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7 July 2020

Issue to Kentgrove Capital

In connection with the Kentgrove Capital equity facility agreement entered into in 2016, and the extension of the term of the facility which occurred in 2019, Mesoblast needs to issue 1,500,000 new incentive rights and 74,924 ordinary shares to Kentgrove Capital.

A prospectus has been filed with ASIC in order to enable this issuance of ordinary shares and incentive rights and is attached to this Appendix 3B and 2A.

Appendix 3B

Proposed issue of +securities

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 proposing to issue a new class of +securities other than CDIs, you will need to obtain and provide an International Securities Identification Number (ISIN) for that class. Similarly, if you are an entity incorporated outside Australia, the +securities proposed to be issued are in an existing class of +security but the event timetable includes a period of rights or +deferred settlement trading, you will need to obtain and provide an ISIN code for the rights and/or the deferred settlement +securities. 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 ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules | MESOBLAST LIMITED (Mesoblast) |
| 1.2 | *Registration type and number <i>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).</i> | ABN: 68 109 431 870 |
| 1.3 | *ASX issuer code | MSB |
| 1.4 | *This announcement is <i>Tick whichever is applicable.</i> | <input checked="" type="checkbox"/> A new announcement <input type="checkbox"/> An update/amendment to a previous announcement <input type="checkbox"/> A cancellation of a previous announcement |
| 1.4a | *Reason for update <i>Mandatory only if "Update" ticked in Q1.4 above. A reason must be provided for an update.</i> | |
| 1.4b | *Date of previous announcement to this update <i>Mandatory only if "Update" ticked in Q1.4 above.</i> | |

| | | |
|------|--|---|
| 1.4c | *Reason for cancellation <i>Mandatory only if "Cancellation" ticked in Q1.4 above.</i> | |
| 1.4d | *Date of previous announcement to this cancellation <i>Mandatory only if "Cancellation" ticked in Q1.4 above.</i> | |
| 1.5 | *Date of this announcement | 7 July 2020 |
| 1.6 | *The proposed issue is: <i>Note: You can select more than one type of issue (e.g. an offer of securities under a securities purchase plan and a placement, however ASX may restrict certain events from being announced concurrently). Please contact your listing adviser if you are unsure.</i> | <input type="checkbox"/> A +bonus issue (<i>complete Parts 2 and 8</i>) <input type="checkbox"/> A standard +pro rata issue (non-renounceable or renounceable) (<i>complete Q1.6a and Parts 3 and 8</i>) <input type="checkbox"/> An accelerated offer (<i>complete Q1.6b and Parts 3 and 8</i>) <input type="checkbox"/> An offer of +securities under a +securities purchase plan (<i>complete Parts 4 and 8</i>) <input checked="" type="checkbox"/> A non-+pro rata offer of +securities under a +disclosure document or +PDS (<i>complete Parts 5 and 8</i>) <input type="checkbox"/> A non-+pro rata offer to wholesale investors under an information memorandum (<i>complete Parts 6 and 8</i>) <input type="checkbox"/> A placement or other type of issue (<i>complete Parts 7 and 8</i>) |
| 1.6a | *The proposed standard +pro rata issue is: <i>Answer this question if your response to Q1.6 is "A standard pro rata issue (non-renounceable or renounceable)." Select one item from the list</i> | <input type="checkbox"/> Non-renounceable <input type="checkbox"/> Renounceable |
| 1.6b | *The proposed accelerated offer is: <i>Answer this question if your response to Q1.6 is "An accelerated offer" Select one item from the list</i> | <input type="checkbox"/> Accelerated non-renounceable entitlement offer (commonly known as a JUMBO or ANREO) <input type="checkbox"/> Accelerated renounceable entitlement offer (commonly known as an AREO) <input type="checkbox"/> Simultaneous accelerated renounceable entitlement offer (commonly known as a SAREO) <input type="checkbox"/> Accelerated renounceable entitlement offer with dual book-build structure (commonly known as a RAPIDS) <input type="checkbox"/> Accelerated renounceable entitlement offer with retail rights trading (commonly known as a PAITREO) |

Part 2 – Details of proposed +bonus issue

If your response to Q1.6 is “A bonus issue”, please complete Parts 2A – 2D and the details of the securities proposed to be issued in Part 8. Refer to section 1 of Appendix 7A of the Listing Rules for the timetable for bonus issues.

Part 2A – Proposed +bonus issue – conditions

| Question No. | Question | Answer | | |
|---|---|-----------------------------------|--|----------|
| 2A.1 | <p>*Are any of the following approvals required for the +bonus issue to be unconditional?</p> <ul style="list-style-type: none"> • +Security holder approval • Court approval • Lodgement of court order with +ASIC • ACCC approval • FIRB approval • Another approval/condition external to the entity. <p><i>If any of the above approvals apply to the bonus issue, they must be obtained before business day 0 of the timetable. The relevant approvals must be received before ASX can establish an ex market in the securities.</i></p> | | | |
| 2A.1a | <p>Conditions</p> <p><i>Answer these questions if your response to Q2A.1 is “Yes”.</i></p> <p><i>Select the applicable approval(s) from the list. More than one approval can be selected. The “date for determination” is the date that you expect to know if the approval is given (for example, the date of the security holder meeting in the case of security holder approval or the date of the court hearing in the case of court approval).</i></p> | | | |
| *Approval/ condition Type | *Date for determination | *Is the date estimated or actual? | *Approval received/ condition met? | Comments |
| | | | <p><i>Please respond “Yes” or “No”. Only answer this question when you know the outcome of the approval. Please advise before business day 0 of the Appendix 7A bonus issue timetable.</i></p> | |
| +Security holder approval | | | | |
| Court approval | | | | |
| Lodgement of court order with +ASIC | | | | |
| ACCC approval | | | | |
| FIRB approval | | | | |
| Other (please specify in comment section) | | | | |

Part 2B – Proposed +bonus issue - issue details

| Question No. | Question | Answer |
|--------------|---|--|
| 2B.1 | <p>*Class or classes of +securities that will participate in the proposed +bonus issue (please enter both the ASX security code & description)</p> <p><i>If more than one class of security will participate in the proposed bonus issue, make sure you clearly identify any different treatment between the classes.</i></p> | |
| 2B.2 | <p>*Class of +securities that will be issued in the proposed +bonus issue (please enter both the ASX security code & description)</p> | |
| 2B.3 | <p>*Issue ratio</p> <p><i>Enter the quantity of additional securities to be issued for a given quantity of securities held (for example, 1 for 2 means 1 new security issued for every 2 existing securities held).</i></p> <p><i>Please only enter whole numbers (for example, a bonus issue of 1 new security for every 2.5 existing securities held should be expressed as "2 for 5").</i></p> | |
| 2B.4 | <p>*What will be done with fractional entitlements?</p> <p><i>Select one item from the list.</i></p> | <p><input type="checkbox"/> Fractions rounded up to the next whole number</p> <p><input type="checkbox"/> Fractions rounded down to the nearest whole number or fractions disregarded</p> <p><input type="checkbox"/> Fractions sold and proceeds distributed</p> <p><input type="checkbox"/> Fractions of 0.5 or more rounded up</p> <p><input type="checkbox"/> Fractions over 0.5 rounded up</p> <p><input type="checkbox"/> Not applicable</p> |
| 2B.5 | <p>*Maximum number of +securities proposed to be issued (subject to rounding)</p> | |

Part 2C – Proposed +bonus issue – timetable

| Question No. | Question | Answer |
|--------------|--|--------|
| 2C.1 | <p>*+Record date</p> <p><i>Record date to identify security holders entitled to participate in the bonus issue. Per Appendix 7A section 1 the record date must be at least 4 business days from the announcement date (day 0).</i></p> | |
| 2C.3 | <p>*Ex date</p> <p><i>Per Appendix 7A section 1 the ex date is one business day before the record date. This is also the date that the bonus securities will commence quotation on a deferred settlement basis.</i></p> | |
| 2C.4 | <p>*Record date</p> <p><i>Same as Q2C.1 above</i></p> | |

| | | |
|------|--|--|
| 2C.5 | <p>*+Issue date</p> <p><i>Per Appendix 7A section 1 the issue date should be at least one business day and no more than 5 business days after the record date (the last day for the entity to issue the bonus securities and lodge an Appendix 2A with ASX to apply for quotation of the bonus securities). Deferred settlement trading will end at market close on this day.</i></p> | |
| 2C.6 | <p>*Date trading starts on a normal T+2 basis</p> <p><i>Per Appendix 7A section 1 this is one business day after the issue date.</i></p> | |
| 2C.7 | <p>*First settlement date of trades conducted on a +deferred settlement basis and on a normal T+2 basis</p> <p><i>Per Appendix 7A section 1 this is two business days after trading starts on a normal T+2 basis (3 business days after the issue date).</i></p> | |

Part 2D – Proposed +bonus issue – further information

| Question No. | Question | Answer |
|--------------|--|--------|
| 2D.1 | <p>*Will holdings on different registers or sub registers be aggregated for the purposes of determining entitlements to the +bonus issue?</p> | |
| 2D.1a | <p>Please explain how holdings on different registers or subregisters will be aggregated for the purposes of determining entitlements</p> <p><i>Answer this question if your response to Q2D.1 is "Yes".</i></p> | |
| 2D.2 | <p>*Countries in which the entity has +security holders who will not be eligible to participate in the proposed +bonus issue</p> <p><i>Note: The entity must send each holder to whom it will not offer the securities details of the issue and advice that the entity will not offer securities to them (listing rule 7.7.1(b)).</i></p> | |
| 2D.3 | <p>*Will the entity be changing its dividend/distribution policy as a result of the proposed +bonus issue</p> | |
| 2D.3a | <p>Please explain how the entity will change its dividend/distribution policy if the proposed +bonus issue proceeds</p> <p><i>Answer this question if your response to Q2D.3 is "Yes".</i></p> | |
| 2D.4 | <p>*Details of any material fees or costs to be incurred by the entity in connection with the proposed +bonus issue</p> | |
| 2D.5 | <p>Any other information the entity wishes to provide about the proposed +bonus issue</p> | |

Part 3 – Details of proposed entitlement offer

If your response to Q1.6 is “A standard pro rata issue (non-renounceable or renounceable)” or “An accelerated offer”, please complete parts 3A, 3F and 3G and the details of the securities proposed to be issued in Part 8. Please also complete Parts 3B and 3C if your response to Q1.6 is “A standard pro rata issue (non-renounceable or renounceable)” and Parts 3D and 3E if your response to Q1.6 is “An accelerated offer”. Refer to sections 2,3,4,5 and 6 of Appendix 7A of the Listing Rules for the respective timetables for entitlement offers, including non-renounceable, renounceable and accelerated offers.

Part 3A – Proposed entitlement offer – conditions

| Question No. | Question | Answer | | |
|---|--|-----------------------------------|--|----------|
| 3A.1 | <p>*Are any of the following approvals required for the entitlement offer to be unconditional?</p> <ul style="list-style-type: none"> *Security holder approval Court approval Lodgement of court order with +ASIC ACCC approval FIRB approval Another approval/condition external to the entity. <p><i>If any of the above approvals apply to the entitlement offer, they must be obtained before business day 0 of the timetable. The relevant approvals must be received before ASX can establish an ex market in the securities.</i></p> | | | |
| 3A.1a | <p>Conditions</p> <p><i>Answer these questions if your response to Q3A.1 is “Yes”.</i></p> <p><i>Select the applicable approval(s) from the list. More than one approval can be selected. The “date for determination” is the date that you expect to know if the approval is given (for example, the date of the security holder meeting in the case of *security holder approval or the date of the court hearing in the case of court approval).</i></p> | | | |
| *Approval/ condition Type | *Date for determination | *Is the date estimated or actual? | **Approval received/ condition met? <i>Please respond “Yes” or “No”. Only answer this question when you know the outcome of the approval. Please advise before *business day 0 of the relevant Appendix 7A entitlement offer timetable.</i> | Comments |
| +Security holder approval | | | | |
| Court approval | | | | |
| Lodgement of court order with +ASIC | | | | |
| ACCC approval | | | | |
| FIRB approval | | | | |
| Other (please specify in comment section) | | | | |

Part 3B – Proposed standard pro rata issue entitlement offer - offer details

If your response to Q 1.6 is “A standard pro rata issue (non-renounceable or renounceable)”, please complete the relevant questions in this part.

| Question No. | Question | Answer |
|--------------|--|--|
| 3B.1 | <p>*Class or classes of +securities that will participate in the proposed entitlement offer (please enter both the ASX security code & description)</p> <p><i>If more than one class of security will participate in the proposed entitlement offer, make sure you clearly identify any different treatment between the classes.</i></p> | |
| 3B.2 | <p>*Class of +securities that will be issued in the proposed entitlement offer (please enter both the ASX security code & description)</p> | |
| 3B.3 | <p>*Offer ratio</p> <p><i>Enter the quantity of additional securities to be offered for a given quantity of securities held (for example, 1 for 2 means 1 new security will be offered for every 2 existing securities held).</i></p> <p><i>Please only enter whole numbers (for example, an entitlement offer of 1 new security for every 2.5 existing securities held should be expressed as “2 for 5”).</i></p> | |
| 3B.4 | <p>*What will be done with fractional entitlements?</p> <p><i>Select one item from the list.</i></p> | <p><input type="checkbox"/> Fractions rounded up to the next whole number</p> <p><input type="checkbox"/> Fractions rounded down to the nearest whole number or fractions disregarded</p> <p><input type="checkbox"/> Fractions sold and proceeds distributed</p> <p><input type="checkbox"/> Fractions of 0.5 or more rounded up</p> <p><input type="checkbox"/> Fractions over 0.5 rounded up</p> <p><input type="checkbox"/> Not applicable</p> |
| 3B.5 | <p>*Maximum number of +securities proposed to be issued (subject to rounding)</p> | |
| 3B.6 | <p>*Will individual +security holders be permitted to apply for more than their entitlement (i.e. to over-subscribe)?</p> | |
| 3B.6a | <p>*Describe the limits on over-subscription</p> <p><i>Answer this question if your response to Q3B.6 is “Yes”.</i></p> | |
| 3B.7 | <p>*Will a scale back be applied if the offer is over-subscribed?</p> | |
| 3B.7a | <p>*Describe the scale back arrangements</p> <p><i>Answer this question if your response to Q3B.7 is “Yes”.</i></p> | |
| 3B.8 | <p>*In what currency will the offer be made?</p> <p><i>For example, if the consideration for the issue is payable in Australian Dollars, state AUD.</i></p> | |
| 3B.9 | <p>*Has the offer price been determined?</p> | |

| | | |
|-------|---|--|
| 3B.9a | *What is the offer price per +security? <i>Answer this question if your response to Q3B.9 is "Yes" using the currency specified in your answer to Q3B.8.</i> | |
| 3B.9b | *How and when will the offer price be determined? <i>Answer this question if your response to Q3B.9 is "No".</i> | |

Part 3C – Proposed standard pro rata issue – timetable

If your response to Q1.6 is "A standard pro rata issue (non-renounceable or renounceable)", please complete the relevant questions in this part.

| Question No. | Question | Answer |
|--------------|---|--------|
| 3C.1 | *+Record date <i>Record date to identify security holders entitled to participate in the issue. Per Appendix 7A sections 2 and 3 the record date must be at least 3 business days from the announcement date (day 0)</i> | |
| 3C.2 | *Ex date <i>Per Appendix 7A sections 2 and 3 the Ex Date is one business day before the record date. For renounceable issues, this is also the date that rights will commence quotation on a deferred settlement basis.</i> | |
| 3C.3 | *Date rights trading commences For renounceable issues only - this is the date that rights will commence quotation initially on a deferred settlement basis | |
| 3C.4 | *Record date <i>Same as Q3C.1 above</i> | |
| 3C.5 | *Date on which offer documents will be sent to +security holders entitled to participate in the +pro rata issue <i>The offer documents can be sent to security holders as early as business day 4 but must be sent no later than business day 6. Business day 6 is the last day for the offer to open.</i> <i>For renounceable issues, deferred settlement trading in rights ends at the close of trading on this day. Trading in rights on a normal (T+2) settlement basis will start from market open on the next business day (i.e. business day 7) provided that the entity tells ASX by 12pm Sydney time that the offer documents have been sent or will have been sent by the end of the day.</i> | |
| 3C.6 | *Offer closing date <i>Offers close at 5pm on this day. The date must be at least 7 business days after the entity announces that the offer documents have been sent to holders.</i> | |
| 3C.7 | *Last day to extend the offer closing date <i>At least 3 business days' notice must be given to extend the offer closing date.</i> | |
| 3C.8 | *Date rights trading ends For renounceable issues only - rights trading ends at the close of trading 5 business days before the applications closing date. | |

| | | |
|-------|--|--|
| 3C.9 | <p>*Trading in new +securities commences on a deferred settlement basis</p> <p><i>Non-renounceable issues - the business day after the offer closing date</i></p> <p><i>Renounceable issues – the business day after the date rights trading ends</i></p> | |
| 3C.10 | <p>*Last day for entity to announce the results of the offer to ASX, including the number and percentage of +securities taken up by existing +security holders and any shortfall taken up by underwriters or other investors</p> <p><i>No more than 3 business days after the offer closing date</i></p> | |
| 3C.11 | <p>*Issue date</p> <p><i>Per Appendix 7A section 2 and section 3, the issue date should be no more than 5 business days after the offer closes date (the last day for the entity to issue the securities taken up in the pro rata issue and lodge an Appendix 2A with ASX to apply for quotation of the securities). Deferred settlement trading will end at market close on this day.</i></p> | |
| 3C.12 | <p>*Date trading starts on a normal T+2 basis</p> <p><i>Per Appendix 7A section 2 and 3 this is one business day after the issue date.</i></p> | |
| 3C.13 | <p>*First settlement date of trades conducted on a +deferred settlement basis and on a normal T+2 basis</p> <p><i>Per Appendix 7A section 2 and 3 1 this is two business days after trading starts on a normal T+2 basis (3 business days after the issue date).</i></p> | |

Part 3D – Proposed accelerated offer – offer details

| Question No. | Question | Answer |
|--------------|---|--------|
| 3D.1 | <p>*Class or classes of +securities that will participate in the proposed entitlement offer (please enter both the ASX security code & description)</p> <p><i>If more than one class of security will participate in the proposed entitlement offer, make sure you clearly identify any different treatment between the classes.</i></p> | |
| 3D.2 | <p>*Class of +securities that will issued in the proposed entitlement offer (please enter both the ASX security code & description)</p> | |
| 3D.3 | <p>*Has the offer ratio been determined?</p> | |
| 3D.3a | <p>*Offer ratio</p> <p><i>Answer this question if your response to Q3D.3 is “Yes” or “No”. If your response to Q3D.3 is “No” please provide an indicative ratio and state as indicative.</i></p> <p><i>Enter the quantity of additional securities to be offered for a given quantity of securities held (for example, 1 for 2 means 1 new security will be offered for every 2 existing securities held).</i></p> <p><i>Please only enter whole numbers (for example, an entitlement offer of 1 new security for every 2.5 existing securities held should be expressed as “2 for 5”).</i></p> | |

| | | |
|-------|--|---|
| 3D.3b | <p>*How and when will the offer ratio be determined?</p> <p><i>Answer this question if your response to Q3D.3 is "No". Note that once the offer ratio is determined, this must be provided via an update announcement.</i></p> | |
| 3D.4 | <p>*What will be done with fractional entitlements?</p> <p><i>Select one item from the list.</i></p> | <input type="checkbox"/> Fractions rounded up to the next whole number <input type="checkbox"/> Fractions rounded down to the nearest whole number or fractions disregarded <input type="checkbox"/> Fractions sold and proceeds distributed <input type="checkbox"/> Fractions of 0.5 or more rounded up <input type="checkbox"/> Fractions over 0.5 rounded up <input type="checkbox"/> Not applicable |
| 3D.5 | <p>*Maximum number of +securities proposed to be issued (subject to rounding)</p> | |
| 3D.6 | <p>*Will individual +security holders be permitted to apply for more than their entitlement (i.e. to over-subscribe)?</p> | |
| 3D.6a | <p>*Describe the limits on over-subscription</p> <p><i>Answer this question if your response to Q3D.6 is "Yes".</i></p> | |
| 3D.7 | <p>*Will a scale back be applied if the offer is over-subscribed?</p> | |
| 3D.7a | <p>*Describe the scale back arrangements</p> <p><i>Answer this question if your response to Q3D.7 is "Yes".</i></p> | |
| 3D.8 | <p>*In what currency will the offer be made?</p> <p><i>For example, if the consideration for the issue is payable in Australian Dollars, state AUD.</i></p> | |
| 3D.9 | <p>*Has the offer price for the institutional offer been determined?</p> | |
| 3D.9a | <p>*What is the offer price per +security for the institutional offer?</p> <p><i>Answer this question if your response to Q3D.9 is "Yes" using the currency specified in your answer to Q3D.8.</i></p> | |
| 3D.9b | <p>*How and when will the offer price for the institutional offer be determined?</p> <p><i>Answer this question if your response to Q3D.9 is "No".</i></p> | |
| 3D.9c | <p>*Will the offer price for the institutional offer be determined by way of a bookbuild?</p> <p><i>Answer this question if your response to Q3D.9 is "No". If your response to this question is "yes", please note the information that ASX expects to be announced about the results of the bookbuild set out in section 4.12 of Guidance Note 30 Notifying an Issue of Securities and Applying for their Quotation.</i></p> | |
| 3D.9d | <p>*Provide details of the parameters that will apply to the bookbuild for the institutional offer (e.g. the indicative price range for the bookbuild)</p> <p><i>Answer this question if your response to Q3D.9 is "No" and your response to Q5B.9c is "Yes".</i></p> | |

| | | |
|--------|---|--|
| 3D.10 | *Has the offer price for the retail offer been determined? | |
| 3D.10a | *What is the offer price per +security for the retail offer? <i>Answer this question if your response to Q3D.10 is "Yes" using the currency specified in your answer to Q3B.8.</i> | |
| 3D.10b | *How and when will the offer price for the retail offer be determined? <i>Answer this question if your response to Q3D.10 is "No".</i> | |

Part 3E – Proposed accelerated offer – timetable

If your response to Q1.6 is "An accelerated offer", please complete the relevant questions in this Part.

