Appendix 3G

Notification of issue, conversion or payment up of unquoted equity +securities

Note: this form is also used to notify ASX where quoted options have been exercised or other quoted convertible securities have been converted and the securities received as a result of the exercise or conversion either are already quoted on ASX or are not intended to be quoted on ASX.

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

If you are an entity incorporated outside Australia and you are issuing a new class of +securities other than CDIs, you will need to obtain and provide an International Securities Identification Number (ISIN) for that class. Further information on the requirement for the notification of an ISIN is available from the Create Online Forms page. ASX is unable to create the new ISIN for non-Australian issuers.

*Denotes minimum information required for first lodgement of this form, with exceptions provided in specific notes for certain questions. The balance of the information, where applicable, must be provided as soon as reasonably practicable by the entity.

Part 1 – Entity and announcement details

Question no	Question	Answer
1.1	*Name of entity We (the entity here named) give notice of the issue, conversion or payment up of the following unquoted +securities.	MESOBLAST LTD
1.2	*Registration type and number Please supply your ABN, ARSN, ARBN, ACN or another registration type and number (if you supply another registration type, please specify both the type of registration and the registration number).	ABN 68 109 431 870
1.3	*ASX issuer code	MSB
1.4	*This announcement is Tick whichever is applicable.	 ☑ A new announcement ☐ An update/amendment to a previous announcement ☐ A cancellation of a previous announcement
1.4a	*Reason for update Mandatory only if "Update" ticked in Q1.4 above. A reason must be provided for an update.	N/A
1.4b	*Date of previous announcement to this update Mandatory only if "Update" ticked in Q1.4 above.	N/A
1.4c	*Reason for cancellation Mandatory only if "Cancellation" ticked in Q1.4 above.	N/A
1.4d	*Date of previous announcement to this cancellation Mandatory only if "Cancellation" ticked in Q1.4 above.	N/A
1.5	*Date of this announcement	30 August 2021

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Part 2 – Type of issue

Question No.	Question	Answer
2.1	*The +securities the subject of this notification are: Select whichever item is applicable. If you wish to notify ASX of different events involving unquoted securities, please complete a separate Appendix 3G for each event.	 Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B that are not quoted, and are not intended to be quoted, on ASX Securities issued under a +dividend or distribution plan that are not quoted, and are not intended to be quoted, on ASX Unquoted options that have been exercised or other unquoted +convertible securities that have been converted Quoted options that have been exercised or other quoted +convertible securities that have been converted where the +securities received as a result of the exercise or conversion either are already quoted on ASX or are not intended to be quoted on ASX Unquoted partly paid +securities upon which a call or instalment has been paid +Securities issued under an +employee incentive scheme that are subject to a restriction on transfer and are not being quoted on ASX until the restriction ends +Other securities issued under an +employee incentive scheme that are not intended to be quoted on ASX Other [please specify] If you have selected 'other' please explain the circumstances here:
2.1a	*Date the +securities the subject of this notification were issued Answer this question if your response to Q2.1 is anything other than "Unquoted partly paid securities upon which a call or instalment has been paid".	1 July 2021
2.2a.1	*Date of Appendix 3B notifying the market of the proposed issue of +securities the subject of this notification Answer this question if your response to Q2.1 is "Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B that are not quoted, and are not intended to be quoted, on ASX."	N/A

2.2a.2	*Are there any further issues of +securities yet to take place to complete the transaction(s) referred to in the Appendix 3B? Answer this question if your response to Q2.1 is "Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B that are not quoted, and are not intended to be quoted, on ASX".	N/A
2.2a.2.1	*Please provide details of the further issues of +securities yet to take place to complete the transaction(s) referred to in the Appendix 3B Answer this question if your response to Q2.1 is "Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B that are not quoted, and are not intended to be quoted, on ASX" and your response to Q2.2a.2 is "Yes". Please provide details of the proposed dates and number of securities for the further issues.	N/A
2.2b.1	Date of Appendix 3A.1 lodged with ASX in relation to the underlying +dividend or distribution Answer this question if your response to Q2.1 is "Being issued under a dividend or distribution plan that are not quoted, and are not intended to be quoted, on ASX".	N/A
2.2c.1	Please state the number and type of options that were exercised or other +convertible securities that were converted (including their ASX security code if available): Answer this question if your response to Q2.1 is "Unquoted options that have been exercised or other unquoted convertible securities that have been converted" or "Quoted options that have been exercised or other quoted convertible securities that	159,080 unquoted options (MSBAI)
	have been converted where the securities received as a result of the exercise or conversion either are already quoted on ASX or are not intended to be quoted on ASX".	
2.2c.2	And the date the options were exercised or other +convertible securities were converted: Answer this question if your response to Q2.1 is "Unquoted options that have been exercised or other unquoted convertible securities that have been converted" or "Quoted options that have been exercised or other quoted convertible securities that have been converted where the securities received as a result of the exercise or conversion either are already quoted on ASX or are not intended to be quoted on ASX". Note: If this occurred over a range of dates, enter the date the last of the options was exercised or convertible securities was converted.	45,746 on 7 July 2021 and 113,334 on 22 July 2021

