Cth); and
- the financial statements and notes for the relevant financial period comply with the accounting standards

and give a true and fair view of the financial position and performance of the Group.

The opinions of the Chief Executive and the Interim Chief Financial Officer were formed on the basis of a sound system of risk management and internal control which is operating effectively.

INTEGRITY OF PERIODIC CORPORATE REPORTS

The Company has a policy and procedures in place to ensure that periodic corporate reports which are not subject to audit or reviewed by an external auditor comply with relevant disclosure obligations under applicable laws. A copy of the Company's market disclosure and shareholder communications policy can be found at www.mesoblast.com.

PRINCIPLE 5. MAKE TIMELY AND BALANCED DISCLOSURE

CONTINUOUS DISCLOSURE

The Company has a policy and procedures in place to ensure that it identifies and discloses any information concerning the Group that a reasonable person would expect to have a material effect on the price of the Company's securities (price sensitive information) in accordance with the continuous disclosure requirements under ASX Listing Rule 3.1. The Company's policy in relation to market disclosure and shareholder communications can be found at www.mesoblast.com.

The Company has established an internal review committee which reviews all market announcements (other than routine administrative announcements) to ensure they are factual, comply with legal obligations, do not omit material information, provide a balanced view, and are presented in a clear and concise way.

The Board receives copies of all material market announcements either prior to or promptly after they have been made.

All price sensitive information disclosed to the ASX is posted on the Mesoblast website as soon as possible after it is disclosed to the ASX.

Where the Company holds a substantive investor or analyst presentation, including for our quarterly financial results, or one which contains material new information, the material used in the presentation is released concurrently to the ASX and posted on the Mesoblast website.

PRINCIPLE 6. RESPECT THE RIGHTS OF SECURITY HOLDERS

COMPANY WEBSITE

The Company provides information about itself and its governance on its website at www.mesoblast.com.

INVESTOR RELATIONS

Mesoblast's investor relations program involves scheduled and ad hoc interactions with institutional investors, private investors and sell-side and buy-side analysts to facilitate understanding of the Group's business, corporate strategy, governance, financial and operational performance and prospects.

Further, shareholders can contact us at any time through the Group's Investor Relations team. The contact details are available on www.mesoblast.com. The Board receives regular reports from our Chief Executive and Interim Chief Financial Officer regarding feedback from shareholders and analysts. This ensures Directors are aware of concerns being raised giving them a good understanding of current market and shareholder views.

Where possible, the Company arranges for advance notification of significant group briefings (including, but not limited to, financial results announcements) and makes them widely accessible. Webcasts of analysts' calls are generally available on our website at www.mesoblast.com.

SHAREHOLDER MEETINGS

The Board encourages full participation by shareholders at the Annual General Meeting to ensure a high level of Director accountability to shareholders and to enhance shareholders' identification with the Group's strategy and goals. The shareholders are requested to vote on matters such as the adoption of the Remuneration Report, the granting of securities to Directors and changes to the Constitution. Importantly, Mesoblast facilitates and encourages shareholder participation at the Annual General Meeting by providing a question forum at the meeting to address individual shareholder queries. The Company determined all resolutions at its 2021 Annual General Meeting by poll. The Board is committed to monitoring ongoing developments that may enhance communication with shareholders, including technology developments, and the Company has held its second virtual AGM in 2021 as a result of the ongoing COVID-19 restrictions.

COMMUNICATIONS

Mesoblast gives shareholders the option to receive communications from, and send communications to, Mesoblast and its security registry electronically.

PRINCIPLE 7.

RECOGNIZE AND MANAGE RISK

AUDIT AND RISK COMMITTEE

The Board is responsible for satisfying itself annually, or more frequently as required, that management has developed and implemented a sound system of risk management and internal control. Detailed work on this task is delegated to the Audit and Risk Committee and reviewed by the full Board. The Audit and Risk Committee is responsible for ensuring there are adequate policies in relation to risk management, compliance and internal control systems. They monitor the Group's risk management by overseeing management's actions in the evaluation, management, monitoring and reporting of material operational, financial, compliance and strategic risks. In providing this oversight of the Company's risk management systems and practices, the committee:

- reviews the framework and methodology for risk identification, the degree of risk the Company is willing to accept, the management of risk and the processes for auditing and evaluating the Group's risk management system;
- reviews Group-wide objectives in the context of the abovementioned categories of corporate risk;
- reviews and, where necessary, approves guidelines and policies governing the identification, assessment and management of the Group's exposure to risk;
- reviews and approves the delegations of financial authorities and addresses any need to update these authorities on an annual basis; and

- reviews compliance with agreed policies.

The committee recommends any actions it deems appropriate to the Board for its consideration. Details of the committee's charter, composition, structure, membership and attendance of meetings by members can be found under Principle 4 of this statement.

RISK MANAGEMENT FRAMEWORK

The Board is responsible for satisfying itself annually, or more frequently as required, that management has developed and implemented an effective system of risk management and internal control. Management is responsible for ensuring there are adequate policies in relation to risk management, compliance, and internal control systems. The Audit and Risk Committee monitors the Group's risk management by overseeing management's actions in the evaluation, management, monitoring, and reporting of material operational, financial, compliance, strategic, and certain Environmental, Social and Governance (ESG) risks.

The Group's risk management group is headed by the Chief Operating Officer. The risk management group is responsible for designing, implementing, monitoring, and reporting on the Group's management of material business risks and the effectiveness of the Group's risk management and internal control system. The risk management group reviews the Group's risks across its business and operations, and the Group's material business risks and risk management framework are reviewed at least annually by the Audit and Risk Committee.

In 2021, as part of the process of continual improvement, the Group developed a standardized tool to assess the Group's portfolio and corporate risk in partnership with an external risk management expert.

This is in the process of being implemented. Further detail on risks can be found in the 'Risk Factors' section (Item 3.D) on the Form 20-F contained within our Annual Report.

INTERNAL AUDIT FUNCTION

In light of the size and nature of the Company's operations and activities, the Company has not established a formal separate internal audit function. The Company does have, however, a Quality Management Department with appropriate controls in place for monitoring and compliance of clinical and non-clinical studies as well as manufacturing operations. The Company also has a compliance function which establishes the controls for and monitors compliance with the Company's Code, policies, and applicable healthcare-related laws and regulations.

As part of our Nasdaq listing, we are required to comply with rules 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to section 302 of the Sarbanes-Oxley Act of 2002.

To meet these requirements, the Company's management is responsible for establishing and maintaining adequate internal control over financial reporting. External auditors and the Company's management conducted an assessment of the effectiveness of its internal control over financial reporting as of 30 June 2022 and have concluded that its internal control over financial reporting was effective as of that date.

ENVIRONMENTAL, SOCIAL, AND GOVERNANCE (ESG) RISKS

The Group monitors its exposure to risks, including ESG risks. The ESG Statement at Item 4A of the Annual Report sets out at a high level the Group's approach to ESG matters.

ESG issues previously identified in analysis with the assistance of an external consultant are associated directly or indirectly with risks reported in the 'Risk Factors' section (Item 3.D) on the Form 20-F contained within our Annual Report. At this stage the Board does not consider that the Group has any material exposure to ESG risks which are not disclosed through the 'Risk Factors' section.

PRINCIPLE 8. REMUNERATE FAIRLY AND RESPONSIBLY

NOMINATION AND REMUNERATION COMMITTEE

As mentioned above in Principle 2, the Board has established a combined Nomination and Remuneration Committee. The Nomination and Remuneration Committee advises the Board on remuneration and incentive policies and practices generally and makes specific recommendations on remuneration packages and other terms of employment for executive Directors, other senior executives and non-executive Directors.

Committee members receive regular briefings from an external remuneration expert on recent developments on remuneration and related matters. Details of the committee's charter, role and responsibilities, composition, structure, membership and attendance of meetings by members can be found under Principle 2 of this statement.

NON-EXECUTIVE DIRECTOR REMUNERATION POLICY

Non-executive Director remuneration consists of Director fees. In addition, certain non-executive Directors were granted options following authorization from shareholders. These options were not subject to any performance or service hurdles or conditions. Further, non-executive Director remuneration does not include any performance-based remuneration or bonuses. The issue of options to the non-executive Directors is not intended to be an annual or regular event.

Further information on non-executive Directors' remuneration for the 2022 financial year, including principles used to determine remuneration, is set out in the Remuneration Report.

EXECUTIVE DIRECTOR AND SENIOR EXECUTIVES' REMUNERATION POLICY

Executive remuneration consists of fixed pay, performance-based remuneration and equity-based remuneration, and is closely aligned to the success of the Group. Further information on the Executive Directors and senior executives' remuneration for the 2022 financial year, including principles used to determine remuneration, is set out in the Remuneration Report.

SHARE TRADING POLICY

The Company has developed a share trading policy which governs the trading of the Company's shares by Directors, employees and key consultants of the Company – who collectively are known as 'Mesoblast Personnel'. Mesoblast Personnel are not permitted to trade in the Company's securities during the period starting a week prior to the last business day of the month prior to the release of our quarterly financial results, and ending one day after the release of those financial results. The Board may also impose blackout periods during other periods as advised by the Board from time to time.

In addition, no person is able to trade in the Company's shares whilst in the possession of material inside information, and nor are they able to influence any other person with regard to trading in the Company's shares.

The share trading policy prohibits Mesoblast Personnel from trading in the Company's derivatives. This prohibition is in place to prevent such personnel from limiting their economic exposure to risk arising out of an element of remuneration which has not vested, or which has vested but remains the subject of a disposal restriction.

A copy of the Company's share trading policy can be found at www.mesoblast.com.



Mesoblast Limited
ABN 68 109 431 870

Notice of Annual General Meeting and Explanatory Memorandum

For the Annual General Meeting of the Company to be held at:

Time: 11am (Melbourne time, AEDT)

Date: 23 November 2022

Place: MinterEllison
Collins Arch, Level 20
447 Collins Street
Melbourne Victoria 3000

THIS IS AN IMPORTANT DOCUMENT

If you are in doubt as to what to do with this document, please immediately see your legal adviser, financial adviser or stockbroker.

Notice of Annual General Meeting

Notice is given that the Annual General Meeting (AGM) of Mesoblast Limited (ABN 68 109 431 870) (the Company or Mesoblast) will be held at 11am (Melbourne time, AEDT) on 23 November 2022 for the purpose of considering and, if thought fit, passing the resolutions set out below (Notice).

Venue

The Company will this year conduct an AGM with shareholders able to attend physically at MinterEllison, Collins Arch, Level 20, 447 Collins Street, Melbourne Victoria 3000.

Viewing the AGM online

The Company encourages shareholders and proxy holders to participate in the AGM in person. In recognition that this may not be feasible for all shareholders, shareholders may view the AGM online at <https://meetings.linkgroup.com/msb22>. If shareholders are viewing the AGM by webcast, we recommend logging onto our online platform at least 15 minutes prior to the scheduled start time for the AGM by entering <https://meetings.linkgroup.com/msb22> into a web browser on your computer or online device.

Shareholders will need their Shareholder Reference Number or Holder Identification Number, which is printed at the top of their personalised proxy appointment form.