| Question No. | Question | Answer |
|--------------|---|--------|
| 3E.1a | *First day of trading halt <i>The entity is required to announce the accelerated offer and give a completed Appendix 3B to ASX. If the accelerated offer is conditional on security holder approval or any other requirement, that condition must have been satisfied and the entity must have announced that fact to ASX. An entity should also consider the rights of convertible security holders to participate in the issue and what, if any, notice needs to be given to them in relation to the issue</i> | |
| 3E.1b | *Announcement date of accelerated offer | |
| 3E.2 | *Trading resumes on an ex-entitlement basis (ex date) <i>For JUMBO, ANREO, AREO, SAREO, RAPIDs offers</i> | |
| 3E.3 | *Trading resumes on ex-rights basis <i>For PAITREO offers only</i> | |
| 3E.4 | *Rights trading commences <i>For PAITREO offers only</i> | |
| 3E.5 | *Date offer will be made to eligible institutional +security holders | |
| 3E.6 | *Application closing date for institutional +security holders | |
| 3E.7 | *Institutional offer shortfall book build date <i>For AREO, SAREO, RAPIDs, PAITREO offers</i> | |
| 3E.8 | *Announcement of results of institutional offer <i>The announcement should be made before the resumption of trading following the trading halt.</i> | |
| 3E.9 | *+Record date <i>Record date to identify security holders entitled to participate in the offer. Per Appendix 7A sections 4, 5 and 6 the record date must be at least 2 business days from the announcement date (day 0).</i> | |

| | | |
|-------|---|--|
| 3E.10 | <p>*Settlement date of new +securities issued under institutional entitlement offer</p> <p><i>If DvP settlement applies, provided the Appendix 2A is given to ASX before noon (Sydney time) this day, normal trading in the securities will apply on the next business day, and if DvP settlement does not apply on the business day after that.</i></p> | |
| 3E.11 | <p>*+Issue date for institutional +security holders</p> | |
| 3E.12 | <p>*Normal trading of new +securities issued under institutional entitlement offer</p> | |
| 3E.13 | <p>*Date on which offer documents will be sent to retail +security holders entitled to participate in the +pro rata issue</p> <p><i>The offer documents can be sent to security holders as early as business day 4 but must be sent no later than business day 6. Business day 6 is the last day for the offer to open. For renounceable offers, deferred settlement trading in rights ends at the close of trading on this day. Trading in rights on a normal (T+2) settlement basis will start from market open on the next business day (i.e. business day 7) provided that the entity tells ASX by 12pm Sydney time that the offer documents have been sent or will have been sent by the end of the day.</i></p> | |
| 3E.14 | <p>*Offer closing date for retail +security holders</p> <p><i>Offers close at 5pm on this day. The date must be at least 7 business days after the entity announces that the offer documents have been sent to holders.</i></p> | |
| 3E.15 | <p>*Last day to extend the retail offer closing date</p> <p><i>At least 3 business days' notice must be given to extend the offer closing date.</i></p> | |
| 3E.16 | <p>*Rights trading end date</p> <p><i>For PAITREO offers only</i></p> | |
| 3E.17 | <p>*Trading in new +securities commences on a deferred settlement basis</p> <p><i>For PAITREO offers only</i></p> <p><i>The business day after rights trading end date</i></p> | |
| 3E.18 | <p>*Entity announces results of the retail offer to ASX, including the number and percentage of +securities taken up by existing retail +security holders</p> | |
| 3E.19 | <p>*Bookbuild for any shortfall (if applicable)</p> <p><i>For all offers except JUMBO, ANREO</i></p> | |
| 3E.20 | <p>*Entity announces results of bookbuild (including any information about the bookbuild expected to be disclosed under section 4.12 of Guidance Note 30)</p> <p><i>For all offers except JUMBO, ANREO</i></p> | |

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| 3E.21 | <p>*+Issue date for retail +security holders</p> <p><i>Per Appendix 7A section 2 and section 3, the issue date should be no more than 5 business days after the offer closes date. This is the last day for the entity to issue the securities taken up in the pro rata issue and lodge an Appendix 2A with ASX to apply for quotation of the securities. Deferred settlement trading will end at market close on this day.</i></p> | |
| 3E.22 | <p>*Date trading starts on a normal T+2 basis</p> <p><i>For PAITREO offers only</i></p> <p><i>This is one business day after the issue date.</i></p> | |
| 3E.23 | <p>*First settlement date of trades conducted on a +deferred settlement basis and on a normal T+2 basis</p> <p><i>For PAITREO offers only</i></p> <p><i>This is two business days after trading starts on a normal T+2 basis (3 business days after the issue date).</i></p> | |

Part 3F – Proposed entitlement offer – fees and expenses

| Question No. | Question | Answer |
|--------------|---|--------|
| 3F.1 | <p>*Will there be a lead manager or broker to the proposed offer?</p> | |
| 3F.1a | <p>*Who is the lead manager/broker?</p> <p><i>Answer this question if your response to Q3F.1 is "Yes".</i></p> | |
| 3F.1b | <p>*What fee, commission or other consideration is payable to them for acting as lead manager/broker?</p> <p><i>Answer this question if your response to Q3F.1 is "Yes".</i></p> | |
| 3F.2 | <p>*Is the proposed offer to be underwritten?</p> | |
| 3F.2a | <p>*Who are the underwriter(s)?</p> <p><i>Answer this question if your response to Q3F.2 is "Yes".</i></p> <p><i>Note for issuers that are an ASX Listing (i.e. not an ASX Debt Listing or ASX Foreign Exempt Listing): If you are seeking to rely on listing rule 7.2 exception 2 to issue the securities without security holder approval under listing rule 7.1 and without using your placement capacity under listing rules 7.1 or 7.1A, you must include the details asked for in this and the next 3 questions.</i></p> | |
| 3F.2b | <p>*What is the extent of the underwriting (i.e. the amount or proportion of the offer that is underwritten)?</p> <p><i>Answer this question if your response to Q3F.2 is "Yes".</i></p> | |

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| 3F.2c | <p>*What fees, commissions or other consideration are payable to them for acting as underwriter(s)?</p> <p><i>Answer this question if your response to Q3F.2 is "Yes".</i></p> <p><i>This includes any applicable discount the underwriter receives to the issue price payable by participants in the issue.</i></p> | |
| 3F.2d | <p>*Provide a summary of the significant events that could lead to the underwriting being terminated</p> <p><i>Answer this question if your response to Q3F.2 is "Yes".</i></p> <p><i>You may cross-refer to a disclosure document, PDS, information memorandum, investor presentation or other announcement with this information provided it has been released on the ASX Market Announcements Platform.</i></p> | |
| 3F.2e | <p>*Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer?</p> <p><i>Answer this question if the issuer is an ASX Listing (i.e. not an ASX Debt Listing or ASX Foreign Exempt Listing) and your response to Q3F.2 is "Yes".</i></p> | |
| 3F.2e(i) | <p>*What is the name of that party?</p> <p><i>Answer this question if the issuer is an ASX Listing and your response to Q3F.2e is "Yes".</i></p> <p><i>Note: If you are seeking to rely on listing rule 10.12 exception 2 to issue the securities to the underwriter or sub-underwriter without security holder approval under listing rule 10.11, you must include the details asked for in this and the next 2 questions. If there is more than one party referred to in listing rule 10.11 acting as underwriter or sub-underwriter include all of their details in this and the next 2 questions.</i></p> | |
| 3F.2e(ii) | <p>*What is the extent of their underwriting or sub-underwriting (i.e. the amount or proportion of the issue they have underwritten or sub-underwritten)?</p> <p><i>Answer this question if the issuer is an ASX Listing and your response to Q3F.2e is "Yes".</i></p> | |
| 3F.2e(iii) | <p>*What fee, commission or other consideration is payable to them for acting as underwriter or sub-underwriter?</p> <p><i>Answer this question if the issuer is an ASX Listing and your response to Q3F.2e is "Yes".</i></p> <p><i>Note: This includes any applicable discount the underwriter or sub-underwriter receives to the issue price payable by participants in the issue.</i></p> | |
| 3F.3 | <p>*Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?</p> | |
| 3F.3a | <p>*Will the handling fee or commission be dollar based or percentage based?</p> <p><i>Answer this question if your response to Q3F.3 is "Yes".</i></p> | |

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|-------|---|--|
| 3F.3b | *Amount of handling fee or commission payable to brokers who lodge acceptances or renunciations on behalf of eligible +security holders <i>Answer this question if your response to Q3F.3 is "Yes" and your response to Q3F.3a is "dollar based".</i> | |
| 3F.3c | *Percentage handling fee or commission payable to brokers who lodge acceptances or renunciations on behalf of eligible +security holders <i>Answer this question if your response to Q3F.3 is "Yes" and your response to Q3F.3a is "percentage based".</i> | |
| 3F.3d | Please provide any other relevant information about the handling fee or commission method <i>Answer this question if your response to Q3F.3 is "Yes".</i> | |
| 3F.4 | Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer | |

Part 3G – Proposed entitlement offer – further information

| Question No. | Question | Answer |
|--------------|---|---|
| 3G.1 | *The purpose(s) for which the entity intends to use the cash raised by the proposed issue <i>You may select one or more of the items in the list.</i> | <input type="checkbox"/> For additional working capital <input type="checkbox"/> To fund the retirement of debt <input type="checkbox"/> To pay for the acquisition of an asset [provide details below] <input type="checkbox"/> To pay for services rendered [provide details below] <input type="checkbox"/> Other [provide details below] Additional details: |
| 3G.2 | *Will holdings on different registers or subregisters be aggregated for the purposes of determining entitlements to the issue? | |
| 3G.2a | *Please explain how holdings on different registers or subregisters will be aggregated for the purposes of determining entitlements. <i>Answer this question if your response to Q3G.2 is "Yes".</i> | |
| 3G.3 | *Will the entity be changing its dividend/distribution policy if the proposed issue is successful? | |
| 3G.3a | *Please explain how the entity will change its dividend/distribution policy if the proposed issue is successful <i>Answer this question if your response to Q3G.3 is "Yes".</i> | |

| | | |
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| 3G.4 | <p>*Countries in which the entity has +security holders who will not be eligible to participate in the proposed issue</p> <p>For non-renounceable issues (including accelerated): <i>The entity must send each holder to whom it will not offer the securities details of the issue and advice that the entity will not offer securities to them (listing rule 7.7.1(b)).</i></p> <p>For renounceable issues (including accelerated): <i>The entity must send each holder to whom it will not offer the securities details of the issue and advice that the entity will not offer securities to them. It must also appoint a nominee to arrange for the sale of the entitlements that would have been given to those holders and to account to them for the net proceeds of the sale and advise each holder not given the entitlements that a nominee in Australia will arrange for sale of the entitlements and, if they are sold, for the net proceeds to be sent to the holder (listing rule 7.7.1(b) and (c)).</i></p> | |
| 3G.5 | <p>*Will the offer be made to eligible beneficiaries on whose behalf eligible nominees or custodians hold existing +securities</p> | |
| 3G.5a | <p>*Please provide further details of the offer to eligible beneficiaries</p> <p><i>Answer this question if your response to Q3G.5 is "Yes".</i></p> <p><i>If, for example, the entity intends to issue a notice to eligible nominees and custodians please indicate here where it may be found and/or when the entity expects to announce this information. You may enter a URL.</i></p> | |
| 3G.6 | <p>*URL on the entity's website where investors can download information about the proposed issue</p> | |
| 3G.7 | <p>Any other information the entity wishes to provide about the proposed issue</p> | |
| 3G.8 | <p>*Will the offer of rights under the rights issue be made under a disclosure document or product disclosure statement under Chapter 6D or Part 7.9 of the Corporations Act (as applicable)?</p> | |

Part 4 – Details of proposed offer under +securities purchase plan

If your response to Q1.6 is “An offer of securities under a securities purchase plan”, please complete Parts 4A – 4F and the details of the securities proposed to be issued in Part 8. Refer to section 12 of Appendix 7A of the Listing Rules for the timetable for securities purchase plans.

Part 4A – Proposed offer under +securities purchase plan – conditions

| Question No. | Question | Answer | | |
|---|---|-----------------------------------|---|----------|
| 4A.1 | <p>*Are any of the following approvals required for the offer of +securities under the +securities purchase plan issue to be unconditional?</p> <ul style="list-style-type: none"> • *Security holder approval • Court approval • Lodgement of court order with +ASIC • ACCC approval • FIRB approval • Another approval/condition external to the entity. | | | |
| 4A.1a | <p>Conditions</p> <p>Answer these questions if your response to 4A.1 is “Yes”. Select the applicable approval(s) from the list. More than one approval can be selected. The “date for determination” is the date that you expect to know if the approval is given (for example, the date of the security holder meeting in the case of *security holder approval or the date of the court hearing in the case of court approval).</p> | | | |
| *Approval/ condition Type | *Date for determination | *Is the date estimated or actual? | **Approval received/ condition met? Please respond “Yes” or “No”. Only answer this question when you know the outcome of the approval. | Comments |
| +Security holder approval | | | | |
| Court approval | | | | |
| Lodgement of court order with +ASIC | | | | |
| ACCC approval | | | | |
| FIRB approval | | | | |
| Other (please specify in comment section) | | | | |

Part 4B – Proposed offer under +securities purchase plan – offer details

| Question No. | Question | Answer |
|--------------|--|--------|
| 4B.1 | <p>*Class or classes of +securities that will participate in the proposed offer (please enter both the ASX security code & description)</p> <p><i>If more than one class of security will participate in the securities purchase plan, make sure you clearly identify any different treatment between the classes.</i></p> | |
| 4B.2 | <p>*Class of +securities to be offered to them under the +securities purchase plan (please enter both the ASX security code & description)</p> | |

| | | |
|-------|--|--|
| 4B.3 | *Maximum total number of those +securities that could be issued if all offers under the +securities purchase plan are accepted | |
| 4B.4 | *Will the offer be conditional on applications for a minimum number of +securities being received or a minimum amount being raised (i.e. a minimum subscription condition)? | |
| 4B.4a | *Describe the minimum subscription condition <i>Answer this question if your response to Q4B.4 is "Yes".</i> | |
| 4B.5 | *Will the offer be conditional on applications for a maximum number of +securities being received or a maximum amount being raised (i.e. a maximum subscription condition)? | |
| 4B.5a | *Describe the maximum subscription condition <i>Answer this question if your response to Q4B.5 is "Yes".</i> | |
| 4B.6 | *Will individual +security holders be required to accept the offer for a minimum number or value of +securities (i.e. a minimum acceptance condition)? | |
| 4B.6a | *Describe the minimum acceptance condition <i>Answer this question if your response to Q4B.6 is "Yes".</i> | |
| 4B.7 | *Will individual +security holders be limited to accepting the offer for a maximum number or value of +securities (i.e. a maximum acceptance condition)? | |
| 4B.7a | *Describe the maximum acceptance condition <i>Answer this question if your response to Q4B.7 is "Yes".</i> | |
| 4B.8 | *Describe all the applicable parcels available for this offer in number of securities or dollar value <i>For example, the offer may allow eligible holders to subscribe for one of the following parcels: \$2,500, \$7,500, \$10,000, \$15,000, \$20,000, \$30,000.</i> | |
| 4B.9 | *Will a scale back be applied if the offer is over-subscribed? | |
| 4B.9a | *Describe the scale back arrangements <i>Answer this question if your response to Q4B.9 is "Yes".</i> | |
| 4B.10 | *In what currency will the offer be made? <i>For example, if the consideration for the issue is payable in Australian Dollars, state AUD.</i> | |
| 4B.11 | *Has the offer price been determined? | |

| | | |
|--------|--|--|
| 4B.11a | <p>*What is the offer price per +security?</p> <p><i>Answer this question if your response to Q4B.11 is "Yes" using the currency specified in your answer to Q4B.9.</i></p> | |
| 4B.11b | <p>*How and when will the offer price be determined?</p> <p><i>Answer this question if your response to Q4B.11 is "No".</i></p> | |

Part 4C – Proposed offer under +securities purchase plan – timetable

| Question No. | Question | Answer |
|---------------------|---|---------------|
| 4C.1 | <p>*Date of announcement of +security purchase plan</p> <p><i>The announcement of the security purchase plan must be made prior to the commencement on trading on the announcement date.</i></p> | |
| 4C.2 | <p>*+Record date</p> <p><i>This is the date to identify security holders who may participate in the security purchase plan. Per Appendix 7A section 12 of the Listing Rules, this day is one business day before the entity announces the security purchase plan.</i></p> <p><i>Note: the fact that an entity's securities may be in a trading halt or otherwise suspended from trading on this day does not affect this date being the date for identifying which security holders may participate in the security purchase plan.</i></p> | |
| 4C.3 | <p>*Date on which offer documents will be made available to investors</p> | |
| 4C.4 | <p>*Offer open date</p> | |
| 4C.5 | <p>*Offer closing date</p> | |
| 4C.6 | <p>*Announcement of results</p> <p><i>Per Appendix 7A section 12 of the Listing Rules, the entity should announce the results of the security purchase plan no more than 3 business days after the offer closing date</i></p> | |
| 4C.7 | <p>*+Issue date</p> <p><i>Per Appendix 7A section 12 of the Listing Rules, the last day for the entity to issue the securities purchased under the plan is no more than 7 business days after the closing date. The entity should lodge an Appendix 2A with ASX applying for quotation of the securities before 12pm Sydney time on this day</i></p> | |

Part 4D – Proposed offer under +securities purchase plan – listing rule requirements

| Question No. | Question | Answer |
|--------------|---|--------|
| 4D.1 | <p>*Does the offer under the +securities purchase plan meet the requirements of listing rule 7.2 exception 5 that:</p> <ul style="list-style-type: none"> • the number of +securities to be issued is not greater than 30% of the number of fully paid +ordinary securities already on issue; and • the issue price of the +securities is at least 80% of the +volume weighted average market price for +securities in that +class, calculated over the last 5 days on which sales in the +securities were recorded, either before the day on which the issue was announced or before the day on which the issue was made? <p><i>Answer this question if the issuer is an ASX Listing (i.e. not an ASX Debt Listing or ASX Foreign Exempt Listing).</i></p> | |
| 4D.1a | <p>*Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?</p> <p><i>Answer this question if the issuer is an ASX Listing and your response to Q4D.1 is "No".</i></p> | |
| 4D.1a(i) | <p>*How many +securities are proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?</p> <p><i>Answer this question if the issuer is an ASX Listing, your response to Q4D.1 is "No" and your response to Q4D.1a is "Yes".</i></p> <p><i>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.</i></p> | |
| 4D.1b | <p>*Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?</p> <p><i>Answer this question if the issuer is an ASX Listing and your response to Q4D.1 is "No".</i></p> | |
| 4D.1b(i) | <p>*How many +securities are proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?</p> <p><i>Answer this question if the issuer is an ASX Listing, your response to Q4D.1 is "No" and your response to Q4D.1b is "Yes".</i></p> <p><i>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.</i></p> | |

Part 4E – Proposed offer under +securities purchase plan – fees and expenses

| Question No. | Question | Answer |
|--------------|---|--------|
| 4E.1 | *Will there be a lead manager or broker to the proposed offer? | |
| 4E.1a | *Who is the lead manager/broker? <i>Answer this question if your response to Q4E.1 is "Yes".</i> | |
| 4E.1b | *What fee, commission or other consideration is payable to them for acting as lead manager/broker? <i>Answer this question if your response to Q4E.1 is "Yes".</i> | |
| 4E.2 | *Is the proposed offer to be underwritten? | |
| 4E.2a | *Who are the underwriter(s)? <i>Answer this question if your response to Q4E.2 is "Yes".</i> <i>Note for issuers that are an ASX Listing (i.e. not an ASX Debt Listing or ASX Foreign Exempt Listing): listing rule 7.2 exception 5 does not extend to an issue of securities to or at the direction of an underwriter of an SPP. The issue will require security holder approval under listing rule 7.1 if you do not have the available placement capacity under listing rules 7.1 and/or 7.1A to cover the issue. Likewise, listing rule 10.12 exception 4 does not extend to an issue of securities to or at the direction of an underwriter of an SPP. If a party referred to in listing rule 10.11 is underwriting the proposed offer, this will require security holder approval under listing rule 10.11.</i> | |
| 4E.2b | *What is the extent of the underwriting (i.e. the amount or proportion of the offer that is underwritten)? <i>Answer this question if your response to Q4E.2 is "Yes".</i> | |
| 4E.2c | *What fees, commissions or other consideration are payable to them for acting as underwriter(s)? <i>Answer this question if your response to Q4E.2 is "Yes".</i> <i>This information includes any applicable discount the underwriter receives to the issue price payable by participants in the issue.</i> | |
| 4E.2d | *Provide a summary of the significant events that could lead to the underwriting being terminated <i>Answer this question if your response to Q4E.2 is "Yes".</i> <i>You may cross-refer to a disclosure document, PDS, information memorandum, investor presentation or other announcement with this information provided it has been released on the ASX Market Announcements Platform.</i> | |

| | | |
|------------|---|--|
| 4E.2e | <p>*Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer?</p> <p><i>Answer this question if the issuer is an ASX Listing (i.e. not an ASX Debt Listing or ASX Foreign Exempt Listing) and your response to Q4E.2 is "Yes".</i></p> <p><i>Note: If your response is "Yes", this will require security holder approval under listing rule 10.11. Listing rule 10.12 exception 4 does not extend to an issue of securities to an underwriter or sub-underwriter of an SPP.</i></p> | |
| 4E.2e(i) | <p>*What is the name of that party?</p> <p><i>Answer this question if the issuer is an ASX Listing and your response to Q4E.2e is "Yes".</i></p> <p><i>Note: If there is more than one such party acting as underwriter or sub-underwriter include all of their details in this and the next 2 questions.</i></p> | |
| 4E.2e(ii) | <p>*What is the extent of their underwriting or sub-underwriting (i.e. the amount or proportion of the issue they have underwritten or sub-underwritten)?</p> <p><i>Answer this question if the issuer is an ASX Listing and your response to Q4E.2e is "Yes".</i></p> | |
| 4E.2e(iii) | <p>*What fee, commission or other consideration is payable to them for acting as underwriter or sub-underwriter?</p> <p><i>Answer this question if the issuer is an ASX Listing and your response to Q4E.2e is "Yes".</i></p> <p><i>Note: This includes any applicable discount the underwriter or sub-underwriter receives to the issue price payable by participants in the issue.</i></p> | |
| 4E.3 | <p>*Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?</p> | |
| 4E.3a | <p>*Will the handling fee or commission be dollar based or percentage based?</p> <p><i>Answer this question if your response to Q4E.3 is "Yes".</i></p> | |
| 4E.3b | <p>*Amount of handling fee or commission payable to brokers who lodge acceptances or renunciations on behalf of eligible +security holders</p> <p><i>Answer this question if your response to Q4E.3 is "Yes" and your response to Q4E.3a is "dollar based".</i></p> | |
| 4E.3c | <p>*Percentage handling fee or commission payable to brokers who lodge acceptances or renunciations on behalf of eligible +security holders</p> <p><i>Answer this question if your response to Q4E.3 is "Yes" and your response to Q4E.3a is "percentage based".</i></p> | |
| 4E.3d | <p>Please provide any other relevant information about the handling fee or commission method</p> <p><i>Answer this question if your response to Q4E.3 is "Yes".</i></p> | |

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| 4E.4 | Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer | |
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Part 4F – Proposed offer under +securities purchase plan – further information

| Question No. | Question | Answer |
|--------------|---|--|
| 4F.1 | <p>*The purpose(s) for which the entity intends to use the cash raised by the proposed issue</p> <p><i>You may select one or more of the items in the list.</i></p> | <p><input type="checkbox"/> For additional working capital</p> <p><input type="checkbox"/> To fund the retirement of debt</p> <p><input type="checkbox"/> To pay for the acquisition of an asset [provide details below]</p> <p><input type="checkbox"/> To pay for services rendered [provide details below]</p> <p><input type="checkbox"/> Other [provide details below]</p> <p>Additional details:</p> |
| 4F.2 | <p>*Will the entity be changing its dividend/distribution policy if the proposed issue is successful?</p> | |
| 4F.2a | <p>*Please explain how the entity will change its dividend/distribution policy if the proposed issue is successful</p> <p><i>Answer this question if your response to Q4F.2 is "Yes".</i></p> | |
| 4F.3 | <p>*Countries in which the entity has +security holders who will not be eligible to participate in the proposed offer</p> | |
| 4F.4 | <p>*URL on the entity's website where investors can download information about the proposed offer</p> | |
| 4F.5 | <p>Any other information the entity wishes to provide about the proposed offer</p> | |

Part 5 – Details of proposed non-pro rata offer under a +disclosure document or +PDS

If your response to Q 1.6 is “A non-pro rata offer of securities under a disclosure document or PDS”, please complete Parts 5A – 5F and the details of the securities proposed to be issued in Part 8. Refer to Listing Rule 7.10 for the rules that apply to non-pro rata issues to existing security holders.