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2.2c.3	Is this all of the options or other +convertible securities on issue of that type (ie have all of those options now been exercised or have all of those convertible securities now been converted)? Answer this question if your response to Q2.1 is ""Unquoted options that have been exercised or other unquoted convertible securities that have been converted" or "Quoted options that have been exercised or other quoted convertible securities that have been converted where the securities received as a result of the exercise or conversion either are already quoted on ASX or are not intended to be quoted on ASX".	No Note: If you have answered "No", consider whether you need to lodge an Appendix 3H with ASX notifying ASX of the cessation of some or all of the remaining options or other convertible securities under Listing Rule 3.10.E. This may the case, for example, if options have lapsed because they have passed their expiry date without being exercised, or convertible debt securities have been repaid or redeemed without being converted.
2.2c.4	The right of the holder of the options or other +convertible securities to receive the +underlying securities is being satisfied by: Answer this question if your response to Q2.1 is "Unquoted options that have been exercised or other unquoted convertible securities that have been converted" or "Quoted options that have been exercised or other quoted convertible securities that have been converted where the securities received as a result of the exercise or conversion either are already quoted on ASX".	 □ An issue of new +securities ☑ A transfer of existing +securities □ A reclassification of the +convertible securities as securities in the same class as the +underlying securities
2.2c.5	The underlying securities being received by the holder are: Answer this question if your response to Q2.1 is "Unquoted options that have been exercised or other unquoted convertible securities that have been converted".	 ✓ Already quoted by ASX ☐ Intended to be, but are not yet, quoted by ASX ☐ Are not, and are not intended to be, quoted by ASX
2.2c.6	The underlying securities being received by the holder are: Answer this question if your response to Q2.1 is "Quoted options that have been exercised or other quoted convertible securities that have been converted where the securities received as a result of the exercise or conversion either are already quoted on ASX or are not intended to be quoted on ASX".	 □ Already quoted by ASX □ Are not, and are not intended to be, quoted by ASX
2.2c.7	*Were the options being exercised or other +convertible securities being converted issued under an +employee incentive scheme? Answer this question if your response to Q2.1 is "Unquoted options that have been exercised or other unquoted convertible securities that have been converted" or "Quoted options that have been exercised or other quoted convertible securities that have been converted where the securities received as a result of the exercise or conversion either are already quoted on ASX or are not intended to be quoted on ASX".	Yes

2.2c.8	*Are any of the options being other +convertible securities converted held by +key man personnel (KMP) or an +ass Answer this question if your respon "Unquoted options that have been unquoted convertible securities that converted" or "Quoted options that exercised or other quoted convertible have been converted where the set a result of the exercise or conversional already quoted on ASX or are not in quoted on ASX"." and your responsinger."	s being nagement sociate? see to Q2.1 is exercised or other t have been have been be securities that curities received as on either are ntended to be	No	
2.2c.8.a	*Provide details of the KMP or associates who are exercising options or converting convertible securities. Answer this question if your response to Q2.1 is "Unquoted options that have been exercised or other unquote convertible securities that have been converted" or "Quoted options that have been exercised or other quoted"			we been exercised or other unquoted ave been exercised or other quoted
	convertible securities that have been converted where the securities received as a result of the exercise or conversion either are already quoted on ASX or are not intended to be quoted on ASX", your response to Q2.2c.7 is "Yes" and your response to Q2.2c.8 is "Yes". Repeat the detail in the table below for each KMP involved. If the options or other convertible securities are held by the KMP, repeat the name of the KMP or in "Same" in "Name of registered holder". If the options or other convertible securities are held by an associate KMP, insert the name of the associate in "Name of registered holder".			nted on ASX", your response to in the table below for each KMP repeat the name of the KMP or insert
	Name of KMP	Name of regist	tered holder	Number of options being exercised or other +convertible securities being converted
2.2d.1	Please state the number and paid +securities upon which instalment has been paid (in ASX security code if availab Answer this question if your respon "Unquoted partly paid securities up instalment has been paid".	a call or including their le)?	N/A	
2.2d.2	And the date upon which the instalment was paid:	e call or	N/A	
	Answer this question if your respon "Unquoted partly paid securities up instalment has been paid".	on which a call or		
	Note: If this occurred over a range of date the last of the payments was r	·		
2.2d.3	Has the call or instalment be of the partly paid +securities Answer this question if your respon "Unquoted partly paid securities up instalment has been paid".	s in question? se to Q2.1 is	need to lodge an of the cessation of paid securities ur case, for example had the call paid you are an NL co have notification	answered "No", consider whether you Appendix 3H with ASX notifying ASX of some or all of the remaining partly of the Listing Rule 3.10.E. This may the e, if partly paid securities that have not by the due date will be cancelled. If impany, consider also whether you obligations in relation to any forfeiture securities not paid up under Listing
2.2d.4	Are the securities on which to instalment was paid now full		N/A	