Further information on how to view the AGM via webcast is set out in the Meeting Online Guide available at <https://www.mesoblast.com/agm2022>. Shareholders will not be able to submit their votes or submit questions through the webcast platform. Shareholders planning on viewing the AGM should submit their votes prior to the AGM – detailed instructions on this are set out in this Notice in the section titled “Information on voting, proxies, corporate representatives and attorneys.” In addition, shareholders may submit their questions before the meeting – detailed instructions on this are set out in this Notice in the section titled “Asking questions”

Voting

Shareholders may vote by either:

- physically attending the AGM; or
- appointing a proxy.

Detailed instructions on the above options are set out in this Notice in the section titled “Information on voting, proxies, corporate representatives and attorneys.”

Asking questions

A discussion will be held on all Items to be considered at the AGM.

Shareholders physically attending the AGM will have a reasonable opportunity to ask questions during the AGM, including an opportunity to ask questions of the Company’s external auditor.

To ensure that as many shareholders as possible have the opportunity to speak, shareholders are requested to observe the following:

- all shareholder questions should be stated clearly and should be relevant to the business of the AGM, including matters arising from the Annual Report, Directors’ Report (including the Remuneration Report) and Auditor’s Report, and general questions about the performance, business or management of the Company;
- if a shareholder has more than one question on an Item, all questions should be asked at the one time; and
- shareholders should not ask questions at the AGM regarding personal matters or those that are commercial in confidence.

Shareholders may register questions in advance of the AGM and are invited to do so. A Shareholder Question Form has been sent to shareholders and is also available on the Company’s website: <https://www.mesoblast.com/agm2022>.

We will attempt to address the more frequently asked questions in the Chair and Chief Executive’s presentations at the AGM. Written questions must be received by the Company or Link Market Services Limited by 5.00pm on 16 November 2022, and can be submitted online, by mail, by fax or in person (as set out on the top of the Shareholder Question Form).

ITEMS OF BUSINESS

Please note that additional information concerning the proposed resolutions is contained in the Explanatory Memorandum that accompanies and forms part of this Notice.

1. Receipt and Consideration of Financial Statements and Reports

To receive and consider the Financial Statements of the Company and the reports of the Directors and Auditor for the year ended 30 June 2022, as set out in the Company's 2022 Annual Report.

2. Adoption of the Remuneration Report

To consider and, if thought fit, pass the following resolution:

"That the Remuneration Report (which forms part of the Company's 2022 Annual Report) for the financial year ended 30 June 2022 be adopted."

The vote on this Item is advisory only and does not bind the directors of the Company (Directors) or the Company.

Voting exclusions apply to this Item 2 – please see the Voting Exclusions on pages 5 to 7.

3. Election of Directors

To consider and, if thought fit, pass the following resolutions:

a) Election of Dr Philip Krause

"That Dr Philip Krause, a Director retiring from office in accordance with clause 63.2 of the Company's constitution, being eligible, is elected as a Director of the Company."

b) Election of Ms Jane Bell

"That Ms Jane Bell, a Director retiring from office in accordance with clause 63.2 of the Company's constitution, being eligible, is elected as a Director of the Company."

4. Re-election of Directors

To consider and, if thought fit, pass the following resolutions:

a) Re-election of Dr Eric Rose

"That Dr Eric Rose, a Director retiring from office in accordance with clause 64.1 of the Company's constitution, being eligible, is re elected as a Director of the Company."

b) Re-election of Mr William Burns

"That Mr William Burns, a Director retiring from office in accordance with clause 64.1 of the Company's constitution, being eligible, is re elected as a Director of the Company."

5. Approval of Proposed Issue of Options to Newly Appointed Directors, Dr Philip Krause and Ms Jane Bell

To consider and, if thought fit, pass the following resolutions:

a) Proposed issue of Options to Dr Philip Krause

"That the Company approves for the purposes of Listing Rule 10.14 and for all other purposes:

- (i) the grant to Dr Philip Krause (a Non-Executive Director of the Company) of 200,000 options under and in accordance with the Company's Employee Share Option Plan and on the basis described in the Explanatory Memorandum accompanying the Notice of this Meeting; and*
- (ii) any issue of fully paid ordinary shares in the Company to Dr Philip Krause on the exercise of any such options."*

b) Proposed issue of Options to Ms Jane Bell

"That the Company approves for the purposes of Listing Rule 10.14 and for all other purposes:

- (i) the grant to Ms Jane Bell (a Non-executive Director of the Company) of 200,000 options under and in accordance with the Company's Employee Share Option Plan and on the basis described in the Explanatory Memorandum accompanying the Notice of this Meeting; and*
- (ii) any issue of fully paid ordinary shares in the Company to Ms Jane Bell on the exercise of any such options."*

Voting exclusions apply to this Item 5 – please see the Voting Exclusions on pages 5 to 7.

6. Approval of Proposed Issue of Options to Chief Executive Officer, Dr Silviu Itescu and Chief Medical Officer, Dr Eric Rose in Connection with their Remuneration

To consider and, if thought fit, pass the following resolutions:

a) Proposed issue of Options to Chief Executive Officer, Dr Silviu Itescu

“That the Company approves, for the purposes of Listing Rule 10.14 and for all other purposes:

- (i) the grant to Dr Silviu Itescu (being the Chief Executive Officer and Managing Director of the Company as at the date this resolution is passed) of 2,325,000 options, as the long-term incentive component of Dr Itescu’s remuneration for the 2022/2023 financial year, under and in accordance with the Employee Share Option Plan and on the basis described in the Explanatory Memorandum accompanying the Notice of this Meeting; and*
- (ii) any issue of fully paid ordinary shares in the Company to Dr Silviu Itescu on the exercise of the above options.”*

b) Proposed issue of Options to Chief Medical Officer, Dr Eric Rose

“That the Company approves, for the purposes of Listing Rule 10.14 and for all other purposes:

- (i) the grant to Dr Eric Rose (being the Chief Medical Officer of the Company as at the date this resolution is passed) of the following options under and in accordance with the Employee Share Option Plan and on the basis described in the Explanatory Memorandum accompanying the Notice of this Meeting:*
 - A. 1,250,000 options as part of his appointment as Chief Medical Officer of the Company; and*
 - B. 900,000 options as the long-term incentive component of Dr Rose’s remuneration for the 2022/2023 financial year; and*
- (ii) any issue of fully paid ordinary shares in the Company to Dr Eric Rose on the exercise of any such options.”*

Voting exclusions apply to this Item 6 – please see the Voting Exclusions on pages 5 to 7.

7. Ratification of Issue of Shares to existing Major Shareholders

To consider and, if thought fit, pass the following resolutions:

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, shareholders approve and ratify the issue of fully paid ordinary shares by the Company to existing major shareholders on the terms and conditions as more fully described in the Explanatory Memorandum accompanying the Notice of this Meeting.”

Voting exclusions apply to this Item 7 – please see the Voting Exclusions on pages 5 to 7.

8. Approval of Employee Share Option Plan for employees for the purpose of Listing Rule 7.2 (Exception 13) and the definition of employee share buy-back

To consider and, if thought fit, pass the following resolution:

“That, for the purposes of ASX Listing Rule 7.2 (Exception 13), the Corporations Act definition of ‘employee share buy-back’ and for all other purposes, shareholders approve the grant of options by the Board in its discretion in accordance with the Employee Share Option Plan (a summary of which is set out in the Explanatory Memorandum accompanying the Notice of this Meeting) as an exception to ASX Listing Rule 7.1.”

Voting exclusions apply to this Item 8 – please see the Voting Exclusions on pages 5 to 7.

9. Adoption of amendments to Constitution

To consider and, if thought fit, pass the following special resolution:

“That the Constitution of Mesoblast Limited be varied and amended by adding the underlined text and deleting the struck out text in the document tabled at the Meeting and signed by the Chairman of the Meeting for the purposes of identification.”

Voting exclusions apply to this Item 9 – please see the Voting Exclusions on pages 5 to 7.

Further information

For detailed information on the above Agenda Items, please refer to the Explanatory Memorandum on pages 8 to 23.

By order of the Board:

Handwritten signatures of Niva Sivakumar and Paul Hughes. The signature on the left is 'N. Sivakumar' and the signature on the right is 'P. Hughes'.

Niva Sivakumar and Paul Hughes
Joint Company Secretaries

24 October 2022

Voting Exclusions

Voting Exclusion for Item 2 – Adoption of the Remuneration Report

The Company will disregard any votes cast on the resolution proposed in Item 2:

- by or on behalf of any Key Management Personnel (KMP) member whose remuneration details are included in the Remuneration Report, or any of their closely related parties, regardless of the capacity in which the votes are cast; or
- by any person who is a KMP member as at the time Item 2 is voted on at the AGM, or any of their closely related parties, as a proxy,

unless the votes are cast as a proxy for a person who is entitled to vote on Item 2:

- in accordance with a direction in the proxy appointment; or
- by the Chair of the AGM in accordance with an express authorisation in the proxy appointment to cast the votes even if Item 2 is connected directly or indirectly with the remuneration of a KMP member.

Voting Exclusion for:

- Items 5(a) and 5(b) Approval of Proposed Issue of Options to Newly Appointed Directors, Dr Philip Krause and Ms Jane Bell; and
- Items 6(a) and 6(b) – Approval of Proposed Issue of Options to Chief Executive Officer, Dr Silviu Itescu and Chief Medical Officer, Dr Eric Rose in connection with their remuneration.

The Company will disregard any votes cast in favour of the resolutions proposed in Items 5(a), 5(b), 6(a) and 6(b):

- by a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Employee Share Option Plan (or their respective associates); and
- by any person who is a KMP as at the time Items 5(a), 5(b), 6(a) and 6(b) are voted on at the AGM (or any respective closely related party).

However, the Company need not disregard a vote on the resolutions proposed in Items 5(a), 5(b), 6(a) and 6(b) if it is cast:

- by a person as proxy or attorney for a person who is entitled to vote on the Item, in accordance with the directions given to the proxy or attorney to vote on the Item in that way;
- by the Chair of the AGM as proxy or attorney for a person who is entitled to vote on the Item, in accordance with a direction given to the Chair to vote on the Item as the Chair decides; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Item; and
 - the holder votes on the Item in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, a vote must not be cast on Items 5(a), 5(b), 6(a) and 6(b) by a member of the KMP of the Company, or a closely related party of a KMP, acting as proxy for a person entitled to vote, if their appointment does not specify the way the proxy is to vote on Items 5(a), 5(b), 6(a) and 6(b). This restriction on voting undirected proxies does not apply to the Chair of the AGM acting as a proxy for a person entitled to vote on Items 5(a), 5(b), 6(a) and 6(b) because the Company's proxy appointment expressly authorises the Chair of the AGM to exercise undirected proxies.

Voting Exclusion for Item 7 – Ratification of Issue of Shares to existing Major Shareholders

The Company will disregard any votes cast in favour of the resolutions proposed in Item 7 by or on behalf of:

- a person who participated in the issue which is the subject of the resolution proposed at Item 7; or
- an associate of that person (or those persons).

However, the Company need not disregard a vote on the resolution proposed in Item 7 if it is cast:

- by a person as proxy or attorney for a person who is entitled to vote on Item 7, in accordance with the directions given to the proxy or attorney to vote on Item 7 in that way;
- by the person chairing the meeting as proxy or attorney for a person who is entitled to vote on the Item, in accordance with a direction given to the Chair to vote on the Item as the Chair decides; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Item; and
 - the holder votes on the Item in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Exclusion for Item 8 – Approval of Employee Share Option Plan for employees for the purpose of Listing Rule 7.2 (Exception 13)

The Company will disregard any votes cast in favour of the resolution proposed in Item 8:

- by a person who is eligible to participate in the Employee Share Option Plan; or
- an associate of that person (or those persons).