Part 5A - Proposed non-pro rata offer under a +disclosure document or +PDS – conditions

| Question No. | Question | Answer | | |
|---|--|-----------------------------------|--|----------|
| 5A.1 | <p>*Are any of the below approvals required for the non-pro rata offer of +securities under a +disclosure document or + PDS?</p> <ul style="list-style-type: none"> • +Security holder approval • Court approval • Lodgement of court order with +ASIC • ACCC approval • FIRB approval • Another approval/condition external to the entity. | No | | |
| 5A.1a | <p>Conditions</p> <p>Answer these questions if your response to 5A.1 is “Yes”.</p> <p>Select the applicable approval(s) from the list. More than one approval can be selected. The “date for determination” is the date that you expect to know if the approval is given (for example, the date of the security holder meeting in the case of +security holder approval or the date of the court hearing in the case of court approval).</p> | | | |
| *Approval/ condition Type | *Date for determination | *Is the date estimated or actual? | **Approval received/ condition met? <i>Please respond “Yes” or “No”. Only answer this question when you know the outcome of the approval.</i> | Comments |
| +Security holder approval | | | | |
| Court approval | | | | |
| Lodgement of court order with +ASIC | | | | |
| ACCC approval | | | | |
| FIRB approval | | | | |
| Other (please specify in comment section) | | | | |

Part 5B – Proposed non-pro rata offer under a +disclosure document or +PDS – offer details

| Question No. | Question | Answer |
|--------------|---|---|
| 5B.1 | *Class of +securities to be offered under the +disclosure document or +PDS (please enter both the ASX security code & description) | Fully paid ordinary shares, and incentive rights to acquire fully paid ordinary shares |
| 5B.2 | *The number of +securities to be offered under the +disclosure document or +PDS | 74,924 fully paid ordinary shares and 1,500,000 incentive rights to acquire ordinary shares |
| 5B.3 | *Will the offer be conditional on applications for a minimum number of +securities being received or a minimum amount being raised (i.e. a minimum subscription condition)? | No |
| 5B.3a | *Describe the minimum subscription condition <i>Answer this question if your response to Q5B.3 is "Yes".</i> | |
| 5B.4 | *Will the entity be entitled to accept over-subscriptions? | No |
| 5B.4a | *Provide details of the number or value of over-subscriptions that the entity may accept <i>Answer this question if your response to Q5B.4 is "Yes".</i> | |
| 5B.5 | *Will individual investors be required to accept the offer for a minimum number or value of +securities (i.e. a minimum acceptance condition)? | No |
| 5B.5a | *Describe the minimum acceptance condition <i>Answer this question if your response to Q5B.5 is "Yes".</i> | |
| 5B.6 | *Will individual investors be limited to accepting the offer for a maximum number or value of +securities (i.e. a maximum acceptance condition)? | No |
| 5B.6a | *Describe the maximum acceptance condition <i>Answer this question if your response to Q5B.6 is "Yes".</i> | |
| 5B.7 | *Will a scale back be applied if the offer is over-subscribed? | No |
| 5B.7a | *Describe the scale back arrangements <i>Answer this question if your response to Q5B.7 is "Yes".</i> | |
| 5B.8 | *In what currency will the offer be made? <i>For example, if the consideration for the issue is payable in Australian Dollars, state AUD.</i> | AUD |
| 5B.9 | *Has the offer price been determined? | Yes |

| | | |
|-------|--|--|
| 5B.9a | <p>*What is the offer price per +security?</p> <p><i>Answer this question if your response to Q5B.9 is "Yes" using the currency specified in your answer to Q5B.8.</i></p> | <p>The incentive rights will be issued for nil consideration with an exercise price of A\$2.86.</p> <p>The shares will be issued as payment in connection with provision of facility in accordance with the terms of the Kentgrove Facility Agreement, for an equivalent consideration of A\$275,000 (\$3.67 per share).</p> |
| 5B.9b | <p>*How and when will the offer price be determined?</p> <p><i>Answer this question if your response to Q5B.9 is "No".</i></p> | |
| 5B.9c | <p>*Will the offer price be determined by way of a bookbuild?</p> <p><i>Answer this question if your response to Q5B.9 is "No".</i></p> <p><i>If your response to this question is "yes", please note the information that ASX expects to be announced about the results of the bookbuild set out in section 4.12 of Guidance Note 30 Notifying an Issue of Securities and Applying for their Quotation.</i></p> | |
| 5B.9d | <p>*Provide details of the parameters that will apply to the bookbuild (e.g. the indicative price range for the bookbuild)</p> <p><i>Answer this question if your response to Q5B.9 is "No" and your response to Q5B.9c is "Yes".</i></p> | |

Part 5C – Proposed non-pro rata offer under a +disclosure document or +PDS – timetable

| Question No. | Question | Answer |
|---------------------|--|---------------|
| 5C.1 | <p>*Lodgement date of +disclosure document or +PDS with ASIC</p> <p><i>Note: If the securities are to be quoted on ASX, you must lodge an Appendix 2A Application for Quotation of Securities with ASX within 7 days of this date.</i></p> | 7 July 2020 |
| 5C.2 | *Date when +disclosure document or +PDS and acceptance forms will be made available to investors | 7 July 2020 |
| 5C.3 | *Offer open date | 7 July 2020 |
| 5C.4 | *Closing date for receipt of acceptances | 8 July 2020 |
| 5C.6 | *Proposed +issue date | 7 July 2020 |

Part 5D – Proposed non-pro rata offer under a +disclosure document or +PDS – listing rule requirements

| Question No. | Question | Answer |
|--------------|---|--|
| 5D.1 | <p>*Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?</p> <p><i>Answer this question if the issuer is an ASX Listing (i.e. not an ASX Debt Listing or ASX Foreign Exempt Listing).</i></p> | No |
| 5D.1a | <p>*Date of meeting or proposed meeting to approve the issue under listing rule 7.1</p> <p><i>Answer this question if the issuer is an ASX Listing and your response to Q5D.1 is "Yes".</i></p> | |
| 5D.1b | <p>*Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?</p> <p><i>Answer this question if the issuer is an ASX Listing and your response to Q5D.1 is "No".</i></p> | Yes |
| 5D.1b(i) | <p>*How many +securities are proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?</p> <p><i>Answer this question if the issuer is an ASX Listing, your response to Q5D.1 is "No" and your response to Q5D.1b is "Yes".</i></p> <p><i>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.</i></p> | 74,924 fully paid ordinary shares and 1,500,000 incentive rights to acquire fully paid ordinary shares |
| 5D.1c | <p>*Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?</p> <p><i>Answer this question if the issuer is an ASX Listing and your response to Q5D.1 is "No".</i></p> | No |
| 5D.1c(i) | <p>*How many +securities are proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?</p> <p><i>Answer this question if the issuer is an ASX Listing, your response to Q5D.1 is "No" and your response to Q5D.1c is "Yes".</i></p> <p><i>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.</i></p> | |

Part 5E – Proposed non-pro rata offer under a disclosure document or PDS – fees and expenses

| Question No. | Question | Answer |
|--------------|---|--------|
| 5E.1 | *Will there be a lead manager or broker to the proposed offer? | No |
| 5E.1a | *Who is the lead manager/broker? <i>Answer this question if your response to Q5E.1 is "Yes".</i> | |
| 5E.1b | *What fee, commission or other consideration is payable to them for acting as lead manager/broker? <i>Answer this question if your response to Q5E.1 is "Yes".</i> | |
| 5E.2 | *Is the proposed offer to be underwritten? | No |
| 5E.2a | *Who are the underwriter(s)? <i>Answer this question if your response to Q5E.2 is "Yes".</i> | |
| 5E.2b | *What is the extent of the underwriting (i.e. the amount or proportion of the offer that is underwritten)? <i>Answer this question if your response to Q5E.2 is "Yes".</i> | |
| 5E.2c | *What fees, commissions or other consideration are payable to them for acting as underwriter(s)? <i>Answer this question if your response to Q5E.2 is "Yes".</i> <i>Note: This includes any applicable discount the underwriter receives to the issue price payable by participants in the offer.</i> | |
| 5E.2d | *Provide a summary of the significant events that could lead to the underwriting being terminated <i>Answer this question if your response to Q5E.2 is "Yes".</i> <i>You may cross-refer to another document with this information provided it has been released on the ASX Market Announcements Platform.</i> | |
| 5E.2e | *Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer? <i>Answer this question if the issuer is an ASX Listing (i.e. not an ASX Debt Listing or ASX Foreign Exempt Listing) and your response to Q5E.2 is "Yes".</i> <i>Note: If your response is "Yes", this will require security holder approval under listing rule 10.11.</i> | |
| 5E.2e(i) | *What is the name of that party? <i>Answer this question if the issuer is an ASX Listing and your response to Q5E.2e is "Yes".</i> <i>Note: If there is more than one such party acting as underwriter or sub-underwriter include all of their details in this and the next 2 questions.</i> | |

| | | |
|------------|--|-----|
| 5E.2e(ii) | <p>*What is the extent of their underwriting or sub-underwriting (ie the amount or proportion of the issue they have underwritten or sub-underwritten)?</p> <p><i>Answer this question if the issuer is an ASX Listing and your response to Q5E.2e is "Yes".</i></p> | |
| 5E.2e(iii) | <p>*What fee, commission or other consideration is payable to them for acting as underwriter or sub-underwriter?</p> <p><i>Answer this question if the issuer is an ASX Listing and your response to Q5E.2e is "Yes".</i></p> <p><i>Note: This includes any applicable discount the underwriter or sub-underwriter receives to the issue price payable by participants in the issue.</i></p> | |
| 5E.3 | <p>*Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?</p> | No |
| 5E.3a | <p>* Will the handling fee or commission be dollar based or percentage based?</p> <p><i>Answer this question if your response to Q5E.3 is "Yes".</i></p> | |
| 5E.3b | <p>*Amount of handling fee or commission payable to brokers who lodge acceptances or renunciations on behalf of eligible +security holders</p> <p><i>Answer this question if your response to Q5E.3 is "Yes" and your response to Q5E.3a is "dollar based".</i></p> | |
| 5E.3c | <p>*Percentage handling fee or commission payable to brokers who lodge acceptances or renunciations on behalf of eligible +security holders</p> <p><i>Answer this question if your response to Q5E.3 is "Yes" and your response to Q5E.3a is "percentage based".</i></p> | |
| 5E.3d | <p>Please provide any other relevant information about the handling fee or commission method</p> <p><i>Answer this question if your response to Q5E.3 is "Yes".</i></p> | |
| 5E.4 | <p>Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer</p> | N/A |

Part 5F – Proposed non-pro rata offer under a +disclosure document or +PDS – further information

| Question No. | Question | Answer |
|--------------|---|---|
| 5F.1 | <p>*The purpose(s) for which the entity intends to use the cash raised by the proposed offer <i>You may select one or more of the items in the list.</i></p> | <p><input type="checkbox"/> For additional working capital <input type="checkbox"/> To fund the retirement of debt <input type="checkbox"/> To pay for the acquisition of an asset <i>[provide details below]</i> <input type="checkbox"/> To pay for services rendered <i>[provide details below]</i> <input type="checkbox"/> Other <i>[provide details below]</i> Additional details: N.A.</p> |
| 5F.2 | <p>*Will the entity be changing its dividend/distribution policy if the proposed issue is successful?</p> | No |
| 5F.2a | <p>*Please explain how the entity will change its dividend/distribution policy if the proposed issue is successful <i>Answer this question if your response to Q5F.2 is "Yes".</i></p> | |
| 5F.3 | <p>*Please explain the entity's allocation policy for the offer, including whether or not acceptances from existing +security holders will be given priority</p> | The securities will be offered solely to Kentgrove in accordance with the terms of the Kentgrove Facility Agreement |
| 5F.4 | <p>*URL on the entity's website where investors can download the +disclosure document or +PDS</p> | http://investorsmedia.mesoblast.com/investor-overview |
| 5F.5 | <p>Any other information the entity wishes to provide about the proposed offer</p> | N/A |

Part 6 – Details of proposed non-pro rata offer to wholesale investors under an +information memorandum

If your response to Q1.6 is “A non-+pro rata offer to wholesale investors under an information memorandum”, please complete Parts 6A – 6F and the details of the securities proposed to be issued in Part 8. Refer to Listing Rule 7.10 for the rules that apply to non-pro rata issues to existing security holders.

Part 6A – Proposed non-pro rata offer to wholesale investors under an +information memorandum – conditions

| Question No. | Question | Answer | | |
|---|---|-----------------------------------|--|----------|
| 6A.1 | <p>*Are any of the below approvals required for the non-pro rata offer to wholesale investors under an information memorandum issue?</p> <ul style="list-style-type: none"> • +Security holder approval • Court approval • Lodgement of court order with +ASIC • ACCC approval • FIRB approval • Another approval/condition external to the entity required to be given/met for the offer to wholesale investors under an information memorandum issue. | | | |
| 6A.1a | <p>Conditions</p> <p><i>Answer these questions if your response to 6A.1 is Yes</i></p> <p><i>Select the applicable approvals from the list. More than one approval can be selected. The “date for determination” is the date that you expect to know if the approval is given (for example, the date of the security holder meeting in the case of +security holder approval or the date of the court hearing in the case of court approval).</i></p> | | | |
| *Approval/ condition Type | *Date for determination | *Is the date estimated or actual? | **Approval received/ condition met? <i>Please respond “Yes” or “No”. Only answer this question when you know the outcome of the approval.</i> | Comments |
| +Security holder approval | | | | |
| Court approval | | | | |
| Lodgement of court order with +ASIC | | | | |
| ACCC approval | | | | |
| FIRB approval | | | | |
| Other (please specify in comment section) | | | | |

Part 6B – Proposed non-pro rata offer to wholesale investors under an +information memorandum – offer details

| Question No. | Question | Answer |
|--------------|---|--------|
| 6B.1 | *Class of +securities to be offered under the +information memorandum (please enter both the ASX security code & description) | |
| 6B.2 | *The number of +securities to be offered under the +information memorandum | |
| 6B.3 | *Will the offer be conditional on applications for a minimum number of +securities being received or a minimum amount being raised (i.e. a minimum subscription condition)? | |
| 6B.3a | *Describe the minimum subscription condition <i>Answer this question if your response to Q6B.3 is "Yes".</i> | |
| 6B.4 | *Will the entity be entitled to accept over-subscriptions? | |
| 6B.4a | *Provide details of the number or value of over-subscriptions that the entity may accept <i>Answer this question if your response to Q6B.4 is "Yes".</i> | |
| 6B.5 | *Will individual investors be required to accept the offer for a minimum number or value of +securities (i.e. a minimum acceptance condition)? | |
| 6B.5a | *Describe the minimum acceptance condition <i>Answer this question if your response to Q6B.5 is "Yes".</i> | |
| 6B.6 | *Will individual investors be limited to accepting the offer for a maximum number or value of +securities (i.e. a maximum acceptance condition)? | |
| 6B.6a | *Describe the maximum acceptance condition <i>Answer this question if your response to Q6B.6 is "Yes".</i> | |
| 6B.7 | *Will a scale back be applied if the offer is over-subscribed? | |
| 6B.7a | *Describe the scale back arrangements <i>Answer this question if your response to Q6B.7 is "Yes".</i> | |
| 6B.8 | *In what currency will the offer be made? <i>For example, if the consideration for the issue is payable in Australian Dollars, state AUD.</i> | |
| 6B.9 | *Has the offer price been determined? | |

| | | |
|-------|---|--|
| 6B.9a | *What is the offer price per +security? <i>Answer this question if your response to Q6B.9 is "Yes" using the currency specified in your answer to Q6B.8.</i> | |
| 6B.9b | *How and when will the offer price be determined? <i>Answer this question if your response to Q6B.9 is "No".</i> | |
| 6B.9c | *Will the offer price be determined by way of a bookbuild? <i>Answer this question if your response to Q6B.9 is "No". If your response to this question is "yes", please note the information that ASX expects to be announced about the results of the bookbuild set out in section 4.12 of Guidance Note 30 Notifying an Issue of Securities and Applying for their Quotation.</i> | |
| 6B.9d | *Provide details of the parameters that will apply to the bookbuild (e.g. the indicative price range for the bookbuild) <i>Answer this question if your response to Q6B.9 is "No" and your response to Q6B.9c is "Yes".</i> | |

Part 6C – Proposed non-pro rata offer to wholesale investors under an +information memorandum – timetable

| Question No. | Question | Answer |
|--------------|---|--------|
| 6C.1 | *Expected date of +information memorandum | |
| 6C.2 | *Date when +information memorandum and acceptance forms will be made available to investors | |
| 6C.3 | *Offer open date | |
| 6C.4 | *Closing date for receipt of acceptances | |
| 6C.6 | *Proposed +Issue date | |

Part 6D – Proposed non-pro rata offer to wholesale investors under an +information memorandum – listing rule requirements

| Question No. | Question | Answer |
|--------------|--|--------|
| 6D.1 | *Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1? <i>Answer this question if the issuer is an ASX Listing (i.e. not an ASX Debt Listing or ASX Foreign Exempt Listing).</i> | |
| 6D.1a | *Date of meeting or proposed meeting to approve the issue under listing rule 7.1 <i>Answer this question if the issuer is an ASX Listing and your response to Q6D.1 is "Yes".</i> | |

| | | |
|----------|---|--|
| 6D.1b | <p>*Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?</p> <p><i>Answer this question if the issuer is an ASX Listing and your response to Q6D.1 is "No".</i></p> | |
| 6D.1b(i) | <p>*How many +securities are proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?</p> <p><i>Answer this question if the issuer is an ASX Listing, your response to Q6D.1 is "No" and your response to Q6D.1b is "Yes".</i></p> <p><i>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.</i></p> | |
| 6D.1c | <p>*Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?</p> <p><i>Answer this question if the issuer is an ASX Listing your response to Q6D.1 is "No".</i></p> | |
| 6D.1c(i) | <p>*How many +securities are proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?</p> <p><i>Answer this question if the issuer is an ASX Listing, your response to Q6D.1 is "No" and your response to Q6D.1c is "Yes".</i></p> <p><i>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.</i></p> | |

Part 6E – Proposed non-pro rata offer to wholesale investors under an +information memorandum – fees and expenses

| Question No. | Question | Answer |
|--------------|---|--------|
| 6E.1 | *Will there be a lead manager or broker to the proposed offer? | |
| 6E.1a | *Who is the lead manager/broker? <i>Answer this question if your response to Q6E.1 is "Yes".</i> | |
| 6E.1b | *What fee, commission or other consideration is payable to them for acting as lead manager/broker? <i>Answer this question if your response to Q6E.1 is "Yes".</i> | |
| 6E.2 | *Is the proposed offer to be underwritten? | |
| 6E.2a | *Who are the underwriter(s)? <i>Answer this question if your response to Q6E.2 is "Yes".</i> | |

| | | |
|------------|---|--|
| 6E.2b | <p>*What is the extent of the underwriting (i.e. the amount or proportion of the offer that is underwritten)?</p> <p><i>Answer this question if your response to Q6E.2 is Yes</i></p> | |
| 6E.2c | <p>*What fees, commissions or other consideration are payable to them for acting as underwriter(s)?</p> <p><i>Answer this question if your response to Q6E.2 is "Yes".</i></p> <p><i>Note: This includes any applicable discount the underwriter receives to the issue price payable by participants in the issue.</i></p> | |
| 6E.2d | <p>*Provide a summary of the significant events that could lead to the underwriting being terminated</p> <p><i>Answer this question if your response to Q6E.2 is "Yes".</i></p> <p><i>You may cross-refer to another document with this information provided it has been released on the ASX Market Announcements Platform.</i></p> | |
| 6E.2e | <p>*Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer?</p> <p><i>Answer this question if the issuer is an ASX Listing and your response to Q6E.2 is "Yes".</i></p> <p><i>Note: If your response is "Yes", this will require security holder approval under listing rule 10.11.</i></p> | |
| 6E.2e(i) | <p>*What is the name of that party?</p> <p><i>Answer this question if the issuer is ASX Listing and your response to Q6E.2e is "Yes".</i></p> <p><i>Note: If there is more than one such party acting as underwriter or sub-underwriter include all of their details in this and the next 2 questions</i></p> | |
| 6E.2e(ii) | <p>*What is the extent of their underwriting or sub-underwriting (ie the amount or proportion of the issue they have underwritten or sub-underwritten)?</p> <p><i>Answer this question if the issuer is an ASX Listing and your response to Q6E.2e is "Yes".</i></p> | |
| 6E.2e(iii) | <p>*What fee, commission or other consideration is payable to them for acting as underwriter or sub-underwriter?</p> <p><i>Answer this question if the issuer is ASX Listing and your response to Q6E.2e is "Yes".</i></p> <p><i>Note: This includes any applicable discount the underwriter or sub-underwriter receives to the issue price payable by participants in the issue.</i></p> | |
| 6E.3 | <p>*Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?</p> | |
| 6E.3a | <p>* Will the handling fee or commission be dollar based or percentage based?</p> <p><i>Answer this question if your response to Q6E.3 is "Yes".</i></p> | |

| | | |
|-------|---|--|
| 6E.3b | *Amount of handling fee or commission payable to brokers who lodge acceptances or renunciations on behalf of eligible +security holders <i>Answer this question if your response to Q6E.3 is "Yes" and your response to Q6E.3a is "dollar based".</i> | |
| 6E.3c | *Percentage handling fee or commission payable to brokers who lodge acceptances or renunciations on behalf of eligible +security holders <i>Answer this question if your response to Q6E.3 is "Yes" and your response to Q6E.3a is "percentage based".</i> | |
| 6E.3d | Please provide any other relevant information about the handling fee or commission method <i>Answer this question if your response to Q6E.3 is "Yes".</i> | |
| 6E.4 | Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer | |

Part 6F – Proposed non-pro rata offer to wholesale investors under an +information memorandum – further information

| Question No. | Question | Answer |
|--------------|--|---|
| 6F.1 | *The purpose(s) for which the entity intends to use the cash raised by the proposed offer <i>You may select one or more of the items in the list.</i> | <input type="checkbox"/> For additional working capital <input type="checkbox"/> To fund the retirement of debt <input type="checkbox"/> To pay for the acquisition of an asset [provide details below] <input type="checkbox"/> To pay for services rendered [provide details below] <input type="checkbox"/> Other [provide details below] Additional details: |
| 6F.2 | *Will the entity be changing its dividend/distribution policy if the proposed issue is successful? | |
| 6F.2a | *Please explain how the entity will change its dividend/distribution policy if the proposed issue is successful <i>Answer this question if your response to Q6F.2 is "Yes".</i> | |
| 6F.3 | *The entity's allocation policy for the offer, including whether or not acceptances from existing +security holders will be given priority | |
| 6F.4 | *URL on the entity's website where wholesale investors can download the +information memorandum | |

| | | |
|------|---|--|
| 6F.5 | Any other information the entity wishes to provide about the proposed offer | |
|------|---|--|

Part 7 – Details of proposed placement or other issue

If your response to Q1.6 is "A placement or other type of issue", please complete Parts 7A – 7F and the details of the securities proposed to be issued in Part 8.