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2.2e.1	Please state the number and +securities (including their A code) issued under the +em incentive scheme Answer this question if your respon "Securities issued under an employ scheme that are subject to a restric and are not being quoted on ASX u ends" or "Other securities issued ur incentive scheme that are not intention ASX".	SX security ployee se to Q2.1 is ree incentive tion on transfer intil the restriction inder an employee	ordinary share	quoted options to acquire es, issued pursuant to the mployee Share Option Plar	n
2.2e.2	*Please attach a document of details of a URL link for a do with ASX detailing the terms +employee incentive scheme summary of the terms.	cument lodged of the	released 27 N	6 in Notice of Meeting lovember 2019 sx.com.au/asxpdf/2019102 0vzb.pdf	9/p
	Answer this question if your respon "Securities issued under an employ scheme that are subject to a restric and are not being quoted on ASX u ends" or "Other securities issued ur incentive scheme that are not inten- on ASX".	ee incentive tion on transfer ntil the restriction nder an employee			
2.2e.3	*Were any of the +securities +key management personne +associate		No		
	Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are subject to a restriction on transfer and are not being quoted on ASX until the restriction ends" or "Other securities issued under an employee incentive scheme that are not intended to be quoted on ASX".				
2.2e.3.a	*Provide details of the KMP or +associates being issued +securities. Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that an subject to a restriction on transfer and are not being quoted on ASX until the restriction ends" or "Other securities issued under an employee incentive scheme that are not intended to be quoted on ASX" and your response to Q2.2e.3 is "Yes". Repeat the detail in the table below for each KMP involved in the issue. If the securities are being issued to the KMP, repeat the name of the KMP or insert "Same" in "Name of registered holder". If the securities are being issued to an associate of a KMP, insert the name of the associate in "Name of registered holder".			rities to e	
	Name of KMP	Name of regist	tered holder	Number of +securities	
2.2f.1	*Were the +securities issued consideration?	d for a cash	N/A		
	Answer this question if your respon "Other". If the securities are being issued for consideration, answer this question	r nil cash			
2.2f.1.a	*In what currency was the ca	ash	N/A		
	Answer this question if your respon "Other" and your response to Q2.2f				
	For example, if the consideration is Australian Dollars, state AUD.				

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2.2f.1.b	*What was the issue price per +security Answer this question if your response to Q2.1 is "Other" and your response to Q2.2f.1 is "Yes", and by reference to the issue currency provided in your response to Q2.2f.1.a. Note: you cannot enter a nil amount here. If the securities are being issued for nil cash consideration, answer Q2.2f.1 as "No" and complete Q2.2f.1.c. Please describe the consideration provided for the +securities	N/A
	Answer this question if your response to Q2.1 is "Other" and your response to Q2.2f.1 is "No".	
2.2f.2	*The purpose(s) for which the entity issued the +securities was: Answer this question if your response to Q2.1 is "Other". You may select one or more of the items in the list.	 □ To raise additional working capital □ To fund the retirement of debt □ To pay for the acquisition of an asset [provide details below] □ To pay for services rendered [provide details below] □ Other [provide details below] Additional details:
2.2f.3	Please provide any further information needed to understand the circumstances in which you are notifying the issue of these +securities to ASX, including why the issue of the +securities has not been previously announced to the market in an Appendix 3B You must answer this question if your response to Q2.1 is "Other". If there is no other information to provide, please answer "Not applicable" or "N/A".	N/A
2.3a	*This notification is given in relation to an issue of +securities in a class which is not quoted on ASX and which: Answer this question if your response to Q2.1 is anything other than "Unquoted options that have been exercised or other unquoted convertible securities that have been converted", "Quoted options that have been exercised or other quoted convertible securities that have been converted where the securities that have been converted where the securities received as a result of the exercise or conversion either are already quoted on ASX or are not intended to be quoted on ASX" or "Unquoted partly paid securities upon which a call or instalment has been paid".	 □ has an existing ASX security code ("existing class") ☑ does not have an existing ASX security code ("new class") – in relation to the 7,800,000 unquoted options
2.3b	*The +securities being issued, transferred or re-classified as a result of the options being exercised or other +convertible securities being converted are: Answer this question if your response to Q2.1 is "Unquoted options that have been exercised or other unquoted convertible securities that have been converted" or "Quoted options that have been exercised or other quoted convertible securities that have been converted where the securities received as a result of the exercise or conversion either are already quoted on ASX or are not intended to be quoted on ASX".	 ✓ securities that have already been quoted on ASX ("existing class") – in relation to the securities issued on exercise of the 159,080 unquoted options ☐ in a class which is not quoted on ASX but which has an existing ASX security code ("existing class") ☐ in a class which is not quoted on ASX and which does not have an existing ASX security code ("new class")

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2.3c	*The call or instalment the subject of this notification is being paid on +securities which are not quoted on ASX and which: Answer this question if your response to Q2.1 is "Unquoted partly paid securities upon which a call or instalment has been paid".	□ have an existing ASX security code ("existing class")□ do not have an existing ASX security code ("new class")
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Part 3A – number and type of +securities the subject of this notification (existing or new class) where issue has previously been notified to ASX in an Appendix 3B

Answer the questions in this Part if your response to Q2.1 is "Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B that are not quoted, and are not intended to be quoted, on ASX".

