

24 November 2020

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Mesoblast Limited (MSB)
Results of Annual General Meeting Held 24 November 2020

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

All resolutions were passed and decided by way of a poll.

Release authorized by the Chief Executive.

info@mesoblast.com
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Yours faithfully



Niva Sivakumar
Joint Company Secretary

ANNUAL GENERAL MEETING
Tuesday, 24 November, 2020

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

Resolution Voted on at the meeting			Proxy Votes (as at proxy close)				Poll (Manner in which votes were cast in person or by proxy on a poll (where applicable) on a poll at the meeting)			
No	Short Description	Strike Y/N/NA	For	Against	Discretionary (open votes)	Abstain	For	Against	Abstain **	Result
2	ADOPTION OF THE REMUNERATION REPORT	N	159,488,932 95.35%	6,584,571 3.94%	1,192,289 0.71%	2,384,775	169,629,010 96.18%	6,736,365 3.82%	2,411,709	Carried
3	RE-ELECTION OF MR DONAL ODWYER AS A DIRECTOR	NA	209,632,877 88.49%	25,986,094 10.97%	1,270,250 0.54%	1,805,523	219,869,452 89.37%	26,139,352 10.63%	1,812,457	Carried
4	APPROVAL OF PROPOSED ISSUE OF OPTIONS TO CHIEF EXECUTIVE, DR SILVIU ITESCU, IN CONNECTION WITH HIS REMUNERATION FOR THE 2020/2021 FINANCIAL YEAR	NA	156,691,544 94.01%	8,754,207 5.25%	1,232,833 0.74%	2,971,983	166,785,146 94.96%	8,850,995 5.04%	3,140,943	Carried
5	RATIFICATION OF ISSUE OF SHARES TO EXISTING AND NEW INSTITUTIONAL INVESTORS	NA	215,776,546 98.65%	1,651,858 0.75%	1,307,657 0.60%	19,799,717	225,832,517 99.09%	2,074,532 0.91%	19,755,246	Carried

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