Part 7A – Proposed placement or other issue – conditions

| Question No. | Question | Answer | | |
|---|--|-----------------------------------|---|----------|
| 7A.1 | <p>*Are any of the following approvals required for the placement or other type of issue?</p> <ul style="list-style-type: none"> • +Security holder approval • Court approval • Lodgement of court order with +ASIC • ACCC approval • FIRB approval • Another approval/condition external to the entity. | | | |
| 7A.1a | <p>Conditions</p> <p><i>Answer these questions if your response to 7A.1 is "Yes".</i></p> <p><i>Select the applicable approval(s) from the list. More than one approval can be selected. The "date for determination" is the date that you expect to know if the approval is given (for example, the date of the security holder meeting in the case of +security holder approval or the date of the court hearing in the case of court approval).</i></p> | | | |
| *Approval/ condition Type | *Date for determination | *Is the date estimated or actual? | **Approval received/ condition met? <i>Please answer "Yes" or "No". Only answer this question when you know the outcome of the approval.</i> | Comments |
| +Security holder approval | | | | |
| Court approval | | | | |
| Lodgement of court order with +ASIC | | | | |
| ACCC approval | | | | |
| FIRB approval | | | | |
| Other (please specify in comment section) | | | | |

Part 7B – Details of proposed placement or other issue - issue details

| Question No. | Question | Answer |
|--------------|--|--------|
| 7B.1 | Number of +securities proposed to be issued | |
| 7B.2 | <p>*Are the +securities proposed to be issued being issued for a cash consideration?</p> <p><i>If the securities are being issued for nil cash consideration, answer this question "No".</i></p> | |

| | | |
|-------|--|--|
| 7B.2a | <p>*In what currency is the cash consideration being paid</p> <p><i>For example, if the consideration is being paid in Australian Dollars, state AUD.</i></p> <p><i>Answer this question if your response to Q7B.1 is "Yes".</i></p> | |
| 7B.2b | <p>*What is the issue price per +security</p> <p><i>Answer this question if your response to Q7B.1 is "Yes" and by reference to the issue currency provided in your response to Q7B.1a.</i></p> <p><i>Note: you cannot enter a nil amount here. If the securities are being issued for nil cash consideration, answer Q7B.1 as "No" and complete Q7B.1c.</i></p> | |
| 7B.2c | <p>Please describe the consideration being provided for the +securities</p> <p><i>Answer this question if your response to Q7B.1 is "No".</i></p> | |
| 7B.2d | <p>Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities</p> <p><i>Answer this question if your response to Q7B.1 is "No".</i></p> | |

Part 7C – Proposed placement or other issue – timetable

| Question No. | Question | Answer |
|--------------|-----------------------|--------|
| 7C.1 | *Proposed +issue date | |

Part 7D – Proposed placement or other issue – listing rule requirements

| Question No. | Question | Answer |
|--------------|---|--------|
| 7D.1 | <p>*Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?</p> <p><i>Answer this question if the issuer is an ASX Listing (i.e. not an ASX Debt Listing or ASX Foreign Exempt Listing).</i></p> | |
| 7D.1a | <p>*Date of meeting or proposed meeting to approve the issue under listing rule 7.1</p> <p><i>Answer this question if the issuer is an ASX Listing and your response to Q7D.1 is "Yes".</i></p> | |
| 7D.1b | <p>*Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?</p> <p><i>Answer this question if the issuer is an ASX Listing and your response to Q7D.1 is "No".</i></p> | |

| | | |
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| 7D.1b(i) | <p>*How many +securities are proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?</p> <p><i>Answer this question the issuer is an ASX Listing, your response to Q7D.1 is "No" and if your response to Q7D.1b is "Yes".</i></p> <p><i>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.</i></p> | |
| 7D.1c | <p>*Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?</p> <p><i>Answer this question if the issuer is an ASX Listing and your response to Q7D.1 is "No".</i></p> | |
| 7D.1c(i) | <p>*How many +securities are proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?</p> <p><i>Answer this question if the issuer is an ASX Listing, your response to Q7D.1 is "No" and your response to Q7D.1c is "Yes".</i></p> <p><i>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.</i></p> | |
| 7D.1c(ii) | <p>*Please explain why the entity has chosen to do a placement or other issue rather than a +pro rata issue or an offer under a +security purchase plan in which existing ordinary +security holders would have been eligible to participate</p> <p><i>Answer this question if the issuer is an ASX Listing, your response to Q7D.1 is "No" and your response to Q7D.1c is "Yes".</i></p> | |
| 7D.2 | <p>*Is a party referred to in listing rule 10.11.1 participating in the proposed issue?</p> <p><i>Answer this question if the issuer is an ASX Listing.</i></p> <p><i>Note: If your response is "Yes", this will require security holder approval under listing rule 10.11.</i></p> | |
| 7D.3 | <p>*Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?</p> <p><i>Note: the entity should not apply for quotation of restricted securities</i></p> | |
| 7D.3a | <p>*Please enter, the number and +class of the +restricted securities and the date from which they will cease to be +restricted securities</p> <p><i>Answer this question if your response to Q7D.3 is "Yes".</i></p> | |
| 7D.4 | <p>*Will any of the +securities to be issued be subject to +voluntary escrow?</p> | |

| | | |
|-------|--|--|
| 7D.4a | <p>*Please enter the number and +class of the +securities subject to +voluntary escrow and the date from which they will cease to be subject to +voluntary escrow</p> <p><i>Answer this question if your response to Q7D.4 is "Yes".</i></p> | |
|-------|--|--|

Part 7E – Proposed placement or other issue – fees and expenses

| Question No. | Question | Answer |
|--------------|--|--------|
| 7E.1 | <p>*Will there be a lead manager or broker to the proposed issue?</p> | |
| 7E.1a | <p>*Who is the lead manager/broker?</p> <p><i>Answer this question if your response to Q7E.1 is "Yes".</i></p> | |
| 7E.1b | <p>*What fee, commission or other consideration is payable to them for acting as lead manager/broker?</p> <p><i>Answer this question if your response to Q7E.1 is "Yes".</i></p> | |
| 7E.2 | <p>*Is the proposed issue to be underwritten?</p> | |
| 7E.2a | <p>*Who are the underwriter(s)?</p> <p><i>Answer this question if your response to Q7E.2 is "Yes".</i></p> | |
| 7E.2b | <p>*What is the extent of the underwriting (i.e. the amount or proportion of the issue that is underwritten)?</p> <p><i>Answer this question if your response to Q7E.2 is "Yes".</i></p> | |
| 7E.2c | <p>*What fees, commissions or other consideration are payable to them for acting as underwriter(s)?</p> <p><i>Answer this question if your response to Q7E.2 is "Yes".</i></p> <p><i>Note: This includes any applicable discount the underwriter receives to the issue price payable by participants in the issue.</i></p> | |
| 7E.2d | <p>*Provide a summary of the significant events that could lead to the underwriting being terminated</p> <p><i>Answer this question if your response to Q7E.2 is "Yes".</i></p> <p><i>Note: You may cross-refer to a covering announcement or to a separate annexure with this information.</i></p> | |
| 7E.3 | <p>*Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed issue?</p> <p><i>Answer this question if the issuer is an ASX Listing (i.e. not an ASX Debt Listing or ASX Foreign Exempt Listing) and your response to Q7E.2 is "Yes".</i></p> <p><i>Note: If your response is "Yes", this will require security holder approval under listing rule 10.11.</i></p> | |

| | | |
|-------|--|--|
| 7E.3a | <p>*What is the name of that party?</p> <p><i>Answer this question if the issuer is an ASX Listing and your response to Q7E.3 is "Yes".</i></p> <p><i>Note: If there is more than one such party acting as underwriter or sub-underwriter include all of their details in this and the next 2 questions.</i></p> | |
| 7E.3b | <p>*What is the extent of their underwriting or sub-underwriting (i.e. the amount or proportion of the issue they have underwritten or sub-underwritten)?</p> <p><i>Answer this question if the issuer is an ASX Listing and your response to Q7E.3 is "Yes".</i></p> | |
| 7E.3c | <p>*What fee, commission or other consideration is payable to them for acting as underwriter or sub-underwriter?</p> <p><i>Answer this question if the issuer is an ASX Listing and your response to Q7E.3 is "Yes".</i></p> <p><i>Note: This includes any applicable discount the underwriter or sub-underwriter receives to the issue price payable by participants in the issue.</i></p> | |
| 7E.4 | <p>Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue</p> | |

Part 7F – Proposed placement or other issue – further information

| Question No. | Question | Answer |
|--------------|---|---|
| 7F.1 | <p>*The purpose(s) for which the entity is issuing the securities</p> <p><i>You may select one or more of the items in the list.</i></p> | <p><input type="checkbox"/> To raise additional working capital</p> <p><input type="checkbox"/> To fund the retirement of debt</p> <p><input type="checkbox"/> To pay for the acquisition of an asset [provide details below]</p> <p><input type="checkbox"/> To pay for services rendered [provide details below]</p> <p><input type="checkbox"/> Other [provide details below]</p> <p>Additional details:</p> |
| 7F.2 | <p>*Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?</p> | |
| 7F.2a | <p>*Please explain how the entity will change its dividend/distribution policy if the proposed issue proceeds</p> <p><i>Answer this question if your response to Q7F.2 is "Yes".</i></p> | |
| 7F.3 | <p>Any other information the entity wishes to provide about the proposed issue</p> | |

Part 8 – details of +securities proposed to be issued

Answer the relevant questions in this part for the type of +securities the entity proposes to issue. If the entity is proposing to issue more than one class of security, including free attaching securities, please complete a separate version of Part 8 for each class of security proposed to be issued.

Part 8A – type of +securities proposed to be issued

| Question No. | Question | Answer |
|--------------|--|--|
| 8A.1 | <p>*The +securities proposed to be issued are:</p> <p><i>Tick whichever is applicable</i></p> <p><i>Note: SPP offers must select "existing quoted class"</i></p> | <p><input checked="" type="checkbox"/> Additional +securities in a class that is already quoted on ASX ("existing quoted class")</p> <p><input checked="" type="checkbox"/> Additional +securities in a class that is not currently quoted, and not intended to be quoted, on ASX ("existing unquoted class")</p> <p><input type="checkbox"/> New +securities in a class that is not yet quoted, but is intended to be quoted, on ASX ("new quoted class")</p> <p><input type="checkbox"/> New +securities in a class that is not quoted, and not intended to be quoted, on ASX ("new unquoted class")</p> |

Note: If the +securities referred to in this form are being offered under a +disclosure document or +PDS and the entity selects the first or third option in its response to question 8A.1 above (existing quoted class or new quoted class), then by lodging this form with ASX, the entity will be taken, for the purposes of sections 711(5) and 1013H (as applicable) of the Corporations Act, to have applied for quotation of those +securities. However, once the final number of +securities offered under the +disclosure document or +PDS is known, the entity must complete and lodge with ASX an Appendix 2A applying for the quotation of that number of +securities.

Part 8B – details of +securities proposed to be issued (existing quoted class or existing unquoted class)

Answer the questions in this Part if your response to Q8A.1 is "existing quoted class" or "existing unquoted class".

| Question No. | Question | Answer |
|--------------|--|---|
| 8B.1 | *ASX security code & description | ORD - 74,924 fully paid ordinary shares 1,500,000 incentive rights |
| 8B.2a | *Will the +securities to be quoted rank equally in all respects from their issue date with the existing issued +securities in that class? | Yes |
| 8B.2b | <p>*Is the actual date from which the +securities will rank equally (non-ranking end date) known?</p> <p><i>Answer this question if your response to Q8B.2a is "No".</i></p> | |
| 8B.2c | <p>*Provide the actual non-ranking end date</p> <p><i>Answer this question if your response to Q8B.2a is "No" and your response to Q8B.2b is "Yes".</i></p> | |

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| 8B.2d | <p>*Provide the estimated non-ranking end period</p> <p><i>Answer this question if your response to Q8B.2a is "No" and your response to Q8B.2b is "No".</i></p> | |
| 8B.2e | <p>*Please state the extent to which the +securities do not rank equally:</p> <ul style="list-style-type: none"> • in relation to the next dividend, distribution or interest payment; or • for any other reason <p><i>Answer this question if your response to Q8B.2a is "No".</i></p> <p><i>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.</i></p> | |

Part 8C – details of +securities proposed to be issued (new quoted class or new unquoted class)

Answer the questions in this Part if your response to Q8A.1 is "new quoted class" or "new unquoted class".

| Question No. | Question | Answer |
|--------------|--|--|
| 8C.1 | <p>*+Security description</p> <p><i>The ASX security code for this security will be confirmed by ASX in due course.</i></p> | |
| 8C.2 | <p>*Security type</p> <p><i>Select one item from the list.</i></p> <p><i>Please select the most appropriate security type from the list. 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 "Non-convertible 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.</i></p> | <input type="checkbox"/> Ordinary fully or partly paid shares/units <input type="checkbox"/> Options <input type="checkbox"/> +Convertible debt securities <input type="checkbox"/> Non-convertible +debt securities <input type="checkbox"/> Redeemable preference shares/units <input type="checkbox"/> Other |
| 8C.3 | <p>ISIN code</p> <p><i>Answer this question if you are an entity incorporated outside Australia and you are proposing to issue a new class of securities other than CDIs. See also the note at the top of this form.</i></p> | |
| 8C.4a | <p>*Will all the +securities proposed to be issued in this class rank equally in all respects from the issue date?</p> | |
| 8C.4b | <p>*Is the actual date from which the +securities will rank equally (non-ranking end date) known?</p> <p><i>Answer this question if your response to Q8C.4a is "No".</i></p> | |
| 8C.4c | <p>*Provide the actual non-ranking end date</p> <p><i>Answer this question if your response to Q8C.5a is "No" and your response to Q8C.4b is "Yes".</i></p> | |

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| 8C.4d | <p>*Provide the estimated non-ranking end period</p> <p><i>Answer this question if your response to Q8C.4a is "No" and your response to Q8C.4b is "No".</i></p> | |
| 8C.4e | <p>*Please state the extent to which the +securities do not rank equally:</p> <ul style="list-style-type: none"> • in relation to the next dividend, distribution or interest payment; or • for any other reason <p><i>Answer this question if your response to Q8C.4a is "No".</i></p> <p><i>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.</i></p> | |
| 8C.5 | <p>Please attach a document or provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued</p> <p><i>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.</i></p> | |
| 8C.6 | <p>*Have you received confirmation from ASX that the terms of the +securities are appropriate and equitable under listing rule 6.1?</p> <p><i>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).</i></p> <p><i>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.</i></p> | |
| 8C.7a | <p>Ordinary fully or partly paid shares/units details</p> <p><i>Answer the questions in this section if you selected this security type in your response to Question 8C.2.</i></p> | |
| | <p>*+Security currency</p> <p><i>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.</i></p> | |
| | <p>*Will there be CDIs issued over the +securities?</p> | |
| | <p>*CDI ratio</p> <p><i>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).</i></p> | |
| | <p>*Is it a partly paid class of +security?</p> | |

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| | <p>*Paid up amount: unpaid amount</p> <p>Answer this question if answered “Yes” to the previous question.</p> <p>The paid up amount represents the amount of application money and/or calls which have been paid on any security considered ‘partly paid’</p> <p>The unpaid amount represents the unpaid or yet to be called amount on any security considered ‘partly paid’.</p> <p>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).</p> | |
| | <p>*Is it a stapled +security?</p> <p>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.</p> | |
| 8C.7b | <p>Option details</p> <p>Answer the questions in this section if you selected this security type in your response to Question Q8C.2.</p> | |
| | <p>*+Security currency</p> <p>This is the currency in which the exercise price is payable.</p> | |
| | <p>*Exercise price</p> <p>The price at which each option can be exercised and convert into the underlying security.</p> <p>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).</p> | |
| | <p>*Expiry date</p> <p>The date on which the options expire or terminate.</p> | |
| | <p>*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 an option is exercised</p> <p>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)”.</p> | |
| 8C.7c | <p>Details of non-convertible +debt securities, +convertible debt securities, or redeemable preference shares/units</p> <p>Answer the questions in this section if you selected one of these security types in your response to Question Q8C.2.</p> <p>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</p> | |
| | <p>*Type of +security</p> <p>Select one item from the list</p> | <p><input type="checkbox"/> Simple corporate bond</p> <p><input type="checkbox"/> Non-convertible note or bond</p> <p><input type="checkbox"/> Convertible note or bond</p> <p><input type="checkbox"/> Preference share/unit</p> <p><input type="checkbox"/> Capital note</p> <p><input type="checkbox"/> Hybrid security</p> <p><input type="checkbox"/> Other</p> |
| | <p>*+Security currency</p> <p>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.</p> | |

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| | <p>*Face value</p> <p><i>This is the principal amount of each security.</i></p> <p><i>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).</i></p> | |
| | <p>*Interest rate type</p> <p><i>Select one item from the list</i></p> <p><i>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</i></p> | <input type="checkbox"/> Fixed rate <input type="checkbox"/> Floating rate <input type="checkbox"/> Indexed rate <input type="checkbox"/> Variable rate <input type="checkbox"/> Zero coupon/no interest <input type="checkbox"/> Other |
| | <p>*Frequency of coupon/interest payments per year</p> <p><i>Select one item from the list.</i></p> | <input type="checkbox"/> Monthly <input type="checkbox"/> Quarterly <input type="checkbox"/> Semi-annual <input type="checkbox"/> Annual <input type="checkbox"/> No coupon/interest payments <input type="checkbox"/> Other |
| | <p>*First interest payment date</p> <p><i>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</i></p> | |
| | <p>*Interest rate per annum</p> <p><i>Answer this question if the interest rate type is fixed.</i></p> | |
| | <p>*Is the interest rate per annum estimated at this time?</p> <p><i>Answer this question if the interest rate type is fixed.</i></p> | |
| | <p>*If the interest rate per annum is estimated, then what is the date for this information to be announced to the market (if known)</p> <p><i>Answer this question if the interest rate type is fixed and your response to the previous question is "Yes".</i></p> <p><i>Answer "Unknown" if the date is not known at this time.</i></p> | |
| | <p>*Does the interest rate include a reference rate, base rate or market rate (e.g. BBSW or CPI)?</p> <p><i>Answer this question if the interest rate type is floating or indexed.</i></p> | |
| | <p>*What is the reference rate, base rate or market rate?</p> <p><i>Answer this question if the interest rate type is floating or indexed and your response to the previous question is "Yes".</i></p> | |
| | <p>*Does the interest rate include a margin above the reference rate, base rate or market rate?</p> <p><i>Answer this question if the interest rate type is floating or indexed.</i></p> | |

| | | |
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| | <p>*What is the margin above the reference rate, base rate or market rate (expressed as a percent per annum)</p> <p><i>Answer this question if the interest rate type is floating or indexed and your response to the previous question is "Yes".</i></p> | |
| | <p>*Is the margin estimated at this time?</p> <p><i>Answer this question if the interest rate type is floating or indexed.</i></p> | |
| | <p>*If the margin is estimated, then what is the date for this information to be announced to the market (if known)</p> <p><i>Answer this question if the interest rate type is floating or indexed and your response to the previous question is "Yes".</i></p> <p><i>Answer "Unknown" if the date is not known at this time.</i></p> | |
| | <p>*S128F of the Income Tax Assessment Act status applicable to the +security</p> <p><i>Select one item from the list</i></p> <p><i>For financial products which are likely to give rise to a payment to which s128F of the Income Tax Assessment Act applies, ASX requests issuers to confirm the s128F status of the security:</i></p> <ul style="list-style-type: none"> • <i>"s128F exempt" means interest payments are not taxable to non-residents;</i> • <i>"Not s128F exempt" means interest payments are taxable to non-residents;</i> • <i>"s128F exemption status unknown" means the issuer is unable to advise the status;</i> <p><i>"Not applicable" means s128F is not applicable to this security</i></p> | <input type="checkbox"/> s128F exempt <input type="checkbox"/> Not s128F exempt <input type="checkbox"/> s128F exemption status unknown <input type="checkbox"/> Not applicable |
| | <p>*Is the +security perpetual (i.e. no maturity date)?</p> | |
| | <p>*Maturity date</p> <p><i>Answer this question if the security is not perpetual</i></p> | |
| | <p>*Select other features applicable to the +security</p> <p><i>Up to 4 features can be selected. Further information is available in the Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities.</i></p> | <input type="checkbox"/> Simple <input type="checkbox"/> Subordinated <input type="checkbox"/> Secured <input type="checkbox"/> Converting <input type="checkbox"/> Convertible <input type="checkbox"/> Transformable <input type="checkbox"/> Exchangeable <input type="checkbox"/> Cumulative <input type="checkbox"/> Non-Cumulative <input type="checkbox"/> Redeemable <input type="checkbox"/> Extendable <input type="checkbox"/> Reset <input type="checkbox"/> Step-Down <input type="checkbox"/> Step-Up <input type="checkbox"/> Stapled <input type="checkbox"/> None of the above |

| | | |
|--|---|--|
| | <p>*Is there a first trigger date on which a right of conversion, redemption, call or put can be exercised (whichever is first)?</p> | |
| | <p>*If yes, what is the first trigger date</p> <p><i>Answer this question if your response to the previous question is "Yes".</i></p> | |
| | <p>*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</p> <p><i>Answer this question if the security features include "converting", "convertible", "transformable" or "exchangeable".</i></p> <p><i>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)".</i></p> | |