Question No.	Question	Answer
3A.1	*ASX security code & description	
3A.2	*Number of +securities issued/paid up	
3A.3	Any other information the entity wishes to provide about the +securities the subject of this notification	

Part 3B – number and type of +securities the subject of this notification (existing class) where issue has not previously been notified to ASX in an Appendix 3B

Answer the questions in this part if your response to Q2.1 is anything other than "Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B that are not quoted, and are not intended to be quoted, on ASX" and your response to Q2.3a, 2.3b or 2.3c (as applicable) is "existing class". If your response to Q2.1 is "Unquoted options that have been exercised or other unquoted convertible securities that have been converted" or "Quoted options that have been exercised or other quoted convertible securities that have been converted where the securities received as a result of the exercise or conversion either are already quoted on ASX or are not intended to be quoted on ASX", the questions in this part relate to the securities issued, transferred or re-classified as a result of the exercise of the options or the conversion of the convertible securities. If your response to Q2.1 is "Unquoted partly paid securities upon which a call or instalment has been paid", the questions in this part relate to the securities arising from that payment. Otherwise, the questions in this part relate to the securities issued by the entity which are the subject of this notification and which are described in the response to Q2.1.

Question No.	Question	Answer
3B.1	*ASX security code & description	MSB
3B.2	*Number of +securities issued/transferred/reclassified/paid up	159,080 ordinary shares

3B.3a	*Will the +securities rank equally in all respects from their issue date with the existing issued +securities in that class? You do not need to answer this question if your response to Q2.1 is ""Unquoted options that have been exercised or other unquoted convertible securities that have been converted" or "Quoted options that have been exercised or other quoted convertible securities that have been converted where the securities received as a result of the exercise or conversion either are already quoted on ASX or are not intended to be quoted on ASX", and your response to Q2.2c.4 is "A transfer of existing securities" and your response to Q2.3b is "securities that have already been quoted on ASX".	N/A
3B.3b	*Is the actual date from which the +securities will rank equally (non-ranking end date) known? You do not need to answer this question if your response to Q2.1 is "Unquoted options that have been exercised or other unquoted convertible securities that have been converted" or "Quoted options that have been exercised or other quoted convertible securities that have been converted where the securities received as a result of the exercise or conversion either are already quoted on ASX or are not intended to be quoted on ASX", your response to Q2.2c.4 is "A transfer of existing securities" and your response to Q2.3b is "securities that have already been quoted on ASX". Otherwise answer this question if your response to Q3B.3a is "No".	N/A
3B.3c	*Provide the actual non-ranking end date You do not need to answer this question if your response to Q2.1 is "Unquoted options that have been exercised or other unquoted convertible securities that have been converted" or "Quoted options that have been exercised or other quoted convertible securities that have been converted where the securities received as a result of the exercise or conversion either are already quoted on ASX or are not intended to be quoted on ASX", your response to Q2.2c.4 is "A transfer of existing securities" and your response to Q2.3b is "securities that have already been quoted on ASX". Otherwise answer this question if your response to Q3B.3a is "No" and your response to Q3B.3b is "Yes".	N/A
3B.3d	*Provide the estimated non-ranking end period You do not need to answer this question if your response to Q2.1 is "Unquoted options that have been exercised or other unquoted convertible securities that have been converted" or "Quoted options that have been exercised or other quoted convertible securities that have been converted where the securities received as a result of the exercise or conversion either are already quoted on ASX or are not intended to be quoted on ASX", your response to Q2.2c.4 is "A transfer of existing securities" and your response to Q2.3b is "securities that have already been quoted on ASX". Otherwise answer this question if your response to Q3B.3a is "No" and your response to Q3B.3b is "No".	N/A

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3B.3e	*Please state the extent to which the +securities do not rank equally: • in relation to the next dividend, distribution or interest payment; or	N/A
	for any other reason Otherwise answer this question if your response to Q3B.3a is "No".	
	You do not need to answer this question if your response to Q2.1 is "Unquoted options that have been exercised or other unquoted convertible securities that have been converted" or "Quoted options that have been exercised or other quoted convertible securities that have been converted where the securities received as a result of the exercise or conversion either are already quoted on ASX or are not intended to be quoted on ASX", your response to Q2.2c.4 is "A transfer of existing securities" and your response to Q2.3b is "securities that have already been quoted on ASX". For example, the securities may not rank at all, or may rank proportionately based on the percentage of the period in question they have been on issue, for the	
	next dividend, distribution or interest payment; or they may not be entitled to participate in some other event, such as an entitlement issue.	
3B.4	Any other information the entity wishes to provide about the +securities the subject of this notification	N/A

Part 3C – number and type of +securities the subject of this notification (new class)

Answer the questions in this part if your response to Q2.1 is anything other than "Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B that are not quoted, and are not intended to be quoted, on ASX" and your response to Q2.3a, 2.3b or 2.3c (as applicable) is "new class". If your response to Q2.1 is "Unquoted options that have been exercised or other unquoted convertible securities that have been converted" or "Quoted options that have been exercised or other quoted convertible securities that have been converted where the securities received as a result of the exercise or conversion either are already quoted on ASX or are not intended to be quoted on ASX", the questions in this part relate to the securities being issued, transferred or reclassified as a result of the exercise of the options or the conversion of the convertible securities. If your response to Q2.1 is "Unquoted partly paid securities upon which a call or instalment has been paid", the questions in this part relate to the call paid or fully paid securities arising from that payment. Otherwise, the questions in this part relate to the securities issued by the entity which are the subject of this notification and which are described in the response to Q2.1.