However, the Company need not disregard a vote on the resolution proposed in Item 8 if it is cast:

- by a person as proxy or attorney for a person who is entitled to vote on Item 8, in accordance with the directions given to the proxy or attorney to vote on Item 8 in that way;
- by the person chairing the meeting as proxy or attorney for a person who is entitled to vote on the Item, in accordance with a direction given to the Chair to vote on the Item as the Chair decides; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Item; and
 - the holder votes on the Item in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, a vote must not be cast on Item 8 by a member of the KMP of the Company, or a closely related party of a KMP, acting as proxy for a person entitled to vote, if their appointment does not specify the way the proxy is to vote on Item 8. This restriction on voting undirected proxies does not apply to the Chair of the AGM acting as a proxy for a person entitled to vote on Item 8 because the Company's proxy appointment expressly authorises the Chair of the AGM to exercise undirected proxies.

Voting Exclusion for Item 9 – Adoption of amendments to Constitution

A vote must not be cast on Item 9 by a member of the KMP of the Company, or a closely related party of a KMP, acting as proxy for a person entitled to vote, if their appointment does not specify the way the proxy is to vote on Item 9. This restriction on voting undirected proxies does not apply to the Chair of the AGM acting as a proxy for a person entitled to vote on Item 9 because the Company's proxy appointment expressly authorises the Chair of the AGM to exercise undirected proxies.

Defined terms used in these voting exclusions

For the purposes of these voting exclusions:

- The KMP are those persons having authority and responsibility for planning, directing and controlling the activities of the Mesoblast consolidated group, either directly or indirectly. This includes all Directors (Executive and Non Executive). The KMP for the Mesoblast consolidated group during the year ended 30 June 2022 are listed in a section titled 'Key Management Personnel' in Item 6.A of the Company's Form 20-F for the year ended 30 June

2022 (which is contained within the Company's Annual Report for the year ended 30 June 2022).

- A *closely related party* of a KMP member means:
 - a spouse or child of the member; or
 - a child of the member's spouse; or
 - a dependant of the member or of the member's spouse; or
 - anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Mesoblast consolidated group; or
 - a company the member controls.

The Company will also apply these voting exclusions to persons appointed as attorney by a shareholder to attend and vote at the AGM under a power of attorney, as if they were appointed as a proxy.

Explanatory Memorandum relating to the 2022 Notice of Annual General Meeting

This Explanatory Memorandum accompanies and forms part of the Notice of AGM.

ITEMS OF BUSINESS

Item 1 – Receipt and Consideration of Financial Statements and Reports

The laws in Australia require the Company's financial statements and reports for the last financial year just ended to be presented to the AGM. This Item does not require a formal resolution to be put at the AGM.

Rather, this agenda Item is intended to provide shareholders with the opportunity to raise questions on the financial statements and reports contained in the Company's 2022 Annual Report, and on the performance of the Company generally.

Shareholders should note that the financial statements and reports will be received in the form presented. It is not the purpose of the meeting for the financial statements and reports to be accepted, rejected or modified in any way. There is no requirement either in the *Corporations Act 2001* (Cth) (*Corporations Act*) or in the constitution of the Company for shareholders to approve the financial report, the Directors' report or the Auditor's report.

Item 2 – Adoption of the Remuneration Report

Under the Corporations Act, the Company is required to include in the Directors' Report a detailed Remuneration Report setting out certain prescribed information relating to Directors' and Executives' remuneration and submit this for adoption by resolution of shareholders at the AGM.

The Remuneration Report is set out on pages 88 to 117 of the Company's 2022 Annual Report. A copy of the 2022 Annual Report can be found on the Company's website at <https://www.mesoblast.com/agm2022> or by contacting the Company's share registry, Link Market Services.

The Remuneration Report includes:

- an explanation of the Company's remuneration strategy and guiding principles;
- an explanation of the Company's policies in relation to the nature and amount of the remuneration of the KMP;
- a description of the relationship between such policies and the Company's performance;
- if an element of remuneration is performance based, an explanation why the performance conditions were chosen and how performance is measured against those conditions; and
- remuneration details for the KMP.

During this Item, there will be an opportunity for shareholders at the meeting to comment on and ask questions about the Remuneration Report and shareholders are asked to adopt the Remuneration Report.

The vote on the resolution in this Item is advisory only and will not bind the Directors or the Company. The Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies of the Company.

Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company (as described in the Remuneration Report), and that each Director (or any closely related party of a Director) is excluded from voting their shares on Item 2 (as described in the 'Voting Exclusions' section above), the Directors unanimously recommend that shareholders vote in favour of Item 2 to adopt the Remuneration Report.

Item 3 – Election of Directors

a) Election of Dr Philip Krause

Dr Philip Krause was appointed to the Board as a Director on 24 March 2022. With over 30 years of experience at the United States Food and Drug Administration (FDA), Dr Krause has a unique combination of scientific, regulatory, clinical, and public health experience. He is a physician with board certification in internal medicine and infectious diseases and a researcher with over 100 publications on topics spanning clinical evaluation of vaccines, viral pathogenesis and immunology, and biological product development. He is currently an independent consultant, providing strategic and regulatory advice related to biological product development. He recently served as deputy director of FDA's Office of Vaccines Research and Review, where he led assessments of biological products for evaluation and licensure and helped to oversee the development and evaluation of all vaccines authorized and licensed in the US over the past 10 years. He has also served as a key advisor to the World Health Organization, providing advice on vaccine development and evaluation, including as Chair of the WHO's Research and Development Blueprint COVID-19 Vaccine Expert Group. He graduated from Yale Medical School (MD), Florida State University (MBA) and the University of Illinois (BS and MS in Computer Science).

The Board has determined that Dr Philip Krause is an independent Director.

b) Election of Ms Jane Bell

Ms Jane Bell was appointed to the Board as a Director on 18 August 2022. Ms Bell is a banking and finance lawyer with 30 years of corporate finance expertise focusing on international investment transactions gained in the United States, Canada, Australia and the United Kingdom, including capital markets, funds management, mergers, acquisitions and divestments. Ms Bell has served as a non-executive Director for 20 years in a diverse range of highly regulated sectors including delivery of healthcare, life sciences, medical research, and funds management. Ms Bell currently serves as Deputy Chair of Monash Health and Chair of its Audit Committee, one of Australia's largest and most diverse public health service delivering more than 3.46 million episodes of care across an extensive network of hospitals, rehabilitation, aged care, community health and mental health facilities. She is also currently a Director of Amplia Therapeutics Limited (a listed public company, ASX:ATX) and Chair of its Audit Committee, a Director of Jessie McPherson Private Hospital, and a Member at the Australian Government's Administrative Appeals Tribunal. From 2014 until 2021 she was a Director of U Ethical Investors, Australia's first ethical funds manager with over \$1.2B of funds under management, and a member of its Audit and Investment Committees. She is a former Chair of Melbourne Health (Royal Melbourne Hospital), Director of Hudson Institute of Medical Research and WorkSafe Victoria.

Ms Bell holds a Master of Laws from King's College London, Bachelor of Laws from the University of Melbourne and a Bachelor of Economics from Monash University.

The Board has determined that Ms Jane Bell is an independent Director.

Recommendation

The Board recommends that shareholders vote in favour of the respective election of each of the above candidates. Each relevant candidate has not participated in the Board resolution relating to their own candidacy.

Item 4 – Re-election of Directors

a) Re-election of Dr Eric Rose

Dr Eric Rose was appointed to the Board in 2013 and last elected by shareholders at the Company's 2019 AGM.

In accordance with clause 64.1 of the Company's constitution, Dr Rose retires by rotation at the end of the AGM and, being eligible, offers himself for re-election at the AGM.

Dr Rose is a highly respected physician scientist with focus on clinical investigation, drug discovery, biodefense, and health policy. As a world-renowned heart surgeon and scientist, Dr Rose led the Columbia Presbyterian heart transplantation program from 1982 through 1992 and made history in 1984 when he performed the first successful pediatric heart transplant. From 1994 through 2007, he served as Chairman of Columbia University's Department of Surgery and Surgeon-in-Chief of Columbia Presbyterian Medical Center in New York. During this time his leadership of the NIH supported program Randomized Evaluation of Mechanical Circulatory Support in Heart Failure (REMATCH) resulted in the first FDA approval of an implantable left ventricular assist device for long term circulatory support, spawning an entire new industry. From 2007-2011, Dr Rose served on the National Biodefense Scientific Board which advises the United States Health and Human Services Secretary on biodefense, influenza, and emerging diseases. In 2007 he was appointed Chairman and CEO of SIGA Technologies where he oversaw development of the first antipoxviral drug approved in the United States, TPOXX for the treatment of smallpox.

Dr Rose played a key role in obtaining FDA approval of the drug in 2019, and he was responsible for securing contracts with BARDA under which the US Government has procured 1.7 million courses of TPOXX for more than US\$1 billion into the Strategic National Stockpile (SNS). Dr Rose continues to be a non-executive director of leading implantable cardiovascular device company, ABIOMED (a listed public company, NASDAQ:ABMD). Dr Rose was appointed Mesoblast's Chief Medical Officer in February 2022.

The Board has determined that Dr Eric Rose is not an independent Director.

b) Re-election of Mr William Burns

Mr William Burns was appointed to the Board in 2014 and last elected by shareholders at the Company's 2019 AGM. In accordance with clause 64.1 of the Company's constitution, Mr Burns retires by rotation at the end of the AGM and, being eligible, offers himself for re-election at the AGM.

Mr Burns has served on the board of directors since 2014, and was appointed Vice Chairman in 2016 and Chair of the Nomination and Remuneration Committee in 2022. He spent his entire management career at the Beecham Group and F. Hoffmann-La Roche Ltd. Mr Burns was Chief Executive Officer of Roche Pharmaceuticals from 2001 to 2009, when he joined the board of directors of F. Hoffmann-La Roche Ltd. until he retired in 2014. He is the Chair of Molecular Partners (a listed public company, SWX:MOLN), and has been a Non-Executive Director of Shire PLC, Chugai Pharmaceutical Co., Genentech, Crucell, and Chairman of Biotie Therapies Corp. from 2014 until its sale to Acorda Therapeutics Inc. in 2016. Mr Burns is also a member of the Oncology Advisory Board of the Universities of Cologne/Bonn in Germany. In 2014, he was appointed a trustee of the Institute of Cancer Research, London, and from 2016 until 2020 served as a Governor of The Wellcome Trust in London, UK.

The Board has determined that Mr William Burns is an independent Director.

Recommendation

The Board recommends that shareholders vote in favour of the re-election of each of the above candidates. Each relevant candidate has not participated in the Board resolution relating to their own candidacy.

Item 5 – Approval of Proposed Issue of Options to Newly Appointed Directors, Dr Philip Krause and Ms Jane Bell

The Board considers that it is important to ensure that the Company remains globally competitive in terms of the benefits made available to non-executive Directors to ensure that the Company can continue to attract and retain candidates of high calibre and experience. The Board considers that the grant of options to non-executive Directors is an important component of providing competitive benefits in the international biotechnology sector. Such grants are not inconsistent with practice in the sector.