Introduced 01/12/19; amended 31/01/20

Appendix 2A

Application for quotation of +securities

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 seeking quotation of 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) apply for +quotation of the following +securities and agree to the matters set out in Appendix 2A of the ASX Listing Rules. ¹ | MESOBLAST LIMITED |
| 1.2 | *Registration type and number <i>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).</i> | ABN: 68 109 431 870 |
| 1.3 | *ASX issuer code | MSB |
| 1.4 | *This announcement is <i>Tick whichever is applicable.</i> | <input checked="" type="checkbox"/> A new announcement <input type="checkbox"/> An update/amendment to a previous announcement <input type="checkbox"/> A cancellation of a previous announcement |
| 1.4a | *Reason for update <i>Mandatory only if "Update" ticked in Q1.4 above. A reason must be provided for an update.</i> | |
| 1.4b | *Date of previous announcement to this update <i>Mandatory only if "Update" ticked in Q1.4 above.</i> | |
| 1.4c | *Reason for cancellation <i>Mandatory only if "Cancellation" ticked in Q1.4 above.</i> | |

¹ Appendix 2A of the Listing Rules includes a warranty that an offer of the securities for sale within 12 months after their issue will not require disclosure under section 707(3) or 1012C(6) of the Corporations Act. If the securities to be quoted have been issued by way of a pro rata offer, to give this warranty, you will generally need to have lodged a cleansing notice with ASX under section 708AA(2)(f) or 1012DAA(2)(f) of the Corporations Act within 24 hours before the securities are offered (see ASIC Regulatory Guide 189 *Disclosure relief for rights issues*). If in doubt, please consult your legal adviser.

| | | |
|------|--|-------------|
| 1.4d | *Date of previous announcement to this cancellation <i>Mandatory only if "Cancellation" ticked in Q1.4 above.</i> | |
| 1.5 | *Date of this announcement | 7 July 2020 |

Part 2 – Type of issue

| Question No. | Question | Answer |
|--------------|--|--|
| 2.1 | *The +securities to be quoted are: <i>Select whichever item is applicable.</i> <i>If you wish to apply for quotation of different types of issues of securities, please complete a separate Appendix 2A for each type of issue.</i> | <input checked="" type="checkbox"/> Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B <input type="checkbox"/> Being issued under a +dividend or distribution plan <input type="checkbox"/> Being issued as a result of options being exercised or other +convertible securities being converted <input type="checkbox"/> Unquoted partly paid +securities that have been paid up and are now quoted fully paid +securities <input type="checkbox"/> +Restricted securities where the escrow period has expired or is about to expire <input type="checkbox"/> +Securities previously issued under an +employee incentive scheme where the restrictions on transfer have ceased or are about to cease <input type="checkbox"/> +Securities issued under an +employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer <input type="checkbox"/> Other |
| 2.2a.1 | *Date of Appendix 3B notifying the market of the proposed issue of +securities for which quotation is now being sought <i>Answer this question if your response to Q2.1 is "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B"</i> | 7 July 2020 |
| 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? <i>Answer this question if your response to Q2.1 is "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B".</i> | Yes |

| | | |
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| 2.2a.2.1 | <p>*Please provide details of the further issues of +securities yet to take place to complete the transaction(s) referred to in the Appendix 3B</p> <p><i>Answer this question if your response to Q2.1 is "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.2a.2 is "Yes".</i></p> <p><i>Please provide details of the proposed dates and number of securities for the further issues. This may be the case, for example, if the Appendix 3B related to an accelerated pro rata offer with an institutional component being quoted on one date and a retail component being quoted on a later date.</i></p> | 1,500,000 unquoted incentive rights to acquire fully paid ordinary shares at a price per share of A\$2.86 and expiring three years after the issue date |
| 2.2b.1 | <p>*Date of Appendix 3A.1 lodged with ASX in relation to the underlying +dividend or distribution</p> <p><i>Answer this question if your response to Q2.1 is "Being issued under a dividend or distribution plan".</i></p> | |
| 2.2b.2 | <p>*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?</p> <p><i>Answer this question if your response to Q2.1 is "Being issued under a dividend or distribution plan".</i></p> <p><i>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.</i></p> | |
| 2.2c.1 | <p>Please state the number and type of options that were exercised or other +convertible securities that were converted (including their ASX security code)</p> <p><i>Answer this question if your response to Q2.1 is "Being issued as a result of options being exercised or other convertible securities being converted".</i></p> | |
| 2.2c.2 | <p>And the date the options were exercised or other +convertible securities were converted</p> <p><i>Answer this question if your response to Q2.1 is "Being issued as a result of options being exercised or other convertible securities being converted".</i></p> <p><i>Note: If this occurred over a range of dates, enter the date the last of the options was exercised or convertible securities was converted.</i></p> | |
| 2.2d.1 | <p>Please state the number and type of partly paid +securities (including their ASX security code) that were fully paid up</p> <p><i>Answer this question if your response to Q2.1 is "Unquoted partly paid securities that have been paid up and are now quoted fully paid securities".</i></p> | |

| | | |
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| 2.2d.2 | <p>And the date the +securities were fully paid up</p> <p><i>Answer this question if your response to Q2.1 is "Unquoted partly paid securities that have been paid up and are now quoted fully paid securities".</i></p> <p><i>Note: If this occurred over a range of dates, enter the date the last of the securities was fully paid up.</i></p> | |
| 2.2e.1 | <p>Please state the number and type of +restricted securities (including their ASX security code) where the escrow period has expired or is about to expire</p> <p><i>Answer this question if your response to Q2.1 is "Restricted securities where the escrow period has expired or is about to expire".</i></p> | |
| 2.2e.2 | <p>And the date the escrow restrictions have ceased or will cease</p> <p><i>Answer this question if your response to Q2.1 is "Restricted securities where the escrow period has expired or is about to expire".</i></p> <p><i>Note: If this occurred over a range of dates, enter the date the last of the escrow restrictions has ceased or will cease.</i></p> | |
| 2.2f.1 | <p>Please state the number and type of +securities (including their ASX security code) previously issued under the +employee incentive scheme where the restrictions on transfer have ceased or are about to cease</p> <p><i>Answer this question if your response to Q2.1 is "Securities previously issued under an employee incentive scheme where the restrictions on transfer have ceased or are about to cease".</i></p> | |
| 2.2f.2 | <p>And the date the restrictions on transfer have ceased or will cease:</p> <p><i>Answer this question if your response to Q2.1 is "Securities previously issued under an employee incentive scheme where the restrictions on transfer have ceased or are about to cease".</i></p> <p><i>Note: If this occurred over a range of dates, enter the date the last of the restrictions on transfer has ceased or will cease.</i></p> | |
| 2.2g.1 | <p>Please state the number and type of +securities (including their ASX security code) issued under an +employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer</p> <p><i>Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer".</i></p> | |

| 2.2g.2 | <p>*Please attach a document or provide details of a URL link for a document lodged with ASX detailing the terms of the +employee incentive scheme or a summary of the terms.</p> <p><i>Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer".</i></p> | | | | | | | |
|-------------|--|--|-------------|---------------------------|-----------------------|--|--|--|
| 2.2g.3 | <p>*Are any of these +securities being issued to +key management personnel (KMP) or an +associate</p> <p><i>Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer".</i></p> | | | | | | | |
| 2.2g.3.a | <p>*Provide details of the recipients and the number of +securities issued to each of them.</p> <p><i>Answer this question if your response to Q2.1 is "Securities issued under an employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer" and your response to Q2.2g.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".</i></p> <table border="1" data-bbox="339 969 1362 1066"> <thead> <tr> <th data-bbox="339 969 675 1014">Name of KMP</th> <th data-bbox="675 969 1050 1014">Name of registered holder</th> <th data-bbox="1050 969 1362 1014">Number of +securities</th> </tr> </thead> <tbody> <tr> <td data-bbox="339 1014 675 1066"></td> <td data-bbox="675 1014 1050 1066"></td> <td data-bbox="1050 1014 1362 1066"></td> </tr> </tbody> </table> | | Name of KMP | Name of registered holder | Number of +securities | | | |
| Name of KMP | Name of registered holder | Number of +securities | | | | | | |
| | | | | | | | | |
| 2.2h.1 | <p>*The purpose(s) for which the entity is issuing the +securities is:</p> <p><i>Answer this question if your response to Q2.1 is "Other".</i></p> <p><i>You may select one or more of the items in the list.</i></p> | <p><input type="checkbox"/> To raise additional working capital</p> <p><input type="checkbox"/> To fund the retirement of debt</p> <p><input type="checkbox"/> To pay for the acquisition of an asset [provide details below]</p> <p><input type="checkbox"/> To pay for services rendered [provide details below]</p> <p><input type="checkbox"/> Other [provide details below]</p> <p><i>Additional details:</i></p> | | | | | | |
| 2.2h.2 | <p>*Please provide any further information needed to understand the circumstances in which you are applying to have these +securities quoted on ASX, including (if applicable) why the issue of the +securities has not been previously announced to the market in an Appendix 3B</p> <p><i>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".</i></p> | | | | | | | |
| 2.2i | <p>*Are these +securities being offered under a +disclosure document or +PDS?</p> <p><i>Answer this question if your response to Q2.1 is any option other than "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B".</i></p> | Yes | | | | | | |

| | | |
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| 2.2i.1 | <p>*Date of +disclosure document or +PDS?</p> <p><i>Answer this question if your response to Q2.1 is any option other than "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.2i is "Yes".</i></p> <p><i>Under the Corporations Act, the entity must apply for quotation of the securities within 7 days of the date of the disclosure document or PDS.</i></p> | 7 July 2020 |
| 2.3 | <p>*The +securities to be quoted are:</p> <p><i>Tick whichever is applicable</i></p> | <input checked="" type="checkbox"/> Additional +securities in a class that is already quoted on ASX ("existing class") <input type="checkbox"/> New +securities in a class that is not yet quoted on ASX ("new class") |

Part 3A – number and type of +securities to be quoted (existing class 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 "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.3 is "existing class" or "new class".

| Question No. | Question | Answer |
|--------------|-------------------------------------|----------------------------------|
| 3A.1 | *ASX security code & description | ORD – Fully paid ordinary shares |
| 3A.2 | *Number of +securities to be quoted | 74,924 |

Part 3B – number and type of +securities to be quoted (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 "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.3 is "existing class".

| Question No. | Question | Answer |
|--------------|--|--------|
| 3B.1 | *ASX security code & description | |
| 3B.2 | *Number of +securities to be quoted | |
| 3B.3a | *Will the +securities to be quoted rank equally in all respects from their issue date with the existing issued +securities in that class? | |
| 3B.3b | <p>*Is the actual date from which the +securities will rank equally (non-ranking end date) known?</p> <p><i>Answer this question if your response to Q3B.3a is "No".</i></p> | |
| 3B.3c | <p>*Provide the actual non-ranking end date</p> <p><i>Answer this question if your response to Q3B.3a is "No" and your response to Q3B.3b is "Yes".</i></p> | |
| 3B.3d | <p>*Provide the estimated non-ranking end period</p> <p><i>Answer this question if your response to Q3B.3a is "No" and your response to Q3B.3b is "No".</i></p> | |

| | | |
|-------|--|--|
| 3B.3e | <p>*Please state the extent to which the +securities do not rank equally:</p> <ul style="list-style-type: none"> • in relation to the next dividend, distribution or interest payment; or • for any other reason <p><i>Answer this question if your response to Q3B.3a is "No".</i></p> <p><i>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.</i></p> | |
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Part 3C – number and type of +securities to be quoted (new 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 "Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.3 is "new class".

| Question No. | Question | Answer |
|--------------|--|--|
| 3C.1 | *Security description | |
| 3C.2 | <p>*Security type</p> <p><i>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 "Non-convertible 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.</i></p> | <input type="checkbox"/> Ordinary fully or partly paid shares/units <input type="checkbox"/> Options <input type="checkbox"/> +Convertible debt securities <input type="checkbox"/> Non-convertible +debt securities <input type="checkbox"/> Redeemable preference shares/units <input type="checkbox"/> Other |
| 3C.3 | <p>ISIN code</p> <p><i>Answer this question if you are an entity incorporated outside Australia and you are seeking quotation of a new class of securities other than CDIs. See also the note at the top of this form.</i></p> | |
| 3C.4 | *Number of +securities to be quoted | |
| 3C.5a | *Will all the +securities issued in this class rank equally in all respects from the issue date? | |
| 3C.5b | <p>*Is the actual date from which the +securities will rank equally (non-ranking end date) known?</p> <p><i>Answer this question if your response to Q3C.5a is "No".</i></p> | |
| 3C.5c | <p>*Provide the actual non-ranking end date</p> <p><i>Answer this question if your response to Q3C.5a is "No" and your response to Q3C.5b is "Yes".</i></p> | |
| 3C.5d | <p>*Provide the estimated non-ranking end period</p> <p><i>Answer this question if your response to Q3C.5a is "No" and your response to Q3C.5b is "No".</i></p> | |

| 3C.5e | <p>*Please state the extent to which the +securities do not rank equally:</p> <ul style="list-style-type: none"> • in relation to the next dividend, distribution or interest payment; or • for any other reason <p><i>Answer this question if your response to Q3C.5a is "No".</i></p> <p><i>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.</i></p> | | | | | | | | | | | | | | | | | | | |
|----------------------------|---|--------------------------------------|----------------------------|-------------------|--------------------------------------|-----------|--|--|---------------|--|--|----------------|--|--|------------------|--|--|------------------|--|--|
| 3C.6 | <p>Please attach a document or provide a URL link for a document lodged with ASX setting out the material terms of the +securities to be quoted</p> <p><i>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.</i></p> | | | | | | | | | | | | | | | | | | | |
| 3C.7 | <p>*Have you received confirmation from ASX that the terms of the +securities are appropriate and equitable under listing rule 6.1?</p> <p><i>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).</i></p> <p><i>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.</i></p> | | | | | | | | | | | | | | | | | | | |
| 3C.8 | <p>*Provide a distribution schedule for the new +securities according to the categories set out in the left hand column – including the number of recipients and the total percentage of the new +securities held by the recipients in each category.</p> <table border="1" data-bbox="339 1294 1414 1615"> <thead> <tr> <th data-bbox="339 1294 699 1373">Number of +securities held</th> <th data-bbox="699 1294 1054 1373">Number of holders</th> <th data-bbox="1054 1294 1414 1373">Total percentage of +securities held</th> </tr> </thead> <tbody> <tr> <td data-bbox="339 1373 699 1424">1 – 1,000</td> <td data-bbox="699 1373 1054 1424"></td> <td data-bbox="1054 1373 1414 1424"></td> </tr> <tr> <td data-bbox="339 1424 699 1476">1,001 – 5,000</td> <td data-bbox="699 1424 1054 1476"></td> <td data-bbox="1054 1424 1414 1476"></td> </tr> <tr> <td data-bbox="339 1476 699 1527">5,001 – 10,000</td> <td data-bbox="699 1476 1054 1527"></td> <td data-bbox="1054 1476 1414 1527"></td> </tr> <tr> <td data-bbox="339 1527 699 1579">10,001 – 100,000</td> <td data-bbox="699 1527 1054 1579"></td> <td data-bbox="1054 1527 1414 1579"></td> </tr> <tr> <td data-bbox="339 1579 699 1615">100,001 and over</td> <td data-bbox="699 1579 1054 1615"></td> <td data-bbox="1054 1579 1414 1615"></td> </tr> </tbody> </table> <p><i>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) and the securities to be quoted have already been issued.</i></p> <p><i>Note: if the securities to be quoted have not yet been issued, under listing rule 3.10.5, you will need to provide to ASX a list of the 20 largest recipients of the new +securities, and the number and percentage of the new +securities received by each of those recipients, and a distribution schedule for the securities when they are issued.</i></p> | | Number of +securities held | Number of holders | Total percentage of +securities held | 1 – 1,000 | | | 1,001 – 5,000 | | | 5,001 – 10,000 | | | 10,001 – 100,000 | | | 100,001 and over | | |
| Number of +securities held | Number of holders | Total percentage of +securities held | | | | | | | | | | | | | | | | | | |
| 1 – 1,000 | | | | | | | | | | | | | | | | | | | | |
| 1,001 – 5,000 | | | | | | | | | | | | | | | | | | | | |
| 5,001 – 10,000 | | | | | | | | | | | | | | | | | | | | |
| 10,001 – 100,000 | | | | | | | | | | | | | | | | | | | | |
| 100,001 and over | | | | | | | | | | | | | | | | | | | | |
| 3C.9a | <p>Ordinary fully or partly paid shares/units details</p> <p><i>Answer the questions in this section if you selected this security type in your response to Question 3C.2.</i></p> | | | | | | | | | | | | | | | | | | | |
| | <p>*+Security currency</p> <p><i>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.</i></p> | | | | | | | | | | | | | | | | | | | |

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| | <p>*Will there be CDIs issued over the +securities?</p> | |
| | <p>*CDI ratio</p> <p><i>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).</i></p> | |
| | <p>*Is it a partly paid class of +security?</p> | |
| | <p>*Paid up amount: unpaid amount</p> <p><i>Answer this question if answered "Yes" to the previous question.</i></p> <p><i>The paid up amount represents the amount of application money and/or calls which have been paid on any security considered 'partly paid'</i></p> <p><i>The unpaid amount represents the unpaid or yet to be called amount on any security considered 'partly paid'.</i></p> <p><i>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).</i></p> | |
| | <p>*Is it a stapled +security?</p> <p><i>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.</i></p> | |
| 3C.9b | <p>Option details</p> <p><i>Answer the questions in this section if you selected this security type in your response to Question 3C.2.</i></p> | |
| | <p>*+Security currency</p> <p><i>This is the currency in which the exercise price is payable.</i></p> | |
| | <p>*Exercise price</p> <p><i>The price at which each option can be exercised and convert into the underlying security.</i></p> <p><i>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).</i></p> | |
| | <p>*Expiry date</p> <p><i>The date on which the options expire or terminate.</i></p> | |
| | <p>*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 an option is exercised</p> <p><i>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)".</i></p> | |

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| 3C.9c | <p>Details of non-convertible +debt securities, +convertible debt securities, or redeemable preference shares/units</p> <p><i>Answer the questions in this section if you selected one of these security types in your response to Question 3C.2.</i></p> <p><i>Refer to Guidance Note 34 and the <u>"Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities"</u> for further information on certain terms used in this section</i></p> | |
| | <p>*Type of +security <i>Select one item from the list</i></p> | <p><input type="checkbox"/> Simple corporate bond</p> <p><input type="checkbox"/> Non-convertible note or bond</p> <p><input type="checkbox"/> Convertible note or bond</p> <p><input type="checkbox"/> Preference share/unit</p> <p><input type="checkbox"/> Capital note</p> <p><input type="checkbox"/> Hybrid security</p> <p><input type="checkbox"/> Other</p> |
| | <p>*+Security currency <i>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.</i></p> | |
| | <p>Face value <i>This is the principal amount of each security.</i> <i>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).</i></p> | |
| | <p>*Interest rate type <i>Select one item from the list</i> <i>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</i></p> | <p><input type="checkbox"/> Fixed rate</p> <p><input type="checkbox"/> Floating rate</p> <p><input type="checkbox"/> Indexed rate</p> <p><input type="checkbox"/> Variable rate</p> <p><input type="checkbox"/> Zero coupon/no interest</p> <p><input type="checkbox"/> Other</p> |
| | <p>Frequency of coupon/interest payments per year <i>Select one item from the list.</i></p> | <p><input type="checkbox"/> Monthly</p> <p><input type="checkbox"/> Quarterly</p> <p><input type="checkbox"/> Semi-annual</p> <p><input type="checkbox"/> Annual</p> <p><input type="checkbox"/> No coupon/interest payments</p> <p><input type="checkbox"/> Other</p> |
| | <p>First interest payment date <i>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</i></p> | |
| | <p>Interest rate per annum <i>Answer this question if the interest rate type is fixed.</i></p> | |
| | <p>*Is the interest rate per annum estimated at this time? <i>Answer this question if the interest rate type is fixed.</i></p> | |

