

18 May 2020

The Manager
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Dear Sir/Madam

Notice under Section 708A(5)(e) of the Corporations Act 2001 (Cth)

This notice is given by Mesoblast Limited (ABN 68 109 431 870) (**Mesoblast**) under section 708A(5)(e) of the *Corporations Act 2001* (Cth) (**Corporations Act**).

Mesoblast has issued 43 million fully paid ordinary shares (**Shares**) at an issue price of A\$3.20 per Share to sophisticated and professional investors under the institutional placement announced on 13 May 2020.

Mesoblast advises that:

- 1 the Shares were issued without disclosure to investors under Part 6D.2 of the Corporations Act;
- 2 this notice is being given under section 708A(5)(e) of the Corporations Act;
- 3 as at the date of this notice, Mesoblast has complied with:
 - (a) the provisions of Chapter 2M of the Corporations Act, as they apply to Mesoblast; and
 - (b) section 674 of the Corporations Act; and
- 4 as at the date of this notice, there is no information that is "excluded information" within the meaning of sections 708A(7) and 708A(8) of the Corporations Act.

Release authorized by the Chief Executive.

Yours sincerely



Niva Sivakumar
Joint Company Secretary
Mesoblast Limited