The proposed issue of options to Dr Philip Krause and Ms Jane Bell is in connection with their recent appointment as a non-executive Directors of the Company, and is consistent with the number of options granted in relation to other recent non-executive director appointments. The Directors do not presently intend for an issue of options to be an annual or regular event for non-executive Directors.

While a potential disadvantage to the shareholders approving this item is the dilution of shareholders if the options are exercised in the future, the Board believes that the issue of the options is in the best interests of the Company as a whole, aligns non-executive Director interests with those of shareholders, and is a prudent means of conserving the Company's available cash. Further, any dilution would be minimal.

ASX Listing Rule 10.14 provides that a listed company must not permit a director (among others) to acquire equity securities under an employee incentive scheme unless the company obtains prior shareholder approval. As the issue of options to Dr Philip Krause and Ms Jane Bell falls within Listing Rule 10.14, the Company is seeking Shareholders approval for the proposed issue of the options to Dr Philip Krause and Ms Jane Bell.

ASX Listing Rule 10.15 requires certain information to be provided to shareholders in relation to the approval of an acquisition of equity securities by a director under an employee incentive scheme. This information is set out in the subsequent table on pages 11 to 12.

Proposed Issue of Options to Dr Philip Krause and Ms Jane Bell

The options will be issued to Dr Krause and Ms Bell in accordance with the Employee Share Option Plan which is sought to be approved by the Company's shareholders at Item 8.

Key terms applying to the options for Dr Krause and Ms Bell are summarised below.

- (i) These options will vest in three equal tranches, with vesting dates on the first, second and third anniversaries of the grant date, and an expiry date of seven years from the grant date. The options to Dr Krause and Ms Bell will not be subject to any performance conditions or hurdles.
- (ii) The options will be subject to lapsing where the holder is a 'Bad Leaver'. Unless the Board determines otherwise in accordance with the rules of the Employee Share Option Plan:
 - where the holder is a 'Bad Leaver', all rights, entitlements and interests in any unexercised options (including those that are vested options) held by the holder will be forfeited and will lapse immediately. In broad terms, a holder will be a 'Bad Leaver' where they cease to be a Director of the Company in circumstances where they have engaged in conduct adverse to the Company, or breach the terms of their appointment; and
 - where a holder is a 'Leaver', the holder will retain all vested and unvested options and they will remain subject to vesting (if unvested) and expiry as noted in (i) above. A holder will be a 'Leaver' where they cease to be a Director of the Company in circumstances where they are not a 'Bad Leaver' (and a 'Leaver' will include someone who resigns or retires).
- (iii) Other than as set out above, the options will also have terms and conditions attaching to the Employee Share Option Plan which are described in this Explanatory Memorandum at pages 17 to 20.

ASX Listing Rule 10.15 requires that the meeting documents concerning a proposed resolution to approve an issue of securities, in accordance with ASX Listing Rule 10.14, must include the following information.

The name and category which the person falls within in Listing Rule 10.14.1 – 10.14.3 and why	Dr Krause, a Non-Executive Director of the Company. Ms Bell, a Non-Executive Director of the Company.
The number and class of securities proposed to be issued to the person	The total number of options that may be issued to Dr Krause is 200,000 time-based options. The total number of options that may be issued to Ms Bell is 200,000 time-based options.
If the person is a director, the details (including the amount) of the director's current total remuneration package	Dr Krause's fixed remuneration consists of directors' fees of A\$128,250 and A\$10,000 per annum for being a member of the Board of Directors and the Nomination and Remuneration Committee respectively. In addition, it is proposed that Dr Krause receive a grant of 200,000 time-based options amounting to a total grant value of approximately A\$125,000 as at the date the Board approved the grant. Ms Bell's fixed remuneration consists of directors' fees of A\$128,250 for being a member of the Board of Directors, and an additional A\$10,000 per annum for each board sub-committee of which she is a member, namely the Nomination and Remuneration Committee and the Audit & Risk Committee. In addition, it is proposed that Ms Bell receive a grant of 200,000 time-based options amounting to a total grant value of approximately A\$105,500 as at the date the Board approved the grant. The Directors do not presently intend for an issue of options to be an annual or regular event for non-executive Directors.
The number of securities that have previously been issued to the person under the scheme and the average acquisition price (if any) paid by the person for those securities	Dr Krause has not been previously issued with any securities under the Company's previous employee share option plan. Ms Bell has not been previously issued with any securities under the Company's previous employee share option plan.
If the securities are not fully paid ordinary shares, a summary of the material terms of the securities, an explanation of why that type of security is being used and the value attributed to that security and its basis	Other than as set out above, the options issued to Dr Krause and Ms Bell will have terms and conditions attaching to the Employee Share Option Plan which are described in this Explanatory Memorandum at pages 17 to 20. The exercise price of the options proposed to be issued to Dr Krause and Ms Bell is A\$1.01 and A\$0.85 respectively which was calculated based on the higher of (i) the volume weighted average share price of the five ASX trading days up to Board approval of the grant and (ii) the last closing price of an ordinary share on the ASX at Board approval. The value attributed to each option is calculated using the Black Scholes formula, based on the 5-day VWAP as of the date of Board approval of the options.

The date or dates on or by which the Company will issue the securities to the person under the scheme which must not be later than 3 years after the date of this meeting	If Item 5(a) and/or Item 5(b) is approved by shareholders, the corresponding options will be issued no later than 12 months after the meeting.
The exercise price at which the Company will issue the securities to the person under the scheme	A\$1.01 per option that may be issued to Dr Krause, and A\$0.85 per option that may be issued to Ms Bell.
A summary of the material terms of the scheme	See pages 17 to 20 below.
No loans	No loans are proposed in connection with the proposed issue of Options.
Additional disclosures	<p>If Item 5(a) and/or Item 5(b) is passed, the Company will proceed with the issue of options noted above to Dr Krause and/or Ms Bell.</p> <p>If Item 5(a) and/or Item 5(b) is not passed, the Company will not be able to proceed with the issue of options noted above to Dr Krause and/or Ms Bell and the Company will consider alternative means of remuneration for his and/or her services as a non-executive Director.</p> <p>Details of any securities issued under the scheme will be published by the Company in its annual report relating to the relevant period in which they are issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.</p> <p>Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the scheme after this resolution is approved by shareholders and who are not named in this Notice of AGM will not participate until shareholder approval is obtained under Listing Rule 10.14.</p>

Recommendation

The Directors (with Dr Krause and Ms Bell abstaining in relation to the Items relating personally to them) recommend that shareholders vote in favour of Item 5(a) and Item 5(b).

Item 6 – Approval of Proposed Issue of Options to Chief Executive Officer, Dr Silviu Itescu and Chief Medical Officer, Dr Eric Rose in connection with their remuneration

a) Chief Executive Officer, Dr Silviu Itescu

As detailed in the Remuneration Report set out on pages 88 to 117 of the Company's 2022 Annual Report, the CEO's remuneration framework has changed in recent years through the halving of his short-term incentive opportunity to 50% of fixed remuneration (down from 100%) and the introduction of long-term incentives (LTI) of 200% of fixed remuneration in the form of options over fully paid ordinary shares in the Company. These changes result in lower cash costs and bring the CEO's remuneration into better alignment with biotechnology peers in key markets for biotechnology personnel, which have a large proportion of remuneration in LTI, strongly aligning CEO outcomes to those of shareholders.

Shareholders are accordingly asked to approve the issue of 2,325,000 milestone-based options to Dr Silviu Itescu, CEO, under the Employee Share Option Plan, which constitute the LTI component of Dr Itescu's remuneration for the 2022/2023 financial year. Vesting of these options is subject to the achievement of specified milestones determined by the Board, as well as minimum holding periods from grant.

Given the Company's share price is lower than the average share price over the last three years, when determining the LTI component of the CEO's remuneration for the 2022/2023 financial year, the Board chose to exercise moderation and set the LTI component of the CEO's remuneration as 156% of fixed remuneration for 2022/2023 financial year rather than 200%.

Vesting for the proposed issue of options will be contingent on achievement of the following milestones, being:

- LTI Commercialisation/Clinical KPIs – 60% (1,395,000 options): commercial and clinical milestones in relation to the potential launch of remestemcel-L; and
- LTI Financial/Business KPIs – 40% (930,000 options): financial and business development milestones in relation to remestemcel-L and rexlemestrocel-L platforms.

Due to their commercially sensitive nature, the Company intends to provide further details related to the above performance metrics in the annual report following the achievement of the relevant milestones. It is noted that the KPIs may be deemed by the Board to have been only partially met, in which case not all of the grant amount may vest.

The options are also subject to minimum holding periods, whereby they are eligible for vesting in three equal tranches subject to the achievement of the above milestones, on the first, second and third anniversary of the grant date.

Dr Itescu will only realise value from the options if the milestones are achieved, and the share price of the Company exceeds the exercise price (set based on the share price when the Board approved the grant of the options).

The options will be issued to Dr Itescu in accordance with the Employee Share Option Plan, the terms and conditions of which are described in this Explanatory Memorandum at pages 17 to 20.

b) Chief Medical Officer, Dr Eric Rose

In relation to his appointment as Chief Medical Officer

The proposed issue of options to Dr Eric Rose is in connection with his appointment as Chief Medical Officer earlier this year and forms part of the LTI component of his remuneration.

The Board considers that it is important to ensure that the Company remains globally competitive in terms of the benefits made available to senior executives to ensure that the Company can continue to attract and retain candidates of high calibre and experience. The Board considers that granting sign-on options to incoming senior executives is an important component of providing competitive benefits in the international biotechnology sector.

Shareholders are accordingly asked to approve the issue of 1,250,000 time-based options to Dr Eric Rose, CMO, under the Employee Share Option Plan, in connection with his appointment as Chief Medical Officer. These options are subject to minimum holding periods, whereby they are eligible for vesting in three equal tranches, on the first, second and third anniversaries of the grant date.

The 1,250,000 time-based options will be issued to Dr Rose in accordance with the Employee Share Option Plan, the terms and conditions of which are described in this Explanatory Memorandum at pages 17 to 20.

In relation to remuneration for the 2022/2023 financial year

As detailed in the Remuneration Report set out on pages 88 to 117 of the Company's 2022 Annual Report, the CMO's remuneration framework includes a short-term incentive opportunity which is 50% of fixed remuneration, and a LTI component which is 100% of fixed remuneration in the form of options over fully paid ordinary shares to the Company. This framework is aligned with biotechnology peers in key markets for biotechnology personnel, which have a large proportion of remuneration in LTI, strongly aligning outcomes to those of shareholders.

Shareholders are accordingly asked to approve the issue of 900,000 milestone-based options to Dr Eric Rose, CMO, under the Employee Share Option Plan, which constitute the LTI component of Dr Rose's remuneration for the 2022/2023 financial year. Vesting of these options is subject to the achievement of specified milestones determined by the Board, as well as minimum holding periods from grant.

Given the Company's share price is lower than the average share price over the last three years, when determining the LTI component of the CMO's remuneration for the 2022/23 financial year the Board chose to exercise moderation and set the LTI component of the CMO's remuneration as 63% of fixed remuneration for 2022/2023 financial year rather than 100%.