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| | <p>If the interest rate per annum is estimated, then what is the date for this information to be announced to the market (if known)</p> <p><i>Answer this question if the interest rate type is fixed and your response to the previous question is "Yes".</i></p> <p><i>Answer "Unknown" if the date is not known at this time.</i></p> | |
| | <p>*Does the interest rate include a reference rate, base rate or market rate (e.g. BBSW or CPI)?</p> <p><i>Answer this question if the interest rate type is floating or indexed.</i></p> | |
| | <p>*What is the reference rate, base rate or market rate?</p> <p><i>Answer this question if the interest rate type is floating or indexed and your response to the previous question is "Yes".</i></p> | |
| | <p>*Does the interest rate include a margin above the reference rate, base rate or market rate?</p> <p><i>Answer this question if the interest rate type is floating or indexed.</i></p> | |
| | <p>*What is the margin above the reference rate, base rate or market rate (expressed as a percent per annum)</p> <p><i>Answer this question if the interest rate type is floating or indexed and your response to the previous question is "Yes".</i></p> | |
| | <p>*S128F of the Income Tax Assessment Act status applicable to the +security</p> <p><i>Select one item from the list</i></p> <p><i>For financial products which are likely to give rise to a payment to which s128F of the Income Tax Assessment Act applies, ASX requests issuers to confirm the s128F status of the security:</i></p> <ul style="list-style-type: none"> • "s128F exempt" means interest payments are not taxable to non-residents; • "Not s128F exempt" means interest payments are taxable to non-residents; • "s128F exemption status unknown" means the issuer is unable to advise the status; • "Not applicable" means s128F is not applicable to this security | <p><input type="checkbox"/> s128F exempt</p> <p><input type="checkbox"/> Not s128F exempt</p> <p><input type="checkbox"/> s128F exemption status unknown</p> <p><input type="checkbox"/> Not applicable</p> |
| | <p>*Is the +security perpetual (i.e. no maturity date)?</p> | |
| | <p>*Maturity date</p> <p><i>Answer this question if the security is not perpetual</i></p> | |

| | | |
|--|--|--|
| | <p>*Select other features applicable to the +security</p> <p><i>Up to 4 features can be selected. Further information is available in the Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities.</i></p> | <input type="checkbox"/> Simple <input type="checkbox"/> Subordinated <input type="checkbox"/> Secured <input type="checkbox"/> Converting <input type="checkbox"/> Convertible <input type="checkbox"/> Transformable <input type="checkbox"/> Exchangeable <input type="checkbox"/> Cumulative <input type="checkbox"/> Non-Cumulative <input type="checkbox"/> Redeemable <input type="checkbox"/> Extendable <input type="checkbox"/> Reset <input type="checkbox"/> Step-Down <input type="checkbox"/> Step-Up <input type="checkbox"/> Stapled <input type="checkbox"/> None of the above |
| | <p>*Is there a first trigger date on which a right of conversion, redemption, call or put can be exercised (whichever is first)?</p> | |
| | <p>*If yes, what is the first trigger date</p> <p><i>Answer this question if your response to the previous question is "Yes".</i></p> | |
| | <p>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</p> <p><i>Answer this question if the security features include "converting", "convertible", "transformable" or "exchangeable".</i></p> <p><i>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)".</i></p> | |

Part 4 – Issue details

| Question No. | Question | Answer |
|--------------|--|-------------|
| 4.1 | *Have the +securities to be quoted been issued yet? | No |
| 4.1a | *What was their date of issue? <i>Answer this question if your response to Q4.1 is "Yes".</i> | |
| 4.1b | *What is their proposed date of issue? <i>Answer this question if your response to Q4.1 is "No".</i> | 7 July 2020 |
| 4.2 | *Are the +securities to be quoted being issued for a cash consideration? <i>If the securities are being issued for nil cash consideration, answer this question "No".</i> | No |

| | | |
|------|--|--|
| 4.2a | <p>*In what currency is the cash consideration being paid</p> <p><i>For example, if the consideration is being paid in Australian Dollars, state AUD.</i></p> <p><i>Answer this question if your response to Q4.2 is "Yes".</i></p> | |
| 4.2b | <p>*What is the issue price per +security</p> <p><i>Answer this question if your response to Q4.2 is "Yes" and by reference to the issue currency provided in your response to Q4.2a.</i></p> <p><i>Note: you cannot enter a nil amount here. If the securities are being issued for nil cash consideration, answer Q4.2 as "No" and complete Q4.2c and Q4.2d.</i></p> | |
| 4.2c | <p>Please describe the consideration being provided for the +securities to be quoted</p> <p><i>Answer this question if your response to Q4.2 is "No".</i></p> | Payment in connection with provision of facility in accordance with the terms of the Kentgrove Facility Agreement. |
| 4.2d | <p>Please provide an estimate (in AUD) of the value of the consideration being provided per +security for the +securities to be quoted</p> <p><i>Answer this question if your response to Q4.2 is "No".</i></p> | A\$3.67 per share |
| 4.3 | Any other information the entity wishes to provide about the issue | No |

Part 5 – Issued capital following quotation

| <p>Following the quotation of the +securities the subject of this application, the issued capital of the entity will comprise:</p> <p><i>Note: the figures provided in the tables in sections 5.1 and 5.2 below 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.</i></p> <p><i>If you have quoted CHESD Depository Interests (CDIs) issued over your securities, include them in the table in section 5.1 and include in the table in section 5.2 any securities that do not have CDIs issued over them (and therefore are not quoted on ASX).</i></p> <p><i>Restricted securities should only be included in the table in section 5.1 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 5.2.</i></p> | | | | | | | |
|---|--|-----------------------------------|--------------------------------------|-----------------|-------------|--|--|
| 5.1 | <p>*Quoted +securities (total number of each +class of +securities quoted on ASX following the +quotation of the +securities the subject of this application)</p> <table border="1"> <thead> <tr> <th>ASX security code and description</th> <th>Total number of +securities on issue</th> </tr> </thead> <tbody> <tr> <td>Ordinary shares</td> <td>584,024,536</td> </tr> <tr> <td></td> <td></td> </tr> </tbody> </table> | ASX security code and description | Total number of +securities on issue | Ordinary shares | 584,024,536 | | |
| ASX security code and description | Total number of +securities on issue | | | | | | |
| Ordinary shares | 584,024,536 | | | | | | |
| | | | | | | | |

| | | |
|-----|---|--------------------------------------|
| 5.2 | *Unquoted +securities (total number of each +class of +securities issued but not quoted on ASX): | |
| | ASX security code and description | Total number of +securities on issue |
| | Unquoted options | 32,551,491 |
| | Incentive rights | 2,400,000 |

Part 6 – 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 “Being issued under a dividend/distribution plan” and the response to Q2.2b.2 is “No”; or
- your response to Q2.1 is “Other”.

Note that if your response to Q2.1 is “Being issued as part of a transaction or transactions previously announced to the market in an Appendix 3B”, it is assumed that you will have provided the information referred to in this Part in the Appendix 3B.

| Question No. | Question | Answer |
|--------------|--|--------------------------------------|
| 6.1 | *Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1? | Provided in the relevant Appendix 3B |
| 6.1a | *Date of meeting or proposed meeting to approve the issue under listing rule 7.1 <i>Answer this question if the response to Q6.1 is “Yes”.</i> | |
| 6.1b | *Are any of the +securities being issued without +security holder approval using the entity’s 15% placement capacity under listing rule 7.1? <i>Answer this question if the response to Q6.1 is “No”.</i> | Provided in the relevant Appendix 3B |
| 6.1b.1 | *How many +securities are being issued without +security holder approval using the entity’s 15% placement capacity under listing rule 7.1? <i>Answer this question if the response to Q6.1 is “No” and the response to Q6.1b is “Yes”.</i> <i>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.</i> | Provided in the relevant Appendix 3B |
| 6.1c | *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)? <i>Answer this question if the response to Q6.1 is “No”.</i> | Provided in the relevant Appendix 3B |

| | | |
|--------|---|--|
| 6.1c.1 | <p>*How many +securities are being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?</p> <p><i>Answer this question if the response to Q6.1 is "No" and the response to Q6.1c is "Yes".</i></p> <p><i>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.</i></p> | |
|--------|---|--|

Introduced 01/12/19, amended 31/01/20

Mesoblast Limited

ACN 109 431 870

ASX: MSB

Prospectus

This Prospectus relates to an offer of the Offer Securities to Kentgrove, which Mesoblast is issuing to Kentgrove in accordance with the terms of the Kentgrove Facility Agreement. Only Kentgrove may apply for the Offer Securities.

IMPORTANT NOTICE

This document is important and should be read in its entirety. It is a prospectus issued pursuant to section 713 of the Corporations Act. It does not, itself, contain all the information that is generally required to be set out in a full prospectus, but refers to other documents, the information of which is deemed to be incorporated into this Prospectus.

If after reading this Prospectus you have any questions about the securities being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

Mesoblast Limited ACN 109 431 870

Prospectus

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Corporate directory

Directors

Joseph Swedish (Chairman)
Silviu Itescu
William M Burns
Donal O'Dwyer
Eric Rose
Michael Spooner
Shawn Cline Tomasello

Registered Office

Level 38
55 Collins Street
Melbourne, Victoria 3000,
Australia
Telephone +61 3 9639 6036
Facsimile +61 3 9639 6030
Website www.mesoblast.com

Company Secretary

Charlie Harrison and Niva Sivakumar

Share Registry

Link Market Services Limited
Tower 4, Collins Square
727 Collins Street
Docklands, Victoria 3008
Australia
Telephone + 61 1300 554 474
Facsimile + 61 2 9287 0303
Website www.linkmarketservices.com.au

Legal advisers

MinterEllison
Level 23, Rialto Towers
525 Collins Street,
Melbourne, Victoria 3000
Australia

Summary

| Topic | Details | Where to find more information |
|---|---|--------------------------------|
| What is the Offer? | This Prospectus relates to the Offer to be made by Mesoblast to Kentgrove for the issue of the Offer Securities, being 1,500,000 Incentive Rights and 74,924 Shares, which Mesoblast is required to issue to Kentgrove in accordance with the terms of the Kentgrove Facility Agreement. | Section 3.1 |
| Opening and Closing Dates | The Opening Date is 7 July 2020 and the Closing Date is 5.00pm (Melbourne time) on 8 July 2020. | Section 3.7 |
| Application for Offer Securities | <p>An application for the Offer Securities can only be made by Kentgrove and only by using an application form, and in accordance with the instructions set out in the application form. A duly completed application form must be mailed, emailed, faxed or delivered to Mesoblast as set out in this Prospectus (or otherwise provided for in an Offer Letter).</p> <p>An application must also comply with any further requirements set out in the Offer Letter.</p> | Section 3.4 |
| What is the purpose of the Prospectus? | <p>In accordance with the terms of the Kentgrove Facility Agreement, Mesoblast is required to issue 'Additional Incentive Rights', which are incentive rights to acquire Shares in accordance with the terms of the Kentgrove Facility Agreement, under a prospectus.</p> <p>This Prospectus has been prepared in accordance with section 713 of the Corporations Act for the purpose of making available the Offer Securities to Kentgrove under this Prospectus and enabling all Shares acquired as a result of the Offer, including any Shares issued on exercise of the Offer Securities, to be freely traded and without restriction under section 707 of the Corporations Act in accordance with the terms of the Kentgrove Facility Agreement.</p> | Section 3.1 |
| Risk factors | <p>The key risks in relation to an investment in Mesoblast include but are not limited to:</p> <ul style="list-style-type: none"> • product risk; • manufacturing risk; • commercialisation risk; • partnering risk; • funding risk; • key personnel risk; • intellectual property risk; and | Section 7 |

| Topic | Details | Where to find more information |
|--|--|--------------------------------|
| | <ul style="list-style-type: none"> • regulatory risk. <p>There are general risks associated with owning securities in publicly listed companies. The price of securities can go down as well as up due to many factors, some of which are outside the control of Mesoblast. Such risk factors include general economic conditions, natural disasters, fluctuations in the local and global market for listed securities, the Australian interest rate, foreign exchange rate, change in law or a change in the Australian Accounting Standards.</p> | |
| <p>How do the Shares which may be issued rank in comparison to existing Shares?</p> | <p>Any Shares issued (including on exercise of the Offer Securities) will rank equally in all respects with existing Shares from the date of their issue.</p> | <p>Sections 3.1 and 6.1</p> |
| <p>What is the effect of the Offer on Mesoblast?</p> | <p>The effect of the Offer on the capital structure and financial position of Mesoblast is described in Section 5. The Offer will not have a material effect on the control of Mesoblast.</p> | <p>Section 5</p> |

1. Important notices

1.1 General

This Prospectus is dated 7 July 2020 and has been lodged with ASIC. ASIC and its officers take no responsibility for the content of this Prospectus or the merits of the investment to which this Prospectus relates.

No securities will be issued on the basis of this Prospectus later than the Prospectus Expiry Date.

No person is authorised to give information or to make any representation in connection with this Prospectus, which is not contained in the Prospectus. Any information or representation not so contained may not be relied on as having been authorised by Mesoblast in connection with this Prospectus.

This Prospectus is a transaction specific prospectus for an offer of the Offer Securities, being Shares and Incentive Rights to acquire Shares that are in a class of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with sections 711, 713, 715A and 716 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus, regard has been given to the fact that Mesoblast is a 'disclosing entity' for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to an investor and professional advisers whom a potential investor may consult.

To the extent that statements in this Prospectus constitute statements relating to intentions, future acts and events, such statements are generally classified as forward looking statements and involve known and unknown risks, uncertainties and other important factors that could cause those future acts, events and circumstances to differ from the way or manner in which they are expressly or implicitly portrayed in this Prospectus.

The Offer does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this document under the laws applicable in that jurisdiction.

The distribution of this Prospectus in jurisdictions outside Australia and New Zealand may be restricted by law and any person into whose possession this Prospectus comes should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

The Offer Securities have not been and will not be registered under the US Securities Act of 1933, as amended (**US Securities Act**) or the securities laws of any state or other jurisdiction of the United States. They may not be offered or sold, directly or indirectly, in the United States or to, or for the account or benefit of, any US Person (as such term is defined in Regulation S of the US Securities Act), unless an exemption from such registration applies. Any offer, sale or resale of the Offer Securities within the United States by any dealer (whether or not participating in the Offer) may violate the registration requirements of the US Securities Act if made prior to 40 days after the issue of the Offer

Securities or if purchased by a dealer in the Offer. This Prospectus does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or to, or for the account or benefit of, any US Person.

This Prospectus, any application forms or other materials relating to the Offer may not be distributed in the United States. Each applicant in the Offer will be taken to have represented, warranted and agreed on behalf of itself and each person for whom it is applying for Offer Securities as follows:

- it is not located in the United States at the time of application and it is not, and is not acting for the account or benefit of, any US Persons;
- it has not distributed this Prospectus or any other written materials concerning the Offer to any person in the United States or to any US Persons; and
- it understands that the Offer Securities have not been and will not be registered under the US Securities Act and may not be offered or sold, directly or indirectly, in the United States or to, or for the account or benefit of, any US Person, unless an exemption from such registration applies.

This Prospectus does not take into account the investment objectives, financial situation and particular needs of any person. Professional advice should be obtained before deciding to invest in any securities the subject of this Prospectus. No cooling off period applies. Mesoblast is not licensed to provide financial product advice.

Certain abbreviations and other defined terms are used throughout this Prospectus. Details of the definitions and abbreviations used are set out in the Glossary. All financial amounts shown in this Prospectus are expressed in Australian dollars unless otherwise stated. Numbers used in this Prospectus may be subject to rounding.

1.2 Risk factors

An investment in the Offer Securities involves a number of risks, the key risk factors of which you should be aware are set out in Section 7. These risks, together with other general risks applicable to all investments in securities not specifically referred to, may affect the value of the Offer Securities.

2. Company information

2.1 Company overview

Mesoblast is a global leader in developing innovative cellular medicines. Mesoblast has leveraged its proprietary technology platform, which is based on specialised cells known as mesenchymal lineage adult stem cells (**MLCs**), to establish a broad portfolio of late-stage product candidates.

Mesoblast's Biologics License Application to seek approval of its product candidate RYONCIL™ (remestemcel-L) for pediatric steroid-refractory acute graft versus host disease (acute GVHD) has been accepted for priority review by the United States Food and Drug Administration (FDA), and if approved, product launch in the United States is expected in 2020. Remestemcel-L is also being developed for other inflammatory diseases in children and adults including moderate to severe acute respiratory distress syndrome. Mesoblast is completing Phase 3 trials for its product candidates for advanced heart failure and chronic low back pain. Two products have been commercialized in Japan and Europe by Mesoblast's licensees, and the Company has established commercial partnerships in Europe and China for certain Phase 3 assets.

Mesoblast has a strong and extensive global intellectual property (IP) portfolio with protection extending through to at least 2040 in all major markets. This IP position is expected to provide the Company with substantial commercial advantages as it develops its product candidates for these conditions.

Mesoblast was listed on the Australian Securities Exchange (ASX:MSB) in December 2004. Mesoblast has a Level 3 American Depositary Receipt program facility and listed on Nasdaq (Nasdaq: MESO) in November 2015.

2.2 Directors and Key Management Personnel

The Directors and Key Management Personnel bring to Mesoblast a mix of skills, knowledge, and expertise as well as operational and international experience. An outline of the Directors and Key Management Personnel of Mesoblast as at the date of this Prospectus is set out below:

Joseph R. Swedish, non-executive chairman

MHA

Mr Swedish has more than two decades of healthcare leadership experience as the CEO for major United States healthcare enterprises. Most recently, he has served as Executive Chairman, President and CEO of Anthem Inc., America's leading health benefits provider. For 12 consecutive years, Modern Healthcare named Mr Swedish as one of the 100 Most Influential People in Healthcare, ranking in the top 20 of the health sector's most senior level executives, high-level government administrators, elected officials, academics, and thought leaders for five consecutive years. Prior to joining Anthem, Mr Swedish was CEO for several major integrated healthcare delivery systems, including Trinity Health and Colorado's Centura Health.

Mr Swedish has been a Mesoblast board member since June 2018, and also serves on the boards of IBM Corporation, CDW Corporation, Proteus Digital Health, and Centrexion Therapeutics. He is Chairman of Duke University's Fuqua School of Business Board of Visitors and a member of the Duke Margolis External Advisory Board. Previously, he was Chairman of the Catholic Health Association. Mr Swedish received a bachelor's degree from the University of North Carolina and his master's degree in health administration from Duke University.

Mr Swedish is a member of the Audit and Risk Committee.

Date of appointment: 19 June 2018 (appointed to the board), 22 March 2019 (appointed as Chairman)

William M. Burns, non-executive vice-chairman

BA

Mr. Burns has served on our board of directors since March 2014. He has spent his entire management career at the Beecham Group and F. Hoffmann-La Roche Ltd. He was Chief Executive Officer of Roche Pharmaceuticals from 2001 to 2009, when he joined the board of directors of F. Hoffmann-La Roche Ltd. until he retired in 2014. He has also been a director of Chugai Pharmaceutical Co. and Genentech from 2002 to 2014, and Crucell and Biotie from 2010 to 2011. He was the chairman of Biotie Therapies Corp. from 2014 until its sale to Acorda Therapeutics Inc. in April 2016. Mr. Burns is also a member of the oncology Advisory Board of the Universities of Cologne/Bonn. He is a Chair of Molecular Partners and Vice-Chair of Vestergaard.

Mr Burns is a member of the Science and Technology Committee and a member of the Nomination and Remuneration Committee.

Date of Appointment: 6 March 2014

Silviu Itescu, chief executive officer and executive director

MBBS, FRACP

Dr. Itescu is our Chief Executive Officer (**CEO**). He has served on our board of directors since our founding in 2004, was Executive Director from 2007 to 2011, and became CEO and Managing Director in 2011. Prior to founding Mesoblast in 2004, Dr. Itescu established an international reputation as a physician scientist in the fields of stem cell biology, auto-immune diseases, organ transplantation, and heart failure. He has been a faculty member of Columbia University in New York and of Melbourne and Monash Universities in Australia. In 2011, Dr. Itescu was named BioSpectrum Asia Person of the Year. In 2013, he received the inaugural Key Innovator Award from the Vatican's Pontifical Council for Culture for his leadership in translational science and clinical medicine in relation to adult stem cell therapy. Dr. Itescu has consulted for various international pharmaceutical companies, has been an adviser to biotechnology and health care investor groups and has served on the board of directors of several publicly listed life sciences companies.

Date of Appointment: 8 June 2004

Donal O'Dwyer, non-executive director

BE, MBA

Mr. O'Dwyer has served on our board of directors since 2004. He has over 25 years of experience as a senior executive in the global cardiovascular and medical devices industries. From 1996 to 2003, Mr. O'Dwyer worked for Cordis Cardiology, the cardiology division of Johnson & Johnson's Cordis Corporation, initially as its president (Europe) and from 2000 as its worldwide president. Prior to joining Cordis, Mr. O'Dwyer worked for 12 years with Baxter Healthcare, rising from plant manager in Ireland to president of the Cardiovascular Group, Europe, now Edwards Lifesciences. Mr. O'Dwyer is a qualified civil engineer with an MBA. He is on the board of directors of a number of life sciences companies including Cochlear Limited, Fisher & Paykel Healthcare Ltd and NIB Health Funds Ltd.

Mr O'Dwyer is the chairman of the Nomination and Remuneration Committee and a member of the Audit and Risk Committee.

Date of Appointment: 29 September 2004

Eric Rose, non-executive director

MD

Dr. Rose has served on our board of directors since 2013. He is currently Chairman and Chief Executive Officer of SIGA Technologies and Executive Vice President, Life Sciences at MacAndrews & Forbes, Inc., the holding company of Ronald O. Perelman. From 2008 through 2012, Dr. Rose served as the Edmond A. Guggenheim Professor and Chairman of the Department of Health Evidence and Policy at the Mount Sinai School of Medicine. From 1994 through 2007, Dr. Rose served as Chairman of the Department of Surgery and Surgeon-in-Chief of the Columbia Presbyterian Center of New York Presbyterian Hospital. From 1982 through 1992, he led the Columbia Presbyterian heart transplantation program in the United States. Dr. Rose currently sits on the board of directors of ABIOMED and Orchestra BioMed.