Question No.	Question	Answer
C.1	*Security description	5,970,000 unquoted options to acquire ordinary shares at a price per share of A\$3.75, vesting in three equal tranches on 16 July 2021, 16 July 2022, and 16 July 2023, and expiring on 15 July 2027.
		700,000 unquoted options to acquire ordinary shares at a price per share of A\$3.41. Options are required to satisfy certain specified milestone conditions and time-based vesting conditions prior to vesting. Time-based conditions restrict vesting to be in three equal tranches on 16 July 2021, 16 July 2022, and 16 July 2023, and expiring on 15 July 2027.

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		140,000 unquoted options to acquire ordinary shares at a price per share of A\$5.76, vesting in three equal tranches on 26 August 2021, 26 August 2022, and 26 August 2023, and expiring on 25 August 2027.
		200,000 unquoted options to acquire ordinary shares at a price per share of A\$4.78. Options vest upon satisfaction of certain specified milestone conditions and expire on 10 September 2027.
		240,000 unquoted options to acquire ordinary shares at a price per share of A\$3.84, vesting in three equal tranches on 8 October 2021, 8 October 2022, and 8 October 2023, and expiring on 7 October 2027.
		200,000 unquoted options to acquire ordinary shares at a price per share of A\$3.60, vesting in three equal tranches on 20 November 2021, 20 November 2022, and 20 November 2023, and expiring on 19 November 2027.
		100,000 unquoted options to acquire ordinary shares at a price per share of A\$3.60, expiring on 19 November 2027.
		250,000 unquoted options to acquire ordinary shares at a price per share of A\$2.67. Options are required to satisfy certain specified milestone conditions and time-based vesting conditions prior to vesting. Time-based conditions restrict vesting to be in three equal tranches on 16 February 2022, 16 February 2023, and 16 February 2024, and expiring on 16 February 2028.
3C.2	*Security type	☐ Ordinary fully or partly paid shares/units
	Select one item from the list that best describes the securities the subject of this form. This will determine more detailed questions to be asked about the security later in this section. Select "ordinary fully or partly paid shares/units" for stapled securities or CDIs. For interest rate securities, please select the appropriate choice from either "Convertible debt securities" or "Nonconvertible debt securities". Select "Other" for performance shares/units and performance options/rights or if the selections available in the list do not appropriately describe the security being issued.	 ☑ Options ☐ +Convertible debt securities ☐ Non-convertible +debt securities ☐ Redeemable preference shares/units ☐ Other
3C.3	ISIN code Answer this question if you are an entity incorporated outside Australia and you are issuing a new class of	N/A

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	securities other than CDIs. See also the note at the top of this form.	
3C.4	*Number of +securities issued/paid up	7,800,000 unquoted options
3C.5a	*Will all the +securities issued in this class rank equally in all respects from the issue date?	Yes
3C.5b	*Is the actual date from which the +securities will rank equally (non-ranking end date) known? Answer this question if your response to Q3C.5a is "No".	N/A
3C.5c	*Provide the actual non-ranking end date Answer this question if your response to Q3C.5a is "No" and your response to Q3C.5b is "Yes".	N/A
3C.5d	*Provide the estimated non-ranking end period Answer this question if your response to Q3C.5a is "No" and your response to Q3C.5b is "No".	N/A
3C.5e	*Please state the extent to which the +securities do not rank equally:	N/A
	 in relation to the next dividend, distribution or interest payment; or 	
	for any other reason	
	Answer this question if your response to Q3C.5a is "No".	
	For example, the securities may not rank at all, or may rank proportionately based on the percentage of the period in question they have been on issue, for the next dividend, distribution or interest payment; or they may not be entitled to participate in some other event, such as an entitlement issue.	
3C.6	Please attach a document or provide a URL link for a document lodged with ASX setting out the material terms of the +securities being issued You may cross reference a disclosure document, PDS, information memorandum, investor presentation or other announcement with this information provided it has been released to the ASX Market Announcements Platform.	Refer to Item 6 in Notice of Meeting released 27 November 2019 https://www.asx.com.au/asxpdf/20191029/pdf/44b06zfvzb0vzb.pdf
3C.7	*Have you received confirmation from ASX that the terms of the +securities are appropriate and equitable under listing rule 6.1?	No
	Answer this question only if you are an ASX Listing. (ASX Foreign Exempt Listings and ASX Debt Listings do not have to answer this question).	
	If your response is "No" and the securities have any unusual terms, you should approach ASX as soon as possible for confirmation under listing rule 6.1 that the terms are appropriate and equitable.	
3C.8a	Ordinary fully or partly paid shares/units of Answer the questions in this section if you selected this s	
	*+Security currency	N/A
	This is the currency in which the face amount of an issue is denominated. It will also typically be the currency in which distributions are declared.	IVA