Vesting for the proposed issue of options will be contingent on achievement of the following milestones, being:

- LTI Regulatory KPIs (600,000 options): milestones related to the regulatory progress of remestemcel-L for pediatric patients with SR-aGVHD with the United States Food and Drug Administration (FDA), including the resubmission of its Biologics License Application and its potential approval by the FDA; and
- LTI Clinical KPIs (300,000 options): milestone related to the clinical progress of the Company's lead products.

Due to their commercially sensitive nature, the Company intends to provide further details related to the above performance metrics in the annual report following the achievement of the relevant milestones. It is noted that the KPIs may be deemed by the Board to have been only partially met, in which case not all of the grant amount may vest.

The options are also subject to minimum holding periods, whereby they are eligible for vesting in three equal tranches subject to the vesting of the above milestones, on the first, second and third anniversaries of the grant date.

Dr Rose will only realise value from the options in the event that the milestones are achieved, and the share price of the Company exceeds the exercise price (set based on the share price when the Board approved the grant of the options).

The 900,000 milestone-based options will be issued to Dr Rose in accordance with the Employee Share Option Plan, the terms and conditions of which are described in this Explanatory Memorandum at pages 17 to 20.

Recommendation

The Directors (with Dr Itescu and Dr Rose abstaining in relation to the Items relating personally to them) recommend that shareholders vote in favour of Item 6(a) and Item 6(b).

Information required by the ASX Listing Rules for Item 6

The Company seeks shareholder approval to issue options to Dr Silviu Itescu and Dr Eric Rose for the purposes of ASX Listing Rule 10.14 which provides that an entity must not permit any Director (among others) to acquire equity securities under an employee incentive scheme without the prior approval of shareholders.

ASX Listing Rule 10.15 requires that the meeting documents concerning a proposed resolution to approve an issue of equity securities, in accordance with ASX Listing Rule 10.14, must include the information below:

The name and category which the person falls within in Listing Rule 10.14.1 – 10.14.3 and why	Dr Silviu Itescu is the Chief Executive Officer and Managing Director of the Company. Dr Eric Rose is the Chief Medical Officer of the Company.
The number and class of securities proposed to be issued to the person	The total number of options that may be issued to Dr Itescu is 2,325,000 milestone-based options. The total number of time-based options that may be issued to Dr Rose is 1,250,000. The total number of milestone-based options that may be issued to Dr Rose is 900,000.
If the person is a director, the details (including the amount) of the director's current total remuneration package	Dr Itescu's current total remuneration package consists of A\$1,010,000 fixed remuneration, short term incentive payment of up to 50% of fixed remuneration (ie, A\$505,000), and long-term incentive consisting of 2,325,000 milestone-based options, amounting to a total grant value of approximately A\$1,578,000 as at the date the Board approved the grant. Dr Rose's current total remuneration package consists of US\$615,000 fixed remuneration, short term incentive payment of up to 50% of fixed remuneration (ie, US\$307,500), and long-term incentive consisting of 900,000 milestone-based options, amounting to a total grant value of approximately US\$378,800 as at the date the Board approved the grant. Dr Rose will also receive a grant of 1,250,000 time-based options amounting to a total grant value of approximately US\$526,000 as at the date the Board approved the grant.
The number of securities that have previously been issued to the person under the scheme and the average acquisition price (if any) paid by the person for those securities	Dr Itescu has previously received shareholder approval for the issue of 4,635,334 options under the Company's previous employee share option plan. The previous grants have the following exercise prices: A\$1.77 (1,550,000 options), A\$3.41 (1,200,000 options) and A\$1.47 (1,885,334 options). Dr Rose has a total of 220,000 outstanding options that were previously issued under the Employee Share Option Plan prior to his appointment as Chief Medical Officer. The previous grants have the following exercise prices: A\$1.83 (120,000 options) and A\$1.33 (100,000 options)
If the securities are not fully paid ordinary shares, a summary of the material terms of the securities, an explanation of why that type of security is being used and the value attributed to that security and its basis	The options issued to Dr Itescu and Dr Rose will have terms and conditions attaching to the Employee Share Option Plan which are described in this Explanatory Memorandum at pages 17 to 20. Options have been selected as the instrument for the LTI because they conserve cash, align with shareholder interests, and focus executives on ensuring strategy, risk management, and execution that optimizes shareholder value. The value attributed to each option is calculated using the Black Scholes formula, based on the 5-day VWAP up to the date of Board approval of the options.
The date or dates on or by which the Company will issue the securities to the person under the scheme which must not be later than 3 years after the date of this meeting	If Item 6(a) and/or Item 6(b) is approved by shareholders, the corresponding options will be issued no later than 12 months after the meeting.
The exercise price at which the Company will issue the securities to the person under the scheme	A\$1.03 per option that may be issued to Dr Itescu, and A\$1.03 per option that may be issued to Dr Rose.
A summary of the material terms of the scheme	See pages 17 to 20 below.
No loans	No loans are proposed in connection with the proposed issue of Options.

Additional disclosures

If Item 6(a) and/or Item 6(b) is passed, the Company will proceed with the issue of options noted above to Dr Itescu and/or Dr Rose.

If Item 6(a) and/or Item 6(b) is not passed, the Company will not be able to proceed with the issue of options noted above to Dr Itescu and/or Dr Rose and the Company will consider alternative means of providing long term incentives to Dr Itescu and/or Dr Rose.

Details of any securities issued under the scheme will be published by the Company in its annual report relating to the relevant period in which they are issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.

Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the scheme after this resolution is approved by shareholders and who are not named in this Notice of AGM will not participate until shareholder approval is obtained under Listing Rule 10.14.

Item 7 – Ratification of Issue of Securities

The Company is seeking the approval of shareholders for the purposes of ASX Listing Rule 7.4 and for all other purposes, in respect of the issue of fully paid ordinary shares in the Company (Shares) that has been made by the Company resulting from the private placement announced to the ASX on 9 August 2022 (which summarises the material terms of the relevant agreement under which the Shares were issued), as set out in the table below.

Persons to whom the issue was made	Major shareholders led by its largest shareholder, M&G Investments, United Kingdom, and other major Australian and American professional or sophisticated shareholders.
Date of issue of Shares	15 August 2022
Number of Shares issued	86,666,667 Shares
Issue price per Share	A\$0.75 per Share.
Class and material terms of Shares issued	Fully paid ordinary shares ranking equally with all other existing fully paid ordinary shares.
Use of the funds raised	<ul style="list-style-type: none"> Activities for launch and commercialization for the Company's lead product, remestemcel-L, in the treatment of children with steroid-refractory acute graft versus host disease (SR-aGVHD) for which Mesoblast seeks US Food & Drug Administration (FDA) approval under a planned resubmission of its Biologics License Application; and Commencement of a second Phase 3 clinical trial of rexlemestrocel-L to confirm reduction in chronic low back pain associated with degenerative disc disease at 12 months as the primary endpoint for potential FDA approval

The issue of the above Shares (in this Item 7) was within the 15% limitation imposed by ASX Listing Rule 7.1.

Under ASX Listing Rule 7.1, the Company may issue equity securities up to 15% of its share capital in any 12-month rolling period without shareholder approval, unless an exception in ASX Listing Rule 7.2 applies.

ASX Listing Rule 7.4 permits a company to obtain subsequent approval of a prior issue of securities from its shareholders. Such subsequent approval means the prior issue of securities is treated as having been made with shareholder approval for the purposes of ASX Listing Rule 7.1, and thereby refreshes the Company's ability in the future to issue up to 15% of its share capital without obtaining prior shareholder approval to the extent of the number of Shares being approved under this resolution.

If the resolution in Item 7 is not passed, the issue of the relevant Shares noted above will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 months following the issue date for those Shares.

As noted above, shareholder approval is now being sought for the purposes of ASX Listing Rule 7.4.

Recommendation

The Directors recommend that shareholders vote in favour of Item 7.

Item 8 – Approval of Employee Share Option Plan for employees for the purpose of Listing Rule 7.2 (Exception 13) and the definition of employee share buy-back

A key component of remuneration provided to employees, including executives, are long-term incentives. Long-term incentives ensure employees have part of their remuneration tied to achieving long-term value and success for shareholders.

Selected employees and consultants of the Company and its subsidiaries (Group) are eligible to participate in the Employee Share Option Plan at the absolute discretion of the Directors. Subject to the Listing Rules, Directors are also eligible to participate in the Plan.

Further information on the Employee Share Option Plan can be found in the Remuneration Report and is summarised below.

The need for shareholder approval

Listing Rule 7.2 (Exception 13) provides that any equity securities issued under an employee incentive scheme that has been approved by shareholders within the last three years are not counted when calculating the maximum number of equity securities a company may issue without shareholder approval under the 15% cap in ASX Listing Rule 7.1.

The Employee Share Option Plan was last approved by shareholders on 27 November 2019. Listing Rule 7.2 (Exception 13) provides that approval only remains in effect for three years and consequently expires on 27 November 2022. Therefore, the Employee Share Option Plan is being put to shareholders for approval at this AGM for the purposes of Listing Rule 7.2 (Exception 13).

Since shareholder approval on 27 November 2019, the Company has issued 38,561,740 options under the Employee Share Option Plan. As of 30 September 2022, of these 38,561,740 options:

- 8,926,995 have been forfeited;
- 1,831,077 have been exercised; and
- 27,803,668 remain issued and outstanding.

The Employee Share Option Plan is also being approved for the purposes of the definition of 'employee share buy-back' under the Corporations Act. If approved, this will mean that the Company may buy-back up to 10% of the smallest number, at any time in the last 12 months, of shares in the Company without shareholder approval.

Summary of the terms of the Employee Share Option Plan

Maximum number of shares able to be issued	In broad terms, the maximum number of shares that may be issued (including shares issued on the exercise of options) to persons under the Plan in Australia and globally during any three-year period may not exceed 10% of the total number of shares on issue. There are certain exclusions from this limit, including shares issued under a formal disclosure document (such as a prospectus) and shares issued to certain exempt classes of persons provided for in the Corporations Act. In addition, there is a maximum of 20,000,000 shares over which US Incentive stock options may be issued to individuals who are employed by the Company or another member of the Group that qualifies as a 'related corporation', as defined in US Treasury Regulations section 1.421-1(i)(2).
Ranking of shares issued under the Employee Share Option Plan	Shares issued on the exercise of the options will rank equally in all respects with other shares from the date of allotment and issue, subject to the satisfaction of any applicable disposal restrictions.
Participation on new issues of shares	Option holders cannot participate in new issues of shares to existing shareholders without exercising the option within the exercise period and becoming a shareholder by the relevant record date.

Vesting conditions, expiry dates, exercise price and share acquisition price

Options are issued to eligible participants with each option entitling the holder to subscribe for one fully paid ordinary share in the Company on exercise.

The Exercise Conditions (i.e. vesting conditions), expiry date and exercise price of options are determined by the Board in its discretion at the time of issue of the options.

The Company typically issues options under the Employee Share Option Plan on the following basis:

- options issued are either time-based vesting or milestone-based vesting, or both, depending on the eligible participant's role. Time-based options vest in three equal tranches, with a tranche vesting on each of the first, second and third anniversary of the issue date. Milestone-based options vest upon achievement of pre-specified performance milestones;
- options have an expiry date of seven years from date of issue; and
- the exercise price of options is the higher of (i) the volume weighted average share price of the five ASX trading days up to the date the Board approved the grant, and (ii) the last closing price of an ordinary share on the ASX at Board approval.