Date of Appointment: 15 April 2013

Michael Spooner, non-executive director

BCom, ACA

Mr. Spooner has served on our board of directors since 2004. During this period he has filled various roles including as Chairman from the date of our Australian IPO in 2004 until 2007, Chair of the Audit and Risk Committee as well as a member of our Nomination and Remuneration Committee. Over the past several years, Mr. Spooner has served on the board of directors in various capacities at several Australian and international biotechnology companies, including BiVacor Pty Ltd (2009-2013), Advanced Surgical Design & Manufacture Limited (2010-2011), Peplin, Inc. (2004-2009), Hawaii Biotech, Inc. (2010-2012), Hunter Immunology Limited (2007-2008) and Ventracor Limited (2001-2003). He is the chairman of Simavita Limited since April 2016. Prior to returning to Australia in 2001, Mr. Spooner spent much of his career internationally where he served in various roles including as a partner to PA Consulting Group, a UK-based management consultancy and a Principal Partner and Director of Consulting Services with

PricewaterhouseCoopers (Coopers & Lybrand) in Hong Kong. In addition Mr. Spooner has owned and operated several international companies providing services and has consulted to a number of US and Asian public companies.

Mr Spooner is the chairman of the Audit and Risk Committee and a member of the Nomination and Remuneration Committee.

Date of Appointment: 29 September 2004

Shawn Cline Tomasello, non-executive director

BS, MBA

With more than 30 years' experience in the pharmaceutical and biotech industries, Ms Tomasello has substantial commercial and transactional experience. Since 2015, Ms Tomasello has been Chief Commercial Officer at leading immuno-oncology cell therapy company Kite Pharma, where she played a pivotal role in the company's acquisition in 2017 by Gilead Sciences for \$11.9 billion. Prior to this she served as Chief Commercial Officer at Pharmacyclics, Inc., which was acquired in 2015 by AbbVie, Inc. for \$21 billion.

Ms Tomasello previously was President of the Americas, Hematology and Oncology at Celgene Corporation where she managed over \$4 billion in product revenues, and was instrumental in various global expansion and acquisition strategies. She has also held senior positions at Genentech, Pfizer Laboratories, Miles Pharmaceuticals and Procter & Gamble. Ms Tomasello currently serves on the Board of Directors of Centrexion Therapeutics, Urogen Pharma, Gamida Cell, Principia Biopharma and Abeona Therapeutics. She received a MBA from Murray State University and a B.S. in Marketing from the University of Cincinnati.

Date of Appointment: 11 July 2018

Josh Muntner, chief financial officer

BFA, MBA

Mr Muntner has accrued 20 years' experience in healthcare investment banking and corporate finance, and has been involved in a wide range of healthcare-related transactions with approximately \$11 billion in value. Most recently, he led corporate development and financial transactions at Nasdaq-listed biotechnology company, ContraFect Corporation. Previously, Mr Muntner served as Managing Director and Co-Head of Healthcare Investment Banking at Janney Montgomery Scott, and spent nine years at Oppenheimer & Co. and its U.S. predecessor, CIBC World Markets. He also served as an investment banker at Prudential Securities. Mr Muntner has a BFA from Carnegie Mellon and a MBA from the Anderson School at UCLA.

Date of Appointment: 31 May 2018

2.3 Interests of Directors

The Directors' direct and indirect interests in the securities of Mesoblast as at the date of this Prospectus are set out in the table below.

| Director | Number of Shares currently on issue | Number of outstanding unexercised Options |
|-----------------------|-------------------------------------|---|
| Silviu Itescu | 68,958,928 | 1,885,334 |
| William Burns | 63,000 | 220,000 |
| Joseph Swedish | Nil | 500,000 |
| Eric Rose | Nil | 220,000 |
| Donal O'Dwyer | 1,234,392 | 100,000 |
| Shawn Cline Tomasello | Nil | 200,000 |
| Michael Spooner | 1,069,000 | 100,000 |

Except as disclosed in this Prospectus, no Director or proposed Director has, or has had within two years of lodgement of this Prospectus, any interest in:

- (a) the formation or promotion of Mesoblast;
- (b) any property acquired or proposed to be acquired by Mesoblast in connection with its formation or promotion or the Offer; or
- (c) the Offer.

2.4 Interests of Directors – remuneration

The total maximum annual remuneration of non-executive Directors is set by resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made in such proportion and manner as the Board agrees or in default of agreement, equally. The current amount has been set at an amount not to exceed A\$1.5 million per annum.

A Director may be paid remuneration as the other Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. In addition, Directors are also entitled to be paid travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors.

Except as disclosed in this Prospectus, no person has paid or agreed to pay any amount to any Director or has given or agreed to give any benefit to any Director, to induce the Director to become, or to qualify as, a Director of Mesoblast or otherwise for services rendered by the Director in connection with the formation or promotion of Mesoblast or the Offer.

2.5 Related party transactions

There are no related party transactions entered into as part of, or in relation to, the Offer or the Kentgrove Facility, that have not otherwise been disclosed in this Prospectus.

3. Details of the Offer

3.1 Offer

The Offer is being made solely to, and may only be accepted by, Kentgrove.

Any Shares (including issued on exercise of the Offer Securities) will rank equally with the Shares on issue at the date of issue of the Shares. Please refer to Section 6.1 of this Prospectus for further information regarding the rights and liabilities attaching to the Shares.

This Prospectus has been prepared in accordance with section 713 of the Corporations Act. Up to 1,500,000 Incentive Rights and 74,924 Shares may be issued under the Offer, being the Incentive Rights which Mesoblast is required to issue, to Kentgrove in accordance with the terms of the Kentgrove Facility Agreement, as amended (further details of which are set out in Section 8.3).

The opening date of the Offer is 7 July 2020 (**Opening Date**) and the closing date of the Offer is 5.00pm (Melbourne time) on 8 July 2020 (**Closing Date**). Mesoblast reserves the right to extend the duration of the Offer or close the Offer early without notice.

The Offer is not underwritten and there is no sponsoring broker.

Mesoblast is already included in the official list of the ASX (ASX: MSB) and the ASX Listing Rules apply to all securities issued by Mesoblast.

3.2 Purpose of the Offer

As announced on the ASX on 1 July 2016, Mesoblast entered into the Kentgrove Facility Agreement on 30 June 2016. On 30 July 2019, Mesoblast and Kentgrove entered into an amendment deed to amend certain terms of the Kentgrove Facility Agreement (**Amendment Deed**).

In accordance with the terms of the Amendment Deed, Mesoblast must issue 1,500,000 Incentive Rights to Kentgrove. In addition to the Incentive Rights, it is possible that Reserve Shares may be issued by Mesoblast to Kentgrove from time to time under the Kentgrove Facility Agreement. Certain fees payable to Kentgrove may also be paid as Shares in lieu of cash.

Among other things, unless Kentgrove agrees, Mesoblast must ensure that any Reserve Shares or Incentive Rights issued to Kentgrove are issued pursuant to a prospectus which complies with Chapter 6D of the Corporations Act or pursuant to such other arrangement, in each case as would enable the relevant Reserve Shares and Incentive Rights (including any Shares issued on exercise of the Incentive Rights) to be freely traded and without restriction under section 707 of the Corporations Act.

Accordingly, the Offer is made by Mesoblast for the purpose of complying with its obligations under the Kentgrove Facility Agreement, including by:

- (a) making available the Offer Securities to Kentgrove under a prospectus; and

- (b) enabling any Shares issued (including on exercise of the Offer Securities) to be freely traded and without restriction under section 707 of the Corporations Act.

Mesoblast expects that all of the Offer Securities offered under this Prospectus will be applied for by, and issued to, Kentgrove pursuant to Mesoblast's and Kentgrove's obligations under the Kentgrove Facility Agreement.

If further Shares or Incentive Rights are to be issued by Mesoblast to Kentgrove from time to time under the Kentgrove Facility Agreement, Mesoblast may lodge with ASIC a new prospectus in respect of any such offer.

Further details of the Kentgrove Facility are set out in Mesoblast's ASX announcement dated 1 July 2016 and 19 January 2018 and in Section 8.3.

3.3 Terms and conditions of the Offer

Where relevant, a separate offer letter (being the Offer Letter), accompanied by a copy of this Prospectus, will be provided to Kentgrove, detailing the terms of this Offer.

Mesoblast reserves the right to accept an application under, and issue securities pursuant to, the Offer prior to the Closing Date and the close of the Offer. Unless determined by Mesoblast, any such acceptance or issue is not taken to change the Closing Date or close the Offer.

Further information about the terms of the Kentgrove Facility, including those that are relevant to the terms and conditions of the Offer, are set out in Section 8.3.

3.4 Acceptance of the Offer

The Offer may only be accepted by Kentgrove.

Applications for Offer Securities under the Offer must be made by Kentgrove using the application form included in or accompanying this Prospectus in Appendix 1. The Directors reserve the right to issue the Offer Securities pursuant to the Offer at their absolute discretion.

A duly completed application form may be provided by:

Post or delivery to: The Company Secretary
 Mesoblast Limited
 Level 38, 55 Collins Street
 MELBOURNE VIC 3000

Fax to: +61 3 9639 6030

3.5 ASX quotation

Mesoblast will apply to ASX within 7 days after the date of this Prospectus for Official Quotation of the Shares offered under this Prospectus. The Offer Securities (other than the Shares) will not be quoted on ASX or any other financial market.

Subject to Mesoblast nominating to settle exercised Offer Securities in Shares, will apply to ASX for quotation of any Shares issued on exercise of the Offer Securities in accordance with the terms of the Kentgrove Facility Agreement.

The fact that ASX may subsequently grant Official Quotation to any Shares issued (including on exercise of the Offer Securities) is not to be taken in any way as an indication of the merits of Mesoblast or the Offer Securities offered under this Prospectus.

3.6 Allotment

The Directors reserve the right to issue the Offer Securities offered pursuant to this Prospectus any time until the Prospectus Expiry Date.

In accordance with the terms of the Kentgrove Facility, Mesoblast expects that Kentgrove will apply for the Offer Securities offered under this Prospectus before the Closing Date.

3.7 Timetable

| | |
|---------------------------------------|--|
| Lodgement of the Prospectus with ASIC | 7 July 2020 |
| Opening Date | 7 July 2020 |
| Closing Date | 5.00pm (Melbourne time) on 8 July 2020 |

The dates above and other dates referred to in this Prospectus (except the date of the Prospectus) are indicative only. Subject to the ASX Listing Rules and the Corporations Act, Mesoblast may amend the timetable in its absolute discretion and without notice.

4. Purpose and use of funds raised under the Offer

No funds will be raised immediately by the Offer.

Any future funds raised pursuant to the Kentgrove Facility will be used by Mesoblast for working capital purposes, including to meet any additional funding requirements of Mesoblast over the next two years, as they arise.

The expenses of the Offer will be met from Mesoblast's working capital.

5. Effect on Mesoblast

5.1 Effect of the Offer

An issue of the Offer Securities under this Prospectus will have an effect on the capital structure and may have an effect on the financial position of Mesoblast.

The proceeds which Mesoblast may ultimately receive from Kentgrove (if any) under the Kentgrove Facility depends on a number of factors, including as set out in Section 8.3 of this Prospectus.

As set out in Sections 3.1 and 3.2 of this Prospectus, the Offer is made by Mesoblast for the purpose of complying with its obligations under the Kentgrove Facility Agreement. Funds may be made available to Mesoblast under the Kentgrove Facility Agreement, but no funds will be raised immediately under the Offer.

5.2 Effect on capital structure

The effect of the Offer on the capital structure of Mesoblast is set out below.

The tables below assume that prior to the Closing Date there will be no other Shares or Incentive Rights issued by Mesoblast other than those offered under this Prospectus and unless otherwise specified, that none of the current Options on issue will be exercised.

(a) Effect on capital structure of the Offer

| Capital structure | Number on issue |
|---|-----------------|
| Shares currently on issue | 583,949,612 |
| Incentive Rights currently on issue | 900,000 |
| Maximum number of Shares issued under this Prospectus | 74,924 |
| Maximum number of Incentive Rights to be issued under this Prospectus | 1,500,000 |
| Total number of Shares on issue after completion of the issue of Shares under this Prospectus | 584,024,536 |
| Total number of Incentive Rights on issue after completion of the issue of Incentive Rights under this Prospectus | 2,400,000 |
| Total number of unquoted Options and rights over loan funded Shares currently on issue | 32,551,491 |
| Maximum number of Shares issued on exercise of the Incentive Rights offered under this Prospectus | 1,500,000 |

5.3 Effect on financial position

Mesoblast's annual report was provided to the ASX on 29 October 2019 and is also available on the Mesoblast's website (www.mesoblast.com).

Mesoblast provided an unaudited financial report for the period ended 31 March 2020 to the ASX on Form 6-K on 28 May 2020. The report is also available on the Mesoblast's website (www.mesoblast.com).

To illustrate the effect of the Offer on the Company, Mesoblast's pro forma statement of financial position as at 31 March 2020 (set out below) has been prepared to reflect the proposed Offers, as if they occurred on 31 March 2020.

The pro forma financial information in this Section has been derived from Mesoblast's unaudited financial report for the period ended 31 March 2020. As per Note 1(i) Going Concern the financial report has been prepared on a going concern basis, notwithstanding that there is a material uncertainty about Mesoblast's ability to continue as a going concern on the basis that further capital investment would be required by Mesoblast within 12 months of signing the relevant period financial statements. The pro forma financial information has been prepared in accordance with the recognition and measurement principles of Australian Accounting Standards (including the Australian Accounting Interpretations) made by the AASB, which are consistent with International Financial Reporting Standards and interpretations as issued by the International Accounting Standards Board. The pro forma financial information is presented in an abbreviated form insofar as it does not include all the disclosures, statements or comparative information as required by Australian Accounting Standards applicable to annual financial reports prepared in accordance with the Corporations Act.

Pro forma consolidated statement of financial position

As of 31 March 2020

| | Unaudited | Pro forma |
|-------------------------------------|-----------|-----------|
| | US\$'000 | US\$'000 |
| Assets | | |
| Cash and cash equivalents | 60,077 | 60,042 |
| Total assets (Total capitalisation) | 665,790 | 665,755 |
| Liabilities | | |
| Current liabilities | 76,689 | 76,689 |
| Non-current liabilities | 101,288 | 101,288 |
| Total liabilities | 177,977 | 177,977 |

Equity

| | | |
|--------------------|----------------|----------------|
| Issued capital | 960,447 | 960,412 |
| Reserves | 43,514 | 43,514 |
| Accumulated losses | (516,148) | (516,148) |
| Total equity | <u>487,813</u> | <u>487,778</u> |

The pro-forma balance sheet above as at 31 March 2020 reflects the changes to Mesoblast's financial position assuming completion of the Offer as at that date noting the following:

- (a) no application monies are payable by Kentgrove for the Offer Securities offered under this Prospectus;
- (b) any amount which is paid by Kentgrove to Mesoblast may not be referable to or occur as a consequence of any Shares issued on exercise of the Offer Securities; and
- (c) the issue of the Offer Securities is for nil consideration.

5.4 Details of substantial holders

Based on publicly available information as at 6 July 2020, those persons which (together with their associates) have a relevant interest in 5% or more of the Shares on issue in Mesoblast (on an undiluted basis) are set out below:

| Shareholder | Number of Shares held in last ASX notification |
|-------------------------|--|
| M&G Investment Group | 70,068,935 |
| Professor Silviu Itescu | 68,958,928 |
| Thorney Holdings | 24,696,000 |

5.5 Impact on control of Mesoblast

The issue of the Offer Securities under the Offer is not expected to have any effect on the control of Mesoblast.

5.6 Expenses of the Offer

Mesoblast estimates that the total costs of the Offer will be approximately US\$35,000 (excluding GST). Administrative costs and Share Registry expenses are estimated to be approximately US\$2,000 (excluding GST) and legal fees are estimated to be approximately US\$33,000. Mesoblast will incur ASX and ASIC fees in connection with

lodgement of the Prospectus, including any Shares issued on exercise of the Offer Securities. These fees are included in the estimated administrative costs provided above.

6. Rights and liabilities attaching to Shares

6.1 Shares

(a) General

Any Shares issued (including on exercise of the Offer Securities) will be fully paid ordinary shares and will, as from their issue, rank equally in all respects with all Shares then on issue.

Any Shares issued on exercise of the Offer Securities will be governed by the Corporations Act, the ASX Listing Rules and the Constitution. The following is a summary of the more significant rights and liabilities attaching to Shares on issue in Mesoblast. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should obtain independent legal advice.

Full details of the rights attaching to Shares are set out in the Constitution, a copy of which can be inspected, free of charge, at Mesoblast's registered office during normal business hours. In applying for Offer Securities under this Prospectus, the applicant agrees that it and any Offer Securities issued to the applicant are bound by the terms of the Constitution.

(b) General meetings and notices

Each Shareholder will be entitled to receive notice of general meetings of Mesoblast.

Shareholders are entitled to be present in person, or by proxy, attorney or representative (in the case of a Shareholder who is a body corporate) to attend and vote at general meetings of Mesoblast.

Shareholders may request meetings in accordance with section 249D of the Corporations Act and the Constitution and call meetings in accordance with section 249F of the Corporations Act.

Each Shareholder will be entitled to receive all notices, accounts and other documents required to be sent to Shareholders in accordance with the Constitution, the ASX Listing Rules and the Corporations Act.

(c) Voting rights

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at general meetings of shareholders or classes of shareholders:

- (i) each Shareholder entitled to vote may vote in person or by proxy, attorney, representative (in the case of a Shareholder who is a body corporate) or, if determined by the Directors for any meeting or class meeting, by delivering the vote to the Company by post, fax or other electronic means approved by the Directors;

- (ii) on a show of hands, every Shareholder present in person, or by proxy, attorney or representative has one vote, however, if a Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes, neither proxy may vote on a show of hands;
- (iii) on a poll, every Shareholder present in person, or by proxy, attorney or representative (in the case of a Shareholder who is a body corporate) has one vote for each Share held and in the case of partly paid shares, that proportion of a vote as is equal to the proportion which the amount paid up on that Shareholder's share bears to the total issue price for that share (excluding calls paid in advance of the due date for payment); and
- (iv) in the case of an equality of votes, the Chairman does not have a casting vote in addition to any vote to which the Chairman may otherwise be entitled.

(d) Dividend rights

Subject to the Corporations Act, the ASX Listing Rules and any rights or restrictions attached to a class of shares, Mesoblast may from time to time pay dividends as the Directors so resolve out of the profits of Mesoblast. All Shares on which a dividend is declared or paid are entitled to participate in that dividend equally. Each partly paid share is entitled to a fraction of the dividend declared or paid on a Share, equivalent to the proportion of the amount paid (not credited) on the relevant share relative to the total amounts paid and payable on the relevant share.

Interest is not payable by Mesoblast on a dividend.

(e) Winding-up

If Mesoblast is wound up, the liquidator may, with the sanction of a special resolution, divide among the Shareholders in kind the whole or any part of the assets of Mesoblast and may, for that purpose, carry out the division between the different classes of Shareholders but so that no Shareholder is compelled to accept any shares or other securities in respect of which there is any liability.

The liquidator may, with the sanction of a special resolution, vest the whole or any part of any such assets in trustees upon such trusts for the benefit of the Shareholders as the liquidator thinks fit, but so that no Shareholder is compelled to accept any shares or other securities in respect of which there is any liability.

(f) Shareholder liability

Any Shares acquired on the exercise of the Offer Securities will be fully paid ordinary shares, they will not be subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(g) Transfer of shares

Generally, Shares are freely transferable, subject to satisfying the requirements of the ASX Listing Rules, the ASX Settlement Operating Rules and the Corporations Act.

The Directors may refuse to register any transfer of Shares or other securities that are not quoted by ASX or, in respect of Shares or securities quoted by ASX, refuse to register any transfer subject to the ASX Listing Rules.

(h) Future increase in capital

The Directors may issue shares or options to any person on such terms as the Directors determine, subject to the Corporations Act, ASX Listing Rules and the Constitution.

(i) Variation of rights

Subject to the Corporations Act, where shares of different classes are on issue, the rights attaching to the shares of a class (unless otherwise provided by their terms of issue) may only be varied by a special resolution passed at a separate general meeting of those shares of that class, or with the written consent of the holders of at least 75% of the issued shares in that class.

At present, the only class of shares that Mesoblast has on issue are fully paid ordinary shares.

(j) Alteration of Constitution

In accordance with the Corporations Act, the Constitution can only be amended by a special resolution passed by at least 75% of the votes cast at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

(k) Buy Backs

Subject to the Corporations Act and the ASX Listing Rules, Mesoblast may buy back shares on such terms and conditions as the Board may determine from time to time.

6.2 Incentive Rights

The terms, including the rights and liabilities attaching to the Incentive Rights, are summarised in 8.3 of this Prospectus.

7. Risk factors

7.1 Introduction

The Offer Securities offered under this Prospectus (and any Shares issued on exercise of the Offer Securities) are considered speculative because of the inherent risks associated with operating in the clinical stage biotechnology industry. In addition, there are risks inherent in investing in the share market in general.

The Directors have considered and identified in this Section of the Prospectus the critical areas of risk associated with investing in the Offer Securities. The risks identified by the Directors are not exhaustive. Accordingly, you should read this Prospectus in full and obtain professional advice if you require further information on material risks when deciding whether to subscribe for the Offer Securities.

Neither the Company nor any of its Directors or any other party associated with the preparation of this Prospectus guarantees that any specific objectives of the Company will be achieved or that any particular performance of the Company or of Offer Securities, will be achieved.

7.2 Company specific risks

Mesoblast is committed to ensuring the safety of its patients and staff, while continuing the development of its MLC platform technology.

Mesoblast is currently a loss-making entity in product development phase. The long term financial success of the Company will be measured ultimately on the basis of profitable operations. Key to becoming profitable is the successful development and commercialisation of the Company's product portfolio, establishment of efficient manufacturing operations, achieving product distribution capability, and overall, the ability to attract funding to support these activities. The following specific risks have the potential to affect Mesoblast's achievement of its business goals. This is not an exhaustive list.

