

7 March 2025

Dr Gregory George – Appendix 3Y and replacement 3X

Please see attached an Appendix 3Y for recent share purchases by recently appointed director Dr George.

In addition, please see attached a revised Appendix 3X for Dr George. This is provided in replacement of the Appendix 3X provided 24 February 2025.

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Appendix 3Y

Change of Director's Interest Notice

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.

Introduced 30/09/01 Amended 01/01/11

Name of entity	MESOBLAST LIMITED
ABN	68 109 431 870

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Gregory George
Date of last notice	7 March 2025

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct and indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	JP Morgan Nominees Australia Pty Limited (Interest in ordinary shares held in the form of American Depositary Shares ("ADS") held by custodian JP Morgan Nominees Australia Pty Limited. Interest in the ADSs held by G to the Fourth Investments, LLC)
Date of change	28 February 2025 and 3 March 2025
No. of securities held prior to change	<u>Direct</u> 19,350,005 ordinary shares 200,000 warrants convertible into ADS. Each ADS represents 10 ordinary shares. <u>Indirect</u> 3 ordinary shares 6,830,602 warrants to acquire ordinary shares 22,414,606 ADS. Each ADS represents 10 ordinary shares. Grantor of put option over 50,000 ADS, each representing 10 ordinary shares
Class	See above
Number acquired	- 4,551,272 ordinary shares, and - 482,857 ADS, each representing 10 ordinary shares

Appendix 3Y
Change of Director's Interest Notice

Number disposed	Nil
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	US\$7,251,757.93 for the ordinary shares purchased US\$7,577,059.72 for the ADS purchased
No. of securities held after change	<u>Direct</u> 19,350,005 ordinary shares 200,000 warrants convertible into ADS. Each ADS represents 10 ordinary shares. <u>Indirect</u> 4,551,275 ordinary shares 6,830,602 warrants to acquire ordinary shares 22,897,463 ADS. Each ADS represents 10 ordinary shares. Grantor of put option over 50,000 ADS, each representing 10 ordinary shares
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	On market purchase by G to the Fourth Investments, LLC of: <ul style="list-style-type: none"> - 4,551,272 ordinary shares, and - 482,857 ADS, each representing 10 ordinary shares

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
Interest acquired	
Interest disposed	

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
Interest after change	

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

⁺ See chapter 19 for defined terms.

Appendix 3X

Initial Director's Interest Notice

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.

Introduced 30/9/2001.

Name of entity	MESOBLAST LIMITED
ABN	68 109 431 870

We (the entity) give ASX the following information under listing rule 3.19A.1 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Gregory George
Date of appointment	24 February 2025

Part 1 - Director's relevant interests in securities of which the director is the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Number & class of securities

19,350,005 ordinary shares
200,000 warrants convertible into American Depositary Shares ("ADS"). Each ADS represents 10 ordinary shares.

Part 2 – Director's relevant interests in securities of which the director is not the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Name of holder & nature of interest	Number & class of Securities
<small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	
<p>G to the Fourth Investments, LLC (Gregory George, is a member of G to the Fourth Investments, LLC and is deemed to be the beneficial owner of these securities)</p>	<p>3 ordinary shares 6,830,602 warrants</p>
<p>G to the Fourth Investments, LLC has sold a put option which may result in the holder of the put option requiring G to the Fourth Investments, LLC to purchase these securities on or before the put option expiry of April 17, 2025</p>	<p>50,000 ADS. Each ADS represents 10 ordinary shares</p>
<p>JP Morgan Nominees Australia Pty Limited (Interest in ordinary shares held in the form of American Depositary Shares held by custodian JP Morgan Nominees Australia Pty Limited. Interest in the ADSs held by Gregory George, G to the Fourth Investments, LLC, and Dr George's sons' James George and Grant George)</p>	<p>22,414,606 ADS. Each ADS represents 10 ordinary shares.</p>

Part 3 – Director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

+ See chapter 19 for defined terms.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
No. and class of securities to which interest relates	

+ See chapter 19 for defined terms.