The Employee Share Option Plan includes a provision that confirms the Board's discretion, subject to the Listing Rules, to amend Exercise Conditions of options that are issued under the ESOP to ensure long term incentives can continue to incentivise executives in alignment with the Company's strategy, which may need to pivot from time to time given the development stage of the Company.

Treatment of options on cessation of employment

Cessation of employment as a Leaver.

If a participant in the Employee Share Option Plan ceases employment, unless the Board determines that the participant is a 'Bad Leaver', then:

- (a) the participant may retain vested options, however, subject to (b) and (c) below, they must be exercised within 60 days of cessation of employment (or within a longer period if so determined by the Board), after which time the options will lapse;
- (b) If the cessation of employment occurs while the Company has a share trading black out period in place, unless the Board determines otherwise, within 60 days after (but not before) the end of the share trading black out period (or within a longer period if so determined by the Board), after which time the options will lapse;
- (c) If at the time of ceasing employment or at any later time before the 'Leaver' exercises options, the 'Leaver' is or becomes an 'Insider', then, despite any other rule of the Employee Share Option Plan, but subject to a contrary determination by the Board:
 - (i) the 'Leaver' must not exercise any vested options while they are an 'Insider'; and
 - (ii) the 'Leaver' may exercise all or any of their vested options within 60 days after the Company notifies the 'Leaver' and the 'Leaver' has ceased to be an 'Insider';
- (d) subject to (e), below, any unvested options will normally be forfeited and lapse; and

- (e) in relation to options held by a person who held a managerial or executive office in the Company or a related body corporate of the Company at any time during the last 3 years before the person became a 'Leaver', unless the Board in its sole and absolute discretion determines otherwise (in which event they will be forfeited and lapse), unvested options will continue and vest when, in the Board's sole and absolute discretion, any exercise conditions of the options are satisfied with that vesting to be on a pro rata basis over the relevant period.

A 'Leaver' means a participant who ceases employment (or their consultancy with the Company) and who is not a Bad Leaver.

A Leaver will include a participant who ceases employment or their consultancy with the Company due to resignation or retirement but would not usually include a participant who ceases employment (or their consultancy with the Company) and who, with the prior approval of the Company's Nomination and Remuneration Committee, becomes within 60 Business Days a consultant (or employee) with the Company or a related body corporate of the Company.

An 'Insider' means a person who possesses (for the purposes of Division 3 of Part 7.10 of the Corporations Act) inside information (as defined in section 1042A of the Corporations Act) in relation to the Company or any of its securities.

Cessation of employment as a Bad Leaver.

If a participant in the Employee Share Option Plan ceases employment, and the Board determines that the participant is a 'Bad Leaver', all rights, entitlements and interests in any unexercised options (whether vested or unvested) held by the participant will lapse immediately.

A 'Bad Leaver' is a participant who ceases to be employed by the Company where the Board determines that the participant has:

- committed any serious or persistent breach of any provisions of employment;
- been convicted of any criminal offence which involves fraud or dishonesty;
- engaged in any conduct which brings the Company into substantial disrepute;
- committed any wrongful or negligent act or omission which has caused the Company substantial liability;
- engaged in grave misconduct or recklessness in the discharge of the participant's duties;
- become disqualified from managing corporations in accordance with Part 2D.6 of the Corporations Act or has committed any act that, pursuant to the Corporations Act, may result in the participant being banned from managing a corporation; or
- engaged in any other conduct which the Board reasonably considers to be analogous to, or having a substantially similar seriousness to, any of the circumstances specified above.

Change of control	<p>Unvested options vest on a 'Control Event', whether or not any of all applicable Exercise Conditions (i.e. vesting conditions) have been met, unless the Board otherwise determines.</p> <p>A 'Control Event' means any of the following:</p> <ul style="list-style-type: none"> • an offer is made by a person for the whole of the issued ordinary share capital of the Company (or any part as is not at the time owned by the offeror or any person acting in concert with the offeror) and after announcement of the offer the offeror (being a person who did not Control the Company prior to the offer) acquires Control of the Company; • any other event occurs which causes a change in Control of the Company; or • any other event which the Board reasonably considers should be regarded as a Control Event. <p>'Control' of an entity means having the right to:</p> <ul style="list-style-type: none"> • vote 50% (or more) of the votes that can be cast at a meeting of shareholders; • appoint or remove directors who possess 50% (or more) of the votes exercisable by all directors of the entity; or • 50% (or more) of the profits or distributions of the entity or of its net liquidation proceeds.
Cash settlement or buy-back of options or shares	<p>The Board has discretion to cash settle or buy-back options or shares issued on the exercise of options, including, but not limited to, as an alternative to delivering shares on the exercise of options. The cash settlement amount in respect of options will be determined by reference to the market value of the options at the relevant time or an amount agreed with the option holder.</p>
Lapsing of options	<p>Either the Company or an option holder may request that the option holder's options lapse for no consideration.</p>
Amendments and administration	<p>Subject to the ASX Listing Rules, the rules of the Employee Share Option Plan may be amended or supplemented by resolution of the Board. Unless the resolution of the Board expressly states otherwise, any amendment or supplement will not apply to any options granted which have not yet been exercised.</p> <p>The Employee Share Option Plan is managed by the Board or its delegate which has powers including to determine appropriate procedures for the administration of the Employee Share Option Plan, and to determine matters falling for determination under the Employee Share Option Plan in its discretion having regard to the interests of and for the benefit of the Company.</p> <p>The Employee Share Option Plan may be terminated at any time at the discretion of the Board and no compensation under any employment contract will arise as a result.</p>
Addendum for US participants	<p>The Plan includes an Addendum that supplements the rules of the Plan and makes certain variations to the rules for Eligible Employees who are US federal taxpayers and/or residents in the US, to take into account tax and regulatory requirements in the US as they relate to stock options. The Addendum prevails over the other Plan rules with respect to options granted to US participants, to the extent of any inconsistency.</p>

Effect if the resolution is passed or not passed

If the resolution is passed, the Company will be able to issue options under the Employee Share Option Plan, including the option issues covered by Items 5(a), 5(b), 6(a) and 6(b), without the issue reducing the number of equity securities that may be issued within the 15% limit prescribed by Listing Rule 7.1. The Company will also be able to buy-back shares delivered on the exercise of options issued under the Plan without a separate shareholder approval being required as long as the shares being bought back fall within the 10/12 limit prescribed under the Corporations Act. The 10/12 limit is defined in the Corporations Act as 10% of the smallest number, at any time in the last 12 months, of shares in the Company.

If the resolution is not passed, any issues of options under the Employee Share Option Plan, including the option issues covered by items 5-7, will reduce the number of equity securities that the Company may issue within the 15% limit prescribed by Listing Rule 7.1. The Company will not be able to buy-back shares delivered on exercise of options issued under the Plan as an employee share buy-back and will require a separate shareholder approval of any buy-back of the shares as a selective buy-back if it wishes to buy-back the shares.

Recommendation

Because they have a personal interest in the subject of this resolution, the Directors have abstained from making a recommendation to shareholders in relation to this Item.

Item 9 – Proposed amendments to Constitution

The existing Constitution was adopted in 2018. Since then, there have been a number of changes to applicable regulatory requirements (including the Corporations Act, ASX Listing Rules, as well as developments in general corporate governance practice for major ASX listed companies). In light of this, the Directors believe it is appropriate to revise and update the Constitution in a number of ways. The proposed changes are noted in the ‘marked up’ version of the Constitution which is available on the Company’s website (<https://www.mesoblast.com/aggm2022>), with the proposed new text underlined in blue and deleted text struck out in red.

What are the differences between the existing Constitution and the proposed amended Constitution?

The main differences between the existing and proposed amended Constitutions relate to:

- (a) issue cap – prescribing that the maximum number of shares that may be issued (including shares issued on the exercise of options) to persons in Australia and globally during any three-year period may not exceed 10% of the total number of shares on issue. See the further disclosure below;
- (b) general meeting procedure – in particular facilitation of virtual and hybrid meetings and clarity regarding the adoption of technological means of conducting meeting, as well as including, greater clarity around meeting procedure and postponement and adjournment;
- (c) voting procedure – providing that as long as the Company is listed on the ASX a resolution put to the vote at a general meeting must be decided on a poll (and not a show of hands) if the notice of the general meeting set out an intention to propose the resolution and stated the resolution;
- (d) enhancing powers of the chairperson in relation to conduct of meetings – allowing the chairperson of a general meeting to take any action he or she considers appropriate for the safety of any Members or other persons present at the general meeting and the orderly conduct of the general meeting including to refuse to admit or require a person to leave who poses a risk to the health of other persons attending the meeting;
- (e) proxy appointments – allowing the appointment of a proxy or attorney for a general meeting by electronic means;
- (f) Directors’ meetings – where any technical difficulty occurs causing one or more Directors cease to participate, the chair of the meeting may adjourn the meeting until the difficulty is remedied or may, where a quorum of Directors remains present, continue with the meeting;
- (g) currency of payments to shareholders – allowing the Directors to differentiate between Members as to the currency in which any amount payable to a Member is paid and the applicable exchange rate that is used to determine any amount payable to a Member;
- (h) joint holdings of shares – altering joint holder recognition of CHES Holdings from the first three joint holders of a Share on the Register to the first four joint holders of a share on the Register;
- (i) restricted securities – providing clarity with respect to escrow restrictions and that a holder of ‘Restricted Securities’ will not be entitled to participate in any return of capital on those ‘Restricted Securities’ during the escrow period applicable to those ‘Restricted Securities’ except as permitted by the ASX Listing Rules or ASX; and
- (j) use of technology – clarifying effective service of notices given by the Company including through the use of technology.

Further details in relation to proposed 10% issue cap

On 31 March 2022 the Federal Parliament passed amendments to the Corporations Act that remove regulatory barriers for entities offering employee share schemes. The amendments commenced operation on 1 October 2022.

The new employee share scheme (ESS) provisions of the Corporations Act contain broad exemptions from the Act's disclosure and financial services licensing requirements which for the Company's purposes, facilitates it making offers of options under its Employee Share Option Plan, a key part of its remuneration structure for employees. The new provisions are intended to replace ASIC's existing relief for employee share schemes in Class Order [CO 14/1000]. The ability of entities to make offers under the existing ASIC relief is proposed by ASIC to be terminated effective 1 January 2023.

The new ESS provisions contain a requirement the effect of which is that an offer of options under the Company's Employee Share Option Plan in reliance on those provisions must comply with an 'issue cap'.

An offer by the Company of ESS interests complies with the issue cap if, at the time the offer is made, the Company reasonably believes:

- (A) the total number of fully paid shares in the Company that are, or that are covered by, the ESS interests of the Company that may be issued under the offer; and
- (B) the total number of fully paid shares in the Company that are, or that are covered by, the ESS interests that have been issued, or could have been issued, under offers made in connection with the employee share scheme at any time during the 3 year period ending on the day the offer is made, does not exceed the 'relevant percentage' comprising the issue cap.

The 'relevant percentage' as far as the Company is concerned is 5% or another percentage specified in the constitution of the Company.

For the Company's purposes, the issue cap is inclusive of all option offers it makes under its Employee Share Option Plan in reliance on the disclosure regime in the new ESS provisions including overseas employees which are where most of the Company's employees are located.