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	*Are there CDIs issued over the +securities?	N/A
	*CDI ratio Answer this question if you answered "Yes" to the previous question. This is the ratio at which CDIs can be transmuted into the underlying security (e.g. 4:1 means 4 CDIs represent 1 underlying security whereas 1:4 means 1 CDI represents 4 underlying securities).	N/A
	*Is it a partly paid class of +security?	N/A
	*Paid up amount: unpaid amount Answer this question if answered "Yes" to the previous question. The paid up amount represents the amount of application money and/or calls which have been paid on any security considered 'partly paid' The unpaid amount represents the unpaid or yet to be called amount on any security considered 'partly paid'. The amounts should be provided per the security currency (e.g. if the security currency is AUD, then the paid up and unpaid amount per security in AUD).	N/A
	*Is it a stapled +security? This is a security class that comprises a number of ordinary shares and/or ordinary units issued by separate entities that are stapled together for the purposes of trading.	N/A
3C.8b	Option details Answer the questions in this section if you selected this	security type in your response to Question 3B.2.
	*+Security currency This is the currency in which the exercise price is payable.	AUD
	*Exercise price The price at which each option can be exercised and convert into the underlying security. If there is no exercise price please answer as \$0.00. The exercise price should be provided per the security currency (i.e. if the security currency is AUD, the exercise price should be expressed in AUD).	5,970,000 at \$3.75; 700,000 at \$3.41; 140,000 at \$5.76; 200,000 at \$4.78; 240,000 at \$3.84; 300,000 at \$3.60; and 250,000 at \$2.67.
	*Expiry date The date on which the options expire or terminate.	6,670,000 on 15 July 2027; 140,000 on 25 August 2027; 200,000 on 10 September 2027; 240,000 on 7 October 2027; 300,000 on 19 November 2027; and 250,000 on 16 February 2028.
	*Details of the number and type of +security (including its ASX security code if the +security is quoted on or recorded by ASX) that will be issued if an option is exercised For example, if the option can be exercised to receive one fully paid ordinary share with ASX security code ABC, please insert "One fully paid ordinary share (ASX:ABC)".	One fully paid ordinary share (ASX:MSB)

⁺ See chapter 19 for defined terms

3C.8c	Details of non-convertible +debt securities, +convertible debt securities, or redeemable preference shares/units		
	Answer the questions in this section if you selected one of these security types in your response to Question 3B.2. Refer to Guidance Note 34 and the "Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities" for further information on certain terms used in this section		
	*Type of +security	☐ Simple corporate bond	
	Select one item from the list	☐ Non-convertible note or bond	
		☐ Convertible note or bond	
		☐ Preference share/unit	
		☐ Capital note	
		☐ Hybrid security	
		□ Other	
	*+Security currency	N/A	
	This is the currency in which the face value of the security is denominated. It will also typically be the currency in which interest or distributions are paid.		
	Face value	N/A	
	This is the principal amount of each security.		
	The face value should be provided per the security currency (i.e. if security currency is AUD, then the face value per security in AUD).		
	*Interest rate type	☐ Fixed rate	
	Select one item from the list Select the appropriate interest rate type per the terms of the security. Definitions for each type are provided in the Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities	☐ Floating rate	
		☐ Indexed rate	
		□ Variable rate	
		☐ Zero coupon/no interest	
		□ Other	
	Frequency of coupon/interest payments	☐ Monthly	
	per year	☐ Quarterly	
	Select one item from the list.	□ Semi-annual	
		☐ Annual	
		☐ No coupon/interest payments	
		☐ Other	
	First interest payment date	N/A	
	A response is not required if you have selected "No coupon/interest payments" in response to the question above on the frequency of coupon/interest payments		
	Interest rate per annum	N/A	
	Answer this question if the interest rate type is fixed.		
	*Is the interest rate per annum estimated at this time?	N/A	
	Answer this question if the interest rate type is fixed.		
	If the interest rate per annum is estimated, then what is the date for this information to be announced to the market (if known)	N/A	
	Answer this question if the interest rate type is fixed and your response to the previous question is "Yes".		

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N/A
N/A
N/A
N/A
 □ s128F exempt □ Not s128F exempt □ s128F exemption status unknown □ Not applicable
N/A
N/A
□ Simple □ Subordinated □ Secured □ Converting □ Convertible □ Transformable □ Exchangeable □ Cumulative □ Non-Cumulative □ Redeemable
□ N

⁺ See chapter 19 for defined terms

		☐ Reset
		☐ Step-Down
		☐ Step-Up
		□ Stapled
		☐ None of the above
	*Is there a first trigger date on which a right of conversion, redemption, call or put can be exercised (whichever is first)?	N/A
	*If yes, what is the first trigger date Answer this question if your response to the previous question is "Yes".	N/A
	Details of the number and type of +security (including its ASX security code if the +security is quoted on ASX) that will be issued if the securities to be quoted are converted, transformed or exchanged Answer this question if the security features include "converting", "convertible", "transformable" or "exchangeable". For example, if the security can be converted into 1,000 fully paid ordinary shares with ASX security code ABC, please insert "1,000 fully paid ordinary shares (ASX:ABC)".	N/A
3C.9	Any other information the entity wishes to provide about the +securities the subject of this notification	N/A

