

28 November 2023

Mesoblast Limited (MSB)
Results of Annual General Meeting Held 28 November 2023

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.

Yours faithfully



Niva Sivakumar
Company Secretary

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)				Total votes cast in the poll (where applicable)			
No	Short Description	Strike Y/N/NA	For	Against	Discretionary (open votes)	Abstain	For	Against	Abstain **	Result
02	ADOPTION OF THE REMUNERATION REPORT	N	149,477,371 93.88%	8,305,115 5.22%	1,440,491 0.90%	1,272,057	155,330,428 94.17%	9,618,269 5.83%	1,274,057	Carried
03	AMENDMENT TO THE CONSTITUTION	NA	224,442,048 98.44%	2,048,454 0.90%	1,503,898 0.66%	1,716,180	230,183,413 98.77%	2,857,390 1.23%	2,650,383	Carried
04A	RE-ELECTION OF MR PHILIP FACCHINA AS A DIRECTOR	NA	217,094,196 95.28%	9,294,475 4.08%	1,463,285 0.64%	1,858,624	223,557,605 95.68%	10,102,411 4.32%	2,031,170	Carried
04B	RE-ELECTION OF MR WILLIAM BURNS AS A DIRECTOR	NA	140,979,534 61.87%	85,530,397 37.54%	1,337,935 0.59%	1,862,714	146,975,404 62.86%	86,853,068 37.14%	1,862,714	Carried
05A	APPROVAL OF PROPOSED ISSUE OF OPTIONS TO DR SILVIU ITESCU IN CONNECTION WITH HIS LONG-TERM INCENTIVE REMUNERATION FOR THE 2023/2024 FINANCIAL YEAR	NA	137,170,523 86.44%	20,188,991 12.72%	1,332,046 0.84%	1,812,474	142,406,440 86.61%	22,012,840 13.39%	1,812,474	Carried
05B	APPROVAL OF PROPOSED ISSUE OF OPTIONS TO DR SILVIU ITESCU IN LIEU OF 30% OF BASE SALARY	NA	151,612,638 95.22%	6,277,596 3.94%	1,339,430 0.84%	1,274,370	156,973,939 95.16%	7,983,445 4.84%	1,274,370	Carried
06A	APPROVAL OF PROPOSED ISSUE OF OPTIONS TO DR ERIC ROSE IN CONNECTION WITH HIS LONG-TERM INCENTIVE REMUNERATION FOR THE 2023/2024 FINANCIAL YEAR	NA	136,735,754 86.17%	20,611,324 12.99%	1,337,930 0.84%	1,819,026	142,150,101 86.46%	22,262,627 13.54%	1,819,026	Carried
06B	APPROVAL OF PROPOSED ISSUE OF OPTIONS TO DR ERIC ROSE IN LIEU OF 30% OF BASE SALARY	NA	151,748,972 95.35%	6,034,788 3.79%	1,366,438 0.86%	1,353,836	157,309,827 95.41%	7,568,091 4.59%	1,353,836	Carried
07	APPROVAL OF PROPOSED ISSUE OF OPTIONS TO NON-EXECUTIVE DIRECTORS	NA	131,439,612 82.92%	25,680,553 16.20%	1,394,242 0.88%	1,989,627	136,526,295 83.13%	27,715,832 16.87%	1,989,627	Carried
08	APPROVAL OF PROPOSED ISSUE OF OPTIONS TO DIRECTOR, DR PHILIP KRAUSE	NA	137,744,446 86.65%	19,833,046 12.48%	1,388,538 0.87%	1,538,004	142,975,561 86.91%	21,542,566 13.09%	1,713,627	Carried



MESOBLAST LIMITED

RESULT OF ANNUAL GENERAL MEETING (ASX REPORT)

ANNUAL GENERAL MEETING
Tuesday, 28 November, 2023

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)				Total votes cast in the poll (where applicable)			
No	Short Description	Strike Y/N/NA	For	Against	Discretionary (open votes)	Abstain	For	Against	Abstain **	Result
09	RATIFICATION OF ISSUE OF SECURITIES TO INSTITUTIONAL INVESTORS	NA	184,487,236 94.85%	8,563,242 4.40%	1,446,027 0.74%	21,507,994	190,886,855 95.22%	9,587,179 4.78%	21,511,071	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