Having regard to the number of outstanding options as a percentage of issued capital (which is currently approximately 6.2% for the purposes of the new issue cap calculation) and the number of options that are projected to be issued in the next few years, the default issue cap of 5% would have the effect that the Company would not be able to make offers of options under its Employee Share Option Plan in reliance on the new ESS provisions, as soon as ASIC's existing policy terminates which is expected on 1 January 2023. Making what is in the Company's view the reasonable and prudent assumption that the new issue cap calculation will come into effect, and given that the Plan is an essential component of the Company's capacity to attract and retain talented and experienced employees, in Australia, the United States and elsewhere, the Board has determined that it is appropriate that the Company adopt an expanded issue cap of 10% rather than the default cap of 5%. The expanded issue cap is reflected in the proposed amendments to the Company's constitution as summarised above.

Other differences

There are other differences between the existing and proposed amended Constitutions which are not summarised or referred to above because they do not materially alter the effect of the existing Constitution.

No changes are proposed to:

- (a) the minimum or maximum number of directors;
- (b) nomination deadlines for candidates for board appointment; or
- (c) the level of executive or non-executive director remuneration authorised by the constitution.

How to obtain a copy of the proposed amended Constitution

Copies of the proposed amended Constitution are available:

- (a) on the Company's website, <https://www.mesoblast.com/agm2022>; and
- (b) by telephoning the Company's Share Registry, Link Market Services on +61 1300 554 474 and requesting a copy of the document (free of charge).

A copy of the proposed amended Constitution will also be available for inspection by shareholders at the AGM.

How must the proposed amended Constitution be approved?

The proposed resolution for adoption of the proposed amended Constitution must be approved by a special resolution. A special resolution must be passed by at least 75 per cent of the votes cast by shareholders present (whether in person, or by proxy, attorney or representative) and entitled to vote on the resolution.

Recommendation

The Directors unanimously recommend shareholders vote in favour of adoption of the proposed amended Constitution.

Information on voting, proxies, corporate representatives and attorneys

Eligibility to Vote

For the purpose of voting at the AGM, the Directors have determined that all shares in the Company are taken to be held by the persons who are registered as holding them at 7pm (Melbourne time, AEDT) on 21 November 2022. The entitlement of shareholders to vote at the AGM will be determined by reference to that time.

All Resolutions by Poll

In accordance with clause 44.2 of the Company's constitution and consistently with recent amendments to the Corporations Act, the Chair intends to call a poll on each of the resolutions proposed at the AGM as set out in the Notice of Meeting. Each resolution considered at the AGM will therefore be conducted by poll, rather than a show of hands.

Voting by Proxy

Please note that:

- a shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint a proxy. A shareholder who is entitled to cast two or more votes may appoint not more than two proxies;
- a proxy may be either an individual or a corporation, and need not be a shareholder of the Company;
- a single proxy exercises all voting rights of the relevant shareholder;
- where two proxies are appointed, the shareholder may specify the proportion or number of that shareholder's votes that each proxy is appointed to exercise. If a shareholder appoints two proxies and does not specify each proxy's voting rights, each proxy may exercise half the votes. Fractions of votes are to be disregarded;
- a proxy need not vote in that capacity (unless the proxy is the Chair of the AGM) on a poll. However, if the proxy's appointment specifies the way to vote on a resolution, and the proxy decides to vote in that capacity on that resolution, the proxy must vote the way specified (subject to the voting exclusions noted above);
- if a proxy does not attend the AGM then the Chair of the AGM will be taken to have been appointed as the proxy of the relevant shareholder in respect of the AGM; and
- if the Chair of the AGM is appointed, or taken to be appointed, as a proxy, but the appointment does not specify the way to vote on a resolution, then the Chair intends to exercise the relevant shareholder's votes in favour of the relevant resolution (subject to the voting exclusions noted above).

To be valid, the appointment of a proxy must be received by 11am (Melbourne time, AEDT) on 21 November 2022 using one of the following methods:

- faxing the proxy appointment form, along with the power of attorney or other authority (if any) under which the form is signed, to +61 2 9287 0309; OR
- lodging the proxy appointment form (online, by mail or in person) along with the power of attorney or other authority (if any) under which the form is signed (or a certified copy thereof), as follows:

ONLINE: by logging into the following website address – www.linkmarketservices.com.au – using the holding details as shown on your proxy form and select 'Voting' and follow the prompts to lodge your vote

BY MAIL: c/- Link Market Services
Limited Locked Bag A14
Sydney South, NSW 1235, Australia

BY HAND: Link Market Services
1A Homebush Bay Drive, Rhodes, NSW 2138, Australia; or
Level 12, 680 George Street, Sydney, NSW 2000, Australia

A personalised proxy appointment form has been sent to shareholders.

Voting by Corporate Representatives

A shareholder or proxy that is a corporation and entitled to attend and vote at the AGM may appoint an individual to act as its corporate representative. Evidence of the appointment of a corporate representative must be in accordance with the Corporations Act and must be lodged with the Company before the AGM.

Voting by Attorney

A shareholder entitled to attend and vote at the AGM is entitled to appoint an attorney to attend and vote at the AGM on the shareholder's behalf. An attorney need not be a shareholder of the Company.

The power of attorney appointing the attorney must be duly executed and specify the name of each of the shareholder, the Company and the attorney, and also specify the meetings at which the appointment may be used. The appointment may be a standing one.

To be effective, the power of attorney must also be returned in the same manner, and by the same time, as outlined above for proxy appointment forms.

Evidence of execution

If any instrument (including a proxy appointment form or appointment of corporate representative) returned to the Company is completed by an individual or a corporation under power of attorney, the power of attorney under which the instrument is signed, or a certified copy of that power of attorney, must accompany the instrument unless the power of attorney has previously been noted by the Company or the Company's share registry.



LODGE YOUR VOTE

ONLINE
<https://investorcentre.linkgroup.com>

BY MAIL
Mesoblast Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND*
Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000

*during business hours Monday to Friday (9:00am - 5:00pm)
and subject to public health orders and restrictions

ALL ENQUIRIES TO
Telephone: 1300554 474 Overseas: +61 1300 554 474

LODGE A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by 11:00am (Melbourne time AEDT) on Monday, 21 November 2022, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:

ONLINE
<https://investorcentre.linkgroup.com>
Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their 'Holder Identifier' - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chair of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the items are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS - PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.
Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Certificate of Appointment of Corporate Representative' must be received at votes@linkmarketservices.com.au prior to the Meeting in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

APPENDIX 4C QUARTERLY ACTIVITY REPORT

Mesoblast Operational and Financial Highlights for Quarter Ended September 30, 2022

Melbourne, Australia; October 31 and New York, USA; October 30, 2022: Mesoblast Limited (ASX:MSB; Nasdaq:MESO), global leader in allogeneic cellular medicines for inflammatory diseases, today provided an activity report for the fourth quarter ended September 30, 2022.

Financial Highlights

- Net cash usage for operating activities in the quarter was US\$14.3 million; this represented a reduction of US\$3.9 million, or 22%, on the comparative quarter in FY2022, and a reduction of \$US8.0 million, or 47%, on the comparative quarter in FY2021.¹
- Cash on hand at the end of the quarter was US\$85.5 million after raising gross proceeds of US\$45 million in a private placement in August 2022, with up to an additional US\$40 million available to be drawn down from existing financing facilities subject to certain milestones.

Pipeline: Remestemcel-L

Biologics License Application (BLA) resubmission to the US Food and Drug Administration (FDA) for the treatment of children with steroid-refractory graft versus host disease (SR-aGVHD)

- A major milestone in the Company's complete response to the FDA was the submission at the end of the quarter of substantial new information on clinical and potency assay items to the Investigational New Drug (IND) file for remestemcel-L in the treatment of children with SR-aGVHD, as guided by FDA.
- Survival outcomes have not improved over the past two decades for children or adults with the most severe forms of SR-aGVHD.²⁻⁴ The lack of any approved treatments for children under 12 means that there is an urgent need for a therapy that improves the dismal survival outcomes in children.
- Remestemcel-L treatment has shown improved 6-month survival in children with severe SR-aGVHD in comparison to contemporaneous controls treated with best available therapy.
- Mesoblast has optimized a potency assay that was in place at the time of the 54-patient Phase 3 trial in children with SR-aGVHD and which demonstrates a relationship between the product's activity in vitro and its effects on survival in the Phase 3 trial
- Additionally, Mesoblast has now generated data from the expanded access program (EAP 275) of 241 children which confirm the ability of the *in-vitro* potency assay to measure product activity relevant to survival outcomes.
- Remestemcel-L has been granted Fast Track Designation and BLA Priority Review from the FDA.

Pipeline: Rexlemestrocel-L

Chronic low back pain associated with degenerative disc disease

- Mesoblast gained alignment with the FDA on key metrics for pivotal Phase 3 study in patients with CLBP which seeks to replicate the significant reduction in pain seen at 12 and 24 months in first Phase 3 trial.
- FDA has confirmed that reduction in pain is approvable indication.
- The Company plans to have clearance from the FDA by year-end 2022 for the pivotal trial with primary endpoint 12-month reduction in pain.

Chronic heart failure with reduced ejection fraction (HFrEF) in NYHA class II/III patients through to end-stage III/IV patients with a left ventricular assist device (LVAD)

- Recent data from Phase 3 trial of 565 patients with HFrEF showed a single intervention with rexllestrocel-L improves left ventricular ejection fraction (LVEF) at 12 months, preceding long term reduction in major adverse cardiovascular events (MACE).
- LVEF improvement at 12 months may be an appropriate early surrogate endpoint for long term reduction in MACE.
- Results from three randomized controlled trials in class II/III HFrEF and in end-stage HFrEF with left ventricular assist devices (LVADs) support the idea of a common mechanism of action (MOA) by which rexllestrocel-L reverses inflammation-related endothelial dysfunction and reduces adverse clinical outcomes across the spectrum of HFrEF patients.
- Mesoblast now intends to meet with FDA under its existing regenerative medicine advanced therapy (RMAT) designation to discuss data and the evidence of a common mechanism of action (MOA) across the broader HFrEF spectrum, including LVAD patients.

Other

Salary payments to full-time Executive Directors were US\$329,579 and fees to Non-Executive Directors were US\$199,442, detailed in Item 6 of the Appendix 4C cash flow report for the quarter.⁵

A copy of the Appendix 4C – Quarterly Cash Flow Report for the first quarter FY2023 is attached.

About Mesoblast

Mesoblast is a world leader in developing allogeneic (off-the-shelf) cellular medicines for the treatment of severe and life-threatening inflammatory conditions. The Company has leveraged its proprietary mesenchymal lineage cell therapy technology platform to establish a broad portfolio of late-stage product candidates which respond to severe inflammation by releasing anti-inflammatory factors that counter and modulate multiple effector arms of the immune system, resulting in significant reduction of the damaging inflammatory process.

Mesoblast has a strong and extensive global intellectual property portfolio with protection extending through to at least 2041 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.

Mesoblast is developing product candidates for distinct indications based on its remestemcel-L and rexllestrocel-L allogeneic stromal cell technology platforms. Remestemcel-L is being developed for inflammatory diseases in children and adults including steroid refractory acute graft versus host disease, biologic-resistant inflammatory bowel disease, and acute respiratory distress syndrome. Rxllestrocel-L is in development for advanced chronic 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 assets.