Part 4 -+ Securities on issue

Following the issue, conversion or payment up of the +securities the subject of this application, the

issued +securities of the entity will comprise: Note: the figures provided in the table below are used to calculate part of the total market capitalisation of the entity published by ASX from time to time. Please make sure you include in the table each class of security issued by the entity.		
.1 Quoted +Securities (Total number of each +class of +securities issued and quoted on ASX)		
*ASX security code and description	*Total number of +securities on issue	
Ordinary shares	648,696,070	
Unquoted +Securities (Total number of each +class of +securities issued but not quoted ASX)		
*ASX security code and description	*Total number of +securities on issue	
Unquoted options	42,807,469 (2,106,667 options have lapsed since the last Appendix 2A – see Appendix 3H lodged on 30 August 2021)	
Incentive rights	1,500,000	
Warrants	15,027,327	
	resecurities of the entity will comprise: figures provided in the table below are used to calculate part of time to time. Please make sure you include in the table each of securities should be included in table 4.2. Quoted +Securities (Total number of each +clate *ASX security code and description Ordinary shares Unquoted +Securities (Total number of each + ASX) *ASX security code and description Unquoted options Incentive rights	

⁺ See chapter 19 for defined terms

Part 5 – Other Listing Rule requirements

The questions in this Part should only be answered if you are an ASX Listing (ASX Foreign Exempt Listings and ASX Debt Listings do not need to complete this Part) and your response to Q2.1 is:

- "Securities issued under a dividend or distribution plan that are not quoted, and are not intended to be quoted, on ASX";
- "Securities issued under an employee incentive scheme that are subject to a restriction on transfer and are not being quoted on ASX until the restriction ends" or "Other securities issued under an employee incentive scheme that are not intended to be quoted on ASX"; or
- "Other"

Note that if your response to Q2.1 is "Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B that are not quoted, and are not intended to be quoted, on ASX", it is assumed that you will have provided the information referred to in this Part in the Appendix 3B.

Question No.	Question	Answer
5.1	*Were the +securities issued under an exception in Listing Rule 7.2 and therefore the issue did not need any security holder approval under Listing Rule 7.1?	Yes
5.1a	Enter the number of the applicable exception in Listing Rule 7.2 Note this should be a number between 1 and 17.	13
5.1a.1	*Does the +dividend or distribution plan meet the requirement of listing rule 7.2 exception 4 that it does not impose a limit on participation? Answer this question if your response to Q5.1 is "Yes" and your response to Q5.1a is "4".	N/A
	Note: Exception 4 only applies where security holders are able to elect to receive all of their dividend or distribution as securities. For example, Exception 4 would not apply in the following circumstances: 1) The entity has specified a dollar limit on the level of participation e.g. security holders can only participate to a maximum value of \$x in respect of their entitlement, or 2) The entity has specified a maximum number of securities that can participate in the plan e.g. security holders can only receive securities in lieu of dividend payable for x number of securities.	
5.2	*Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1? Answer this question if the response to Q5.1 is "No".	N/A
5.2a	*Date of meeting or proposed meeting to approve the issue under listing rule 7.1 Answer this question if the response to Q5.1 is "No" and the response to Q5.2 is "Yes".	N/A
5.2b	*Are any of the +securities being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1? Answer this question if the response to Q5.1 is "No" and the response to Q5.2 is "No".	N/A

5.2b.1	*How many +securities are being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1? Answer this question if the response to Q5.1 is "No", the response to Q5.2 is "No" and the response to Q5.2b is "Yes". If the response to Q5.2b is "Yes", please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure B to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1 to issue that number of securities.	N/A
5.2c	*Are any of the +securities being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)? Answer this question if the response to Q5.1 is "No" and the response to Q5.2 is "No".	N/A
5.2c.1	*How many +securities are being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A? Answer this question if the response to Q5.1 is "No", the response to Q5.2 is "No" and the response to Q5.2c is "Yes". If the response to Q5.2c is "Yes", please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure C to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1A to issue that number of securities.	N/A

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

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Appendix 3H

Notification of cessation of +securities

Information and documents given to ASX become ASX's property and may be made public. *Denotes minimum information required for first lodgement of this form.

Part 1 – Entity and announcement details

Question no	Question	Answer	
1.1	*Name of entity We (the entity named above) provide the following information about our issued capital. ¹	MESOBLAST LTD	
1.2	*Registration type and number Please supply your ABN, ARSN, ARBN, ACN or another registration type and number (if you supply another registration type, please specify both the type of registration and the registration number).	ABN 68 109 431 870	
1.3	*ASX issuer code	MSB	
1.4	*The announcement is Select whichever is applicable.	 ☑ New announcement ☐ Update/amendment to previous announcement ☐ Cancellation of previous announcement 	
1.4a	*Reason for update Answer this question if your response to Q 1.4 is "Update/amendment to previous announcement".	N/A	
1.4b	*Date of previous announcement to this update Answer this question if your response to Q 1.4 is "Update/amendment to previous announcement".	N/A	
1.4c	*Reason for cancellation Answer this question if your response to Q 1.4 is "Cancellation of previous announcement".	N/A	
1.4d	*Date of previous announcement to this cancellation Answer this question if your response to Q 1.4 is "Cancellation".	N/A	
1.5	*Date of this announcement	30 August 2021	

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

Listing rule 3.8A requires an entity to notify ASX of the cessation of securities pursuant to a buy-back by giving ASX an Appendix 3H:

5 June 2021

⁽a) any securities issued under an employee incentive scheme:

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

⁽ii) to someone who is not key management personnel or an associate, within 10 business days of the end of the quarter in which the cessation occurred;

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

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

The notification must be in the form of, or accompanied by, an Appendix 3H.

[•] in the case of a minimum holding buy-back, within 5 business days of the completion of the buyback; or

[•] in all other cases, within 5 business days of giving ASX the final notice for the buy-back.

⁺ See chapter 19 for defined terms

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

Question No.	Question	Ar	Answer	
2.1	*ASX +security code and description	MS	SBAI	
2.2	*Number of securities that have ceased	2,	106,667	
2.3	*Reason for cessation Note: the conversion of a convertible security (which is notifiable to ASX under Listing Rule 3.10.3B) is not regarded as the "cessation" of the convertible security for the purposes of this rule. Likewise, the payment up of a partly paid security resulting in it becoming a fully paid security (which is notifiable to ASX under Listing Rule 3.10.3D) is not regarded as		Expiry of option or other convertible security without exercise or conversion	
			Lapse of conditional right to securities because the conditions have not been, or have become incapable of being, satisfied	
	the "cessation" of the partly paid security for the purposes of this rule.		Cancellation pursuant to a minimum holding buy-back	
			Cancellation pursuant to an employee share scheme buy-back	
			Cancellation pursuant to an on-market buy-back	
			Cancellation pursuant to an equal access scheme buy-back	
			Cancellation pursuant to a selective buy-back	
			Cancellation pursuant to another form of buy back	
			Cancellation pursuant to a reduction of capital	
			Cancellation pursuant to a scheme of arrangement or other reconstruction	
			Cancellation by agreement between the entity and the holder	
			Repayment or redemption of +convertible debt security without conversion	
			Repayment or redemption of quoted +debt security	
			Redemption of redeemable preference securities	
			Redemption of units	
			Cancellation of partly paid +securities upon which a call or instalment has not been paid	
			Other	
			ou have selected 'other' please provide additional tails regarding the reason for cessation here:	
		<u> </u>		

2.4	*Date of cessation	2,106,667 on 30 August 2021
2.5	*Is the entity paying any consideration for the cessation? Example: the payment of an amount to the holder of an option or right as consideration for the holder to agree to a cancellation of the option or right. The repayment of the principal amount of a convertible debt security or quoted debt security in accordance with its terms is not regarded as consideration paid for the cessation of that security.	No
2.6	*In what currency is the consideration being paid? Answer this question if your response to Q 2.5 is "Yes"	N/A
2.6a	*Consideration amount per +security paid by the entity for the cessation Answer this question if your response to Q 2.5 is "Yes" The consideration amount per security should be provided per the currency specified in Q2.6. Note: This question is <u>not</u> applicable for buy-back events (i.e. Minimum Holding, Employee, On-Market, Equal Access, Selective),	N/A
2.6b	*Total consideration paid or payable for the securities The total consideration amount should be provided per the currency specified in Q2.6. Note: This question is applicable to buy-back events only (i.e. minimum holding, employee share scheme, on-market, equal access scheme, selective or other),	N/A
2.7	Any other information the entity wishes to notify to ASX about the cessation?	N/A

Repeat the above questions if you are advising the cessation of more than one security class.

Part 3 – Issued capital following changes

Following the cessation of the +securities the subject of this notification, the issued capital of the entity will comprise:			
3.1	*Quoted +equity securities and +debt securities (total number of each +class of +securities quoted on ASX)		
	ASX +security code and description	Total number of +securities on issue	
3.2	*Unquoted +equity securities (total number issued but not quoted on ASX):	er of each +class of +equity securities	
	ASX +security code and description	Total number of +securities on issue	
	Unquoted options	42,807,469	
	Incentive Rights	1,500,000	
	Warrants	15,027,327	

Note: the figures provided in the tables in sections 3.1 and 3.2 above are used to calculate the total market capitalisation of the entity published by ASX from time to time. Please make sure you include in the relevant table each class of securities issued by the entity.

If you have quoted CHESS Depository Interests (CDIs) issued over your securities, include them in the table in section 3.1. Restricted securities should only be included in the table in section 3.1 if you are applying to have them quoted because the escrow period for the securities has expired or is about to expire. Otherwise include them in the table in section 3.2.

Introduced 05/06/21

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