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

References / Footnotes

1. The Appendix 4C for the quarter ended September 30, 2021 reported net cash usage for operating activities of US\$19.6m which was subsequently revised to US\$18.2 million due to a change in accounting policy adopted at December 31, 2021.
2. Berger M, Pessolano R, Carraro F, Saglio F, Vassallo E, Fagioli F. Steroid-refractory acute graft-versus-host disease graded III-IV in pediatric patients. A mono-institutional experience with a long-term follow-up. *Pediatric Transplantation*. 2020; 24(7):e13806



3. Rashidi A, DeFor T, Holtan S, Blazar B, Weisdorf D, MacMillan M. Outcomes and Predictors of Response in Steroid-Refractory Acute Graft-versus-Host Disease. *Biol Blood Marrow Transplant.* 25 (2019) 2297-2302
4. Biavasco F, Ihorst G, Wasch R, Wehr C, Bertz H, Finke J, Zeiser R. Therapy response of glucocorticoid-refractory acute GVHD of the lower intestinal tract. *Bone Marrow Transplantation.* 2022
5. As required by ASX listing rule 4.7 and reported in Item 6 of the Appendix 4C, reported are the aggregated total payments to related parties being Executive Directors and Non-Executive Directors

Forward-Looking Statements

This press release 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 (including BLA resubmission), 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 more information, please contact:

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Appendix 4C

Quarterly cash flow report for entities
subject to Listing Rule 4.7B

Name of entity

Mesoblast Limited

ABN

68 109 431 870

Quarter ended ("current quarter")

30 September 2022

Consolidated statement of cash flows	Current quarter \$US'000	Year to date (12 months) \$US'000
1. Cash flows from operating activities		
1.1 Receipts from customers		
-royalty receipts	2,219	2,219
1.2 Payments for		
(a)research and development	(5,562)	(5,562)
(b)manufacturing commercialization	(4,017)	(4,017)
(c)product manufacturing and operating costs	(795)	(795)
(d)advertising and marketing	(433)	(433)
(e)leased assets	—	—
(f)staff costs	(2,136)	(2,136)
(g)other expenses from ordinary activities	(3,038)	(3,038)
(h)other:		
-Intellectual property portfolio expenses	(585)	(585)
1.3 Dividends received (see note 3)	—	—
1.4 Interest received	60	60
1.5 Interest and other costs of finance paid	—	—
1.6 Income taxes paid	—	—
1.7 Government grants and tax incentives	—	—
1.8 Other (provide details if material)	—	—
1.9 Net cash from / (used in) operating activities	(14,287)	(14,287)

Consolidated statement of cash flows		Current quarter \$US'000	Year to date (12 months) \$US'000
2.	Cash flows from investing activities		
2.1	Payments to acquire or for:		
	(i)entities	—	—
	(j)businesses	—	—
	(k)property, plant and equipment	(153)	(153)
	(l)investments	—	—
	(m)intellectual property	(50)	(50)
	(n)other non-current assets	—	—
2.2	Proceeds from disposal of:		
	(o)entities	—	—
	(p)businesses	—	—
	(q)property, plant and equipment	—	—
	(r)investments	—	—
	(s)intellectual property	—	—
	(t)other non-current assets	—	—
2.3	Cash flows from loans to other entities	—	—
2.4	Dividends received (see note 3)	—	—
2.5	Other	—	—
2.6	Net cash from / (used in) investing activities	(203)	(203)

Cash flows from financing activities			
3.			
3.1	Proceeds from issues of equity securities (excluding convertible debt securities)	45,065	45,065
3.2	Proceeds from issue of convertible debt securities	—	—
3.3	Proceeds from exercise of options	—	—
3.4	Transaction costs related to issues of equity securities or convertible debt securities	(2,565)	(2,565)
3.5	Proceeds from borrowings	—	—
	Proceeds from issue of warrants	—	—
3.6	Repayment of borrowings	—	—
3.7	Transaction costs related to loans and borrowings	(151)	(151)
	Interest and other costs of finance paid	(1,381)	(1,381)

Consolidated statement of cash flows		Current quarter \$US'000	Year to date (12 months) \$US'000
3.8	Dividends paid	—	—
3.9	Other (payment of lease liability)	(670)	(670)
3.10	Net cash from / (used in) financing activities	40,298	40,298

4.	Net increase / (decrease) in cash and cash equivalents for the period		
4.1	Cash and cash equivalents at beginning of quarter (April 1, 2022)/beginning of year (July 1, 2021)	60,447	60,447
4.2	Net cash from / (used in) operating activities (item 1.9 above)	(14,287)	(14,287)
4.3	Net cash from / (used in) investing activities (item 2.6 above)	(203)	(203)
4.4	Net cash from / (used in) financing activities (item 3.10 above)	40,298	40,298
4.5	Effect of movement in exchange rates on cash held	(753)	(753)
4.6	Cash and cash equivalents at end of period	85,502	85,502

5. Reconciliation of cash and cash equivalents at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts		Current quarter \$US'000	Previous quarter \$US'000
5.1	Bank balances	85,112	60,034
5.2	Call deposits	—	—
5.3	Bank overdrafts	—	—
5.4	Other (Term deposits)	390	413
5.5	Cash and cash equivalents at end of quarter (should equal item 4.6 above)	85,502	60,447

6. Payments to related parties of the entity and their associates		Current quarter \$US'000
6.1	Aggregate amount of payments to related parties and their associates included in item 1	529
6.2	Aggregate amount of payments to related parties and their associates included in item 2	—

Note: if any amounts are shown in items 6.1 or 6.2, your quarterly activity report must include a description of, and an explanation for, such payments.

Payments for Non-executive Director fees and Executive Director's salary (for the current quarter) = US\$529,021

7. Financing facilities <i>Note: the term "facility" includes all forms of financing arrangements available to the entity. Add notes as necessary for an understanding of the sources of finance available to the entity.</i>	Total facility amount at quarter end \$US'000	Amount drawn at quarter end \$US'000
7.1 Loan facilities	130,000*	90,000*
7.2 Credit standby arrangements	—	—
7.3 Other (please specify)	—	—
7.4 Total financing facilities	130,000*	90,000*
7.5 Unused financing facilities available at quarter end		40,000*
7.6 Include in the box below a description of each facility above, including the lender, interest rate, maturity date and whether it is secured or unsecured. If any additional financing facilities have been entered into or are proposed to be entered into after quarter end, include a note providing details of those facilities as well.		
<p>*Loan facility with Oaktree Capital Management, Inc.</p> <p>On November 19, 2021, Mesoblast refinanced its senior debt facility with a new US\$90.0 million secured five-year credit facility provided by funds managed by Oaktree Capital Management, L.P. ("Oaktree"). Mesoblast drew the first tranche of US\$60.0 million on closing, the remaining US\$30.0 million is available prior to December 31, 2022, subject to certain milestones.</p> <p>The loan has an initial interest only period of three years, at a fixed rate of 9.75% per annum, after which time 40% of the principal is payable over two years and a final payment due no later than November 2026. Proceeds from the Oaktree facility have been used to discharge Mesoblast's obligations under the Hercules loan.</p> <p>The loan interest rate is fixed and as at September 30, 2022 the interest rate was 9.75%. In the current quarter, 8% interest was paid in cash, while 1.75% interest was not paid in cash, instead it was paid in kind (PIK) and accrued onto the loan balance outstanding.</p> <p>*Loan facility with NovaQuest Capital Management, L.L.C.</p> <p>On June 29, 2018, Mesoblast entered into a Loan and Security Agreement with NovaQuest Capital Management, L.L.C. ("NovaQuest") for a non-dilutive US\$40.0 million secured eight-year term loan. Mesoblast drew the first tranche of US\$30.0 million of the loan on closing. An additional US\$10.0 million from the loan will be drawn on marketing approval of RYONCIL by the United States Food and Drug Administration (FDA).</p> <p>Prior to maturity in July 2026, the loan is only repayable from net sales of RYONCIL in the treatment of pediatric patients who have failed to respond to steroid treatment for acute Graft versus Host Disease (aGvHD), in the United States and other geographies excluding Asia. Interest on the loan will accrue at a rate of 15% per annum with the interest only period lasting 4 years. Interest payments will be deferred until after the first commercial sale. The financing is subordinated to the senior creditor, Oaktree.</p>		

8. Estimated cash available for future operating activities	\$US'000
8.1 Net cash from / (used in) operating activities (item 1.9)	(14,287)
8.2 Cash and cash equivalents at quarter end (item 4.6)	85,502
8.3 Unused finance facilities available at quarter end (item 7.5)	40,000*
8.4 Total available funding (item 8.2 + item 8.3)	125,502
8.5 Estimated quarters of funding available (item 8.4 divided by item 8.1)	8.8
<p><i>Note: if the entity has reported positive net operating cash flows in item 1.9, answer item 8.5 as "N/A". Otherwise, a figure for the estimated quarters of funding available must be included in item 8.5.</i></p> <p>* Under the Oaktree senior debt facility \$30.0 million is available prior to December 31, 2022, subject to certain milestones. Under the NovaQuest loan facility, an additional US\$10.0 million from the loan will be drawn on marketing approval of RYONCIL by the United States Food and Drug Administration (FDA).</p>	
<p>8.6 If item 8.5 is less than 2 quarters, please provide answers to the following questions:</p> <p>8.6.1 Does the entity expect that it will continue to have the current level of net operating cash flows for the time being and, if not, why not?</p> <p>Answer: Not applicable</p> <p>8.6.2 Has the entity taken any steps, or does it propose to take any steps, to raise further cash to fund its operations and, if so, what are those steps and how likely does it believe that they will be successful?</p> <p>Answer: Not applicable</p> <p>8.6.3 Does the entity expect to be able to continue its operations and to meet its business objectives and, if so, on what basis?</p> <p>Answer: Not applicable</p> <p><i>Note: where item 8.5 is less than 2 quarters, all of questions 8.6.1, 8.6.2 and 8.6.3 above must be answered.</i></p>	

Compliance statement

- 1 This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.
- 2 This statement gives a true and fair view of the matters disclosed.

Date: 31 October 2022.....

Authorised by:Chief Executive.....
(Name of body or officer authorising release – see note 4)

Notes

1. This quarterly cash flow report and the accompanying activity report provide a basis for informing the market about the entity's activities for the past quarter, how they have been financed and the effect this has had on its cash position. An entity that wishes to disclose additional information over and above the minimum required under the Listing Rules is encouraged to do so.
2. If this quarterly cash flow report has been prepared in accordance with Australian Accounting Standards, the definitions in, and provisions of, *AASB 107: Statement of Cash Flows* apply to this report. If this quarterly cash flow report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standard applies to this report.
3. Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.
4. If this report has been authorised for release to the market by your board of directors, you can insert here: "By the board". If it has been authorised for release to the market by a committee of your board of directors, you can insert here: "By the [name of board committee – eg Audit and Risk Committee]". If it has been authorised for release to the market by a disclosure committee, you can insert here: "By the Disclosure Committee".
5. If this report has been authorised for release to the market by your board of directors and you wish to hold yourself out as complying with recommendation 4.2 of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*, the board should have received a declaration from its CEO and CFO that, in their opinion, the financial records of the entity have been properly maintained, that this report complies with the appropriate accounting standards and gives a true and fair view of the cash flows of the entity, and that their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.