(a) Product risk

Mesoblast is subject to inherent product-related risks relevant to companies operating in the biotechnology industry, such as that products being developed are not safe and effective and therefore will not gain approval for sale from various regulatory bodies, and that there may be substantial delays in the clinical studies. These risks may arise or be exacerbated as a result of the following:

- (i) Mesoblast's product candidates are based on its novel mesenchymal lineage adult stem cell technology, which makes it difficult to accurately and reliably predict the time and cost of product development and subsequently obtaining regulatory approval;
- (ii) Mesoblast may find it difficult to enrol patients in its clinical trials, especially for indications such as acute graft versus host disease which are designated as orphan or niche markets, which could delay or prevent development of Mesoblast's product candidates; and

- (iii) several of Mesoblast's product candidates treat patients who are extremely ill and patient deaths that occur in its clinical trials could negatively impact Mesoblast's business even if they are not shown to be related to its product candidates.

(b) Manufacturing risk

Disruption to manufacturing operations could impact Mesoblast's ability to deliver clinical grade product required for clinical trials and, in the future, MLC products for commercial sale.

Mesoblast relies on a limited number of suppliers for its product candidates' materials, equipment or supplies and components required to manufacture its product candidates. The Company's business could be harmed if:

- (i) Mesoblast's products are not manufactured in quantities sufficient for development and, if its products are approved, commercialisation;
- (ii) Mesoblast loses its collaborators and suppliers, or they fail to provide quality supplies on a timely basis, which could cause delays in Mesoblast's current and future capacity; and
- (iii) the Lonza manufacturing facilities do not continue to meet its ongoing regulatory requirements.

Product recalls or inventory losses caused by unforeseen events could also adversely affect Mesoblast's operating results and financial condition.

(c) Commercialisation risk

The speed and quality of Mesoblast's clinical trial execution are primary drivers of its ability to transform into a commercial stage company. In addition, the future profitability of Mesoblast's products depends largely on the reasonable achievement of various business assumptions, including product price (reimbursement), size of market, availability of raw materials in the manufacturing process and cost of goods sold.

These drivers and assumptions also underpin the carrying value of Mesoblast's in-process research and development on the balance sheet and are reviewed regularly when Mesoblast tests for asset impairment. There is a risk that these assumptions prove to be materially incorrect. If the market opportunities for Mesoblast's product candidates are smaller than Mesoblast believes they are, the Company's revenues may be adversely affected and its business may suffer. Mesoblast also faces substantial competition, which may result in others discovering, developing or commercialising products before, or more successfully, than Mesoblast.

Mesoblast is exposed to risks relating to its international operations and failure to manage those risks may adversely affect its operating results and financial

conditions. As an example, price controls may be imposed in foreign markets. Such an event may also adversely affect Mesoblast's future profitability.

If product liability lawsuits are brought against Mesoblast, the Company may incur substantial liabilities and may be required to limit commercialisation of its product candidates. The Company's use of animal-derived materials could also harm its product development and commercialisation efforts.

Furthermore, if in the future Mesoblast is unable to establish its own sales, marketing and distribution capabilities or enter into licensing or collaboration agreements for these purposes, Mesoblast may not be successful in independently commercialising any future products.

(d) Partnering risk

Future product sales in certain indications are dependent on maintaining existing commercial relationships. If Mesoblast and its partners do not successfully carry out their contractual duties, meet expected deadlines, or comply with regulatory requirements, they may not be able to obtain regulatory approval for or commercialise Mesoblast's product candidates in a timely and cost effective manner or at all, and Mesoblast's business could be substantially harmed. It is also possible that disputes in relation to commercial arrangements may arise in the ordinary course of business. In addition, future product sales may also be dependent on the ability of the Company to attract new partners, who will in some cases, be required to help develop and distribute the Company's products.

(e) Funding risk

Mesoblast has incurred operating losses since its inception and anticipates that it may continue to incur operating losses for the foreseeable future. Accordingly, the ability of Mesoblast to successfully bring products to market ultimately relies on having access to continued sources of funding, including from partners and investors. Failure to obtain such funding when needed could force Mesoblast to delay, limit, reduce or terminate its product development or commercialisation efforts.

(f) Personnel risk

Execution of Mesoblast's corporate strategy could be impacted if Mesoblast did not retain its present CEO and certain members of staff. If Mesoblast fails to attract and keep senior management and key scientific personnel, it may be unable to successfully develop its product candidates, conduct clinical trials and commercialise its product candidates. There is also a risk that Mesoblast's employees, principal investigators, consultants or collaboration partners engage in misconduct or other improper activities, including non-compliance with laws and regulatory standards and requirements and insider trading.

Mesoblast works with external scientists, medical professionals and their institutions in developing product candidates. These collaborators may have other

commitments or conflicts of interest, which could limit Mesoblast's access to their expertise and harm its ability to leverage its technology platform.

(g) Intellectual property risk

Future product sales are impacted by the extent to which there is patent protection over the products. Patent coverage risk includes the risk that competitive products do not infringe Mesoblast's intellectual property rights and also the risk that Mesoblast's products do not infringe on other parties' products. If third parties claim that intellectual property used by Mesoblast infringes on their intellectual property, commercialisation of Mesoblast's product candidates and its operating profits could be adversely affected. The Company may be forced to litigate to enforce or defend its intellectual property rights, and/or the intellectual property rights of its licensors. Intellectual property disputes could cause Mesoblast to spend substantial resources and distract Mesoblast's personnel from their normal responsibilities. US patent reform legislation and court decisions could increase the uncertainties and costs surrounding the prosecution of Mesoblast's patent applications and the enforcement or defence of its issued US patents.

Furthermore, if Mesoblast does not obtain patent term extensions in the United States and other countries, thereby potentially extending the term of the marketing exclusivity of Mesoblast's product candidates, Mesoblast's business may be materially harmed.

The patent positions of biopharmaceutical products are complex and uncertain. There is a risk that Mesoblast may not be able to protect its proprietary technology in the marketplace. In addition, there is a risk that Mesoblast may be unable to adequately prevent disclosure of trade secrets and other proprietary information.

(h) Regulatory risk

The Company operates in a highly regulated industry. Pharmaceutical products are subject to strict regulations of regulatory bodies in the United States, Europe, Asia and Australia. In addition Mesoblast's operations may be subject to local laws and regulations, including and not limited to taxation, environmental and anti-corruption laws. Non-compliance with laws and regulatory standards and requirements could disrupt Mesoblast's operations and harm its operating results.

The requirements to obtain regulatory approval of the United States Food and Drug Administration and regulators in other jurisdictions can be costly, time consuming and unpredictable. If Mesoblast or its collaborators are unable to obtain timely regulatory approval for its product candidates, Mesoblast's business may be substantially harmed. Even if Mesoblast obtains regulatory approval for a product candidate, its products will be subject to ongoing regulatory scrutiny. In addition, Mesoblast may face competition from biosimilars due to changes in the regulatory environment.

In the United States, Mesoblast may lose its foreign private issuer status, which would then require Mesoblast to comply with reporting and other requirements

under the Exchange Act and cause it to incur additional legal, accounting and other expenses.

7.3 General risks

An investment in the Offer Securities (including any Shares which are issued on exercise of the Offer Securities) carries certain risks, many of which are not in the control of Mesoblast or its management. These risks include the risks set out below.

(a) Share Price

The price of Shares quoted on the ASX may rise or fall (and therefore the value of the Incentive Rights), and the Shares may trade below or above the exercise price due to a number of factors, including:

- (i) general economic conditions, including interest rates, exchange rates, inflation rates and commodity prices;
- (ii) fluctuations in the local and global market for listed securities;
- (iii) changes to government policy, legislation or regulation;
- (iv) inclusion in or removal from market indices;
- (v) the nature of markets in which Mesoblast operates;
- (vi) general and operational business risks;
- (vii) natural disasters; and
- (viii) global hostilities, tensions and acts of terrorism.

There is no assurance that the value or price of the Offer Securities will increase, decrease or stay the same following the Shares issued on exercise of the Offer Securities, even if Mesoblast's earnings increase. In addition, the dual listing of Mesoblast's Shares and the American Depository Shares may adversely affect the liquidity and value of these securities.

(b) Lack of liquidity and effect of exercise price

As the Incentive Rights are not generally transferable and will not be quoted on ASX, there is no market for the Incentive Rights (i.e. they cannot be sold to a third party). You should also be aware that the exercise price of the Incentive Rights may be in excess of the market price of the underlying Shares during the exercise period applicable to them.

(c) Changes in tax laws

There is the potential for further changes to Australia's tax laws and to foreign tax laws relevant to Mesoblast. Any change to the current rates of taxes imposed on Mesoblast is likely to affect returns from an investment in Offer Securities (and therefore the value of Shares). An interpretation of taxation laws by the relevant

tax authority that is contrary to Mesoblast's view of those laws may increase the amount of tax to be paid. In addition, an investment in the Offer Securities involves tax considerations which may differ for each investor. You are encouraged to obtain professional tax advice in connection with any investment in Mesoblast.

(d) Force majeure events

Events may occur within or outside Australia that could impact on the Australian economy, the operations of Mesoblast and the price and value of the Offer Securities (and therefore the value of the Shares). The events include but are not limited to acts of terrorism, an outbreak of international hostilities, fires, floods, earthquakes, labour strikes, civil wars, natural disasters, outbreaks of disease or other natural or man-made events or occurrences that can have an adverse effect on the demand for Mesoblast's products and its ability to conduct business and on Mesoblast's business and earnings. The Company has only a limited ability to insure against some of these risks.

(e) Capital Structure

Changes in the capital structure of Mesoblast, for example from the raising of further debt or the issue of further equity to repay or refinance debt facilities or to fund the acquisition of assets, may affect the value of, and returns from, an investment in the Offer Securities (and therefore the value of the Shares).

(f) Dividends

The Company has not previously paid any dividends.

(g) Accounting Standards

Australian Accounting Standards are set by the AASB and are beyond the control of Mesoblast, the Directors and Mesoblast's management team. Changes to accounting standards issued by the AASB could adversely impact the financial performance and position reported in Mesoblast's financial statements.

8. Additional information

8.1 Continuous disclosure obligations

This Prospectus is issued by Mesoblast in accordance with the provisions of the Corporations Act applicable to a prospectus for continuously quoted securities.

As a disclosing entity, Mesoblast is subject to regular reporting and disclosure obligations. As a listed company, Mesoblast is subject to the ASX Listing Rules which require, subject to certain exceptions, prompt disclosure to the market of any information of which Mesoblast is aware which a reasonable person might expect to have a material impact on the price or value of the Offer Securities (including the price or value of any Shares issued on exercise of the Offer Securities).

Section 713 of the Corporations Act enables a company to issue a 'transaction specific' prospectus where the securities offered under that prospectus are continuously quoted securities within the meaning of the Corporations Act. This generally means that the relevant securities are in a class of securities that were quoted 'enhanced disclosure' securities at all times during the three months before the date of the prospectus and that, during the 12 months before the date of the prospectus, the issuing company was not exempt from the continuous disclosure regime and disclosing entity requirements under the Corporations Act and the ASX Listing Rules.

In summary, 'transaction specific' prospectuses are required to contain information in relation to the effect of the offer of securities on the company and the rights and liabilities attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company. Accordingly, this Prospectus does not contain the same level of disclosure as a prospectus of an unlisted company or an initial public offering prospectus.

Having taken such precautions and having made such enquiries as are reasonable, Mesoblast believes that it has complied with, and has not been exempt from, the general and specific requirements of ASX as applicable throughout the 12 months before the date of this Prospectus which required Mesoblast to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the securities market conducted by ASX. For the purposes of satisfying section 713(5) of the Corporations Act, a prospectus must also incorporate such information if such information:

- (a) has been excluded from a continuous disclosure notice in accordance with the Listing Rules; and
- (b) is information that an investor and their professional advisers would reasonably require for the purpose of making an informed assessment of:
 - (i) the assets and liability, financial position and performance, profits and losses and prospects of the body; and
 - (ii) the rights and liabilities attaching to the securities being offered.

This Prospectus must contain the above information only to the extent to which it is reasonable for an investor and its professional advisers to expect to find such information

in the Prospectus. The Company is not aware of any matters that need to be disclosed under this section of the Corporations Act that have not been previously disclosed or which have not been set out in this Prospectus. The Company has previously disclosed to the market that it is in active discussions with various pharmaceutical companies, governmental and other entities with respect to the ramp-up of manufacturing and potential collaborations for remestemcel-L. Those discussions are continuing and Mesoblast does not make any representation or give any assurance that any transaction will be concluded from those discussions.

8.2 Company announcements

An investor may view a record of Mesoblast's ASX announcements at www.asx.com.au. ASIC also maintains records in respect of documents lodged with it by Mesoblast and these may be obtained from or inspected at the office of ASIC. This Prospectus is intended to be read in conjunction with information previously publicly disclosed by Mesoblast.

The Company will provide free of charge to any person who requests it during the application period under this Prospectus:

- (a) the annual financial report most recently lodged by Mesoblast with ASIC;
- (b) any half-year financial report lodged by Mesoblast with ASIC after the lodgement of the annual financial report referred to in paragraph (a) and before the lodgement of this Prospectus with ASIC; and
- (c) any continuous disclosure documents given by Mesoblast to ASX in accordance with the ASX Listing Rules as referred to in section 674(1) of the Corporations Act after the lodgement of the annual financial report referred to in paragraph (a) and before the lodgement of this Prospectus with ASIC.

The announcements below (continuous disclosure notices) have been made by Mesoblast to ASX in approximately the last 12 months.

| Date | Headline |
|--------------|--|
| 6 July 2020 | EAP for Remestemcel-L in Children with MIS-C due to COVID-19 |
| 30 June 2020 | Appendix 2A |
| 24 June 2020 | Appendix 3G with 3Ys |
| 16 June 2020 | Appendix 2A |
| 12 June 2020 | S&P DJI Announces June 2020 Quarterly Rebalance |
| 1 June 2020 | Appendix 2A |
| 1 June 2020 | Remestemcel-L Improves Outcomes in Inflammatory Lung Disease |
| 28 May 2020 | MSB Reports Q3 Financial Results and Operational Highlights |
| 28 May 2020 | Third Quarter Results Presentation |
| 28 May 2020 | Third Quarter Financial Results on Form 6-K |
| 27 May 2020 | Change in substantial holding |
| 25 May 2020 | 3 Articles on RYONCIL GvHD Trial Results Published in BBMT |

| Date | Headline |
|------------------|--|
| 19 May 2020 | Change in substantial holding |
| 18 May 2020 | Cleansing Notice |
| 15 May 2020 | Appendix 2As |
| 13 May 2020 | Proposed issue of Securities - MSB |
| 13 May 2020 | MSB Completes Financing For Covid-19 ARDS Manufacturing |
| 11 May 2020 | Trading Halt |
| 6 May 2020 | First Patients Dosed in Phase 2/3 Trial for COVID-19 ARDS |
| 30 April 2020 | Phase 2/3 Trial in COVID-19 ARDS Begins Enrollment |
| 29 April 2020 | Appendix 4C - quarterly |
| 24 April 2020 | 83% Survival in COVID-19 ARDS Patients with Remestemcel-L |
| 17 April 2020 | Inflammatory Lung Disease Outcomes For Presentation at ISCT |
| 9 April 2020 | US NIH Trials Network to Conduct COVID-19 Phase 2/3 Trial |
| 6 April 2020 | FDA Clears IND for Remestemcel Use in COVID-19 ARDS Patients |
| 1 April 2020 | FDA Accepts BLA for RYONCIL and Agrees to Priority Review |
| 30 March 2020 | Ischemic End Stage HF Outcomes at Virtual ACC Annual Meeting |
| 20 March 2020 | Change of Director's Interest Notice |
| 17 March 2020 | Appendix 2A |
| 10 March 2020 | Mesoblast to Evaluate Remestemcel-L in COVID-19 Lung Disease |
| 27 February 2020 | Mesoblast Provides Half Year Results and Corporate Update |
| 27 February 2020 | Half Year Financial Results Presentation |
| 27 February 2020 | Half Year Report and Accounts (including Appendix 4D) |
| 25 February 2020 | Mesoblast Half Year FY 2020 Financial Results Analyst Call |
| 24 February 2020 | Ryoncil Results in Children with Acute GvHD Presented at TCT |
| 21 February 2020 | Appendix 3G |
| 20 February 2020 | Positive Outcomes Using Remestemcel-L in Chronic GVHD |
| 7 February 2020 | Appendix 2A |
| 3 February 2020 | Mesoblast Submits Completed BLA for Ryoncil to US FDA |
| 29 January 2020 | Appendix 4C – quarterly |
| 24 January 2020 | Appendix 2A |
| 15 January 2020 | Biotech Showcase Presentation |
| 15 January 2020 | MSB Presents Commercial Plans at 2020 Biotech Showcase |
| 2 January 2020 | Appendix 2A |
| 2 January 2020 | MSB Files GvHD Clinical Efficacy and Safety Data with US FDA |
| 18 December 2019 | DMC Completes Final Review of Phase 3 Heart Failure Trial |

| Date | Headline |
|-------------------|--|
| 17 December 2019 | CHF P3 Trial Accrues Sufficient Primary EndPt Events (Correct) |
| 17 December 2019 | CHF P3 Trial Accrues Sufficient Primary Endpoint Events |
| 5 December 2019 | Ceasing to be a substantial holder |
| 5 December 2019 | Change of Director's Interest Notice |
| 27 November 2019 | Results of Meeting |
| 27 November 2019 | Mesoblast Chairman Message to 2019 AGM |
| 27 November 2019 | Presentation to 2019 Annual General Meeting |
| 26 November 2019 | MSB Provides Q1 Financial Results and Operational Highlights |
| 26 November 2019 | First Quarter Results Presentation |
| 26 November 2019 | First Quarter Financial Results on Form 6-K |
| 31 October 2019 | Appendix 4C – quarterly |
| 29 October 2019 | Annual Report to shareholders |
| 29 October 2019 | Notice of General Meeting/Proxy Form |
| 29 October 2019 | Appendix 4G and Corporate Governance Statement |
| 29 October 2019 | Appointment of Joint Company Secretary |
| 23 October 2019 | Ceasing to be a substantial holder |
| 23 October 2019 | Change in substantial holding |
| 23 October 2019 | Change in substantial holding |
| 17 October 2019 | MSB and Lonza Enter GVHD Commercial Manufacturing Agreement |
| 10 October 2019 | Change in substantial holding |
| 8 October 2019 | Cleansing notice and Appendix 3B |
| 8 October 2019 | Change in substantial holding |
| 3 October 2019 | Mesoblast Raises A\$75 Million |
| 1 October 2019 | Trading Halt |
| 27 September 2019 | Release of Shares from Voluntary Escrow |
| 27 September 2019 | Mesoblast Newsletter - Chronic Low Back Pain |
| 10 September 2019 | Analyst Call Presentation |
| 10 September 2019 | Analyst Call Details |
| 10 September 2019 | Grunenthal and MSB Enter Strategic Partnership for Back Pain |
| 30 August 2019 | Mesoblast Reports on Annual Results |
| 30 August 2019 | Annual Financial Results Presentation |
| 30 August 2019 | Preliminary Final Report including Appendix 4E |
| 27 August 2019 | FDA Guidance on Clinical Pathway for LVAD Market Application |
| 14 August 2019 | Investigator-Initiated Trial Planned for Chronic GVHD |

| Date | Headline |
|----------------|---|
| 12 August 2019 | Mesoblast Appoints Leading Pharma Industry Executive as CMO |
| 31 July 2019 | Appendix 4C - Quarterly, Strong Commercialization Revenues |
| 25 July 2019 | Circulation Research Highlights MSB Heart Failure Therapy |
| 15 July 2019 | Newsletter - Interview with GvHD Key Opinion Leader |
| 12 July 2019 | Change in substantial holding |
| 11 July 2019 | Appendix 3B |

8.3 Kentgrove Facility

Overview

As announced on the ASX on 1 July 2016, Mesoblast entered into the Kentgrove Facility Agreement with Kentgrove on 30 June 2016.

The Kentgrove Facility is an equity facility, pursuant to which Mesoblast may place Shares to Kentgrove, up to a maximum facility limit of A\$120 million. On 30 July 2019, Mesoblast and Kentgrove entered into an amendment deed to amend certain terms of the Kentgrove Facility Agreement (**Amendment Deed**), including in relation to Incentive Rights, Reserve Shares, the placement request form, and placement notices. The maturity date of the Kentgrove Facility was also amended and is currently 1 July 2021.

In accordance with the terms of the Kentgrove Facility Agreement, Mesoblast previously issued 2,000,000 Reserve Shares and 1,500,000 Incentive Rights to Kentgrove. Under the Amendment Deed, Mesoblast must issue an additional 1,500,000 Incentive Rights to Kentgrove and may also issue additional Reserve Shares to Kentgrove from time to time at its discretion (subject to an overall cap), in order to increase the maximum amount that the Company is able to raise from Kentgrove pursuant to any individual placement. Mesoblast may from time to time notify Kentgrove in writing, in accordance with the terms of the Kentgrove Facility Agreement, that it requests funding from Kentgrove by delivering a duly executed placement request form.

As at the date of this Prospectus, Kentgrove has exercised 600,000 of the initial 1,500,000 Incentive Rights previously issued to Kentgrove.

Mesoblast may generally decide if and when to make a placement of shares to Kentgrove under the Kentgrove Facility Agreement, and may also decide the maximum amount to be raised, and the minimum issue price of shares, in respect of each placement.

Mesoblast's placement request

Mesoblast must specify in each of its placement request forms the:

- (a) relevant placement period;
- (b) maximum placement amount – an amount specified by Mesoblast at its sole discretion, subject to certain limitations including the applicable limit of the

Kentgrove Facility, Mesoblast's obligations under ASX Listing Rule 7.1, and the aggregate number of Reserve Shares issued to Kentgrove less the aggregate number of Sold Shares (as described below); and

- (c) the minimum issue price – an amount specified by Mesoblast in its absolute discretion, being the minimum price at which Kentgrove can subscribe for Shares on expiry of the relevant placement period.

Kentgrove's placement notice

Following the end of a placement period, or earlier if Kentgrove nominates a placement amount equal to the maximum placement amount, Kentgrove will deliver to Mesoblast a placement notice form.

Kentgrove will specify in each placement notice form:

- (a) the number of Shares that Kentgrove sold during the relevant placement period at a price per Share at or above the applicable minimum issue price (such number of Shares will constitute **Sold Shares**);
- (b) the issue price in respect of the Sold Shares, being the higher of:
 - (i) 96.5% of the Investor VWAP per Share during the relevant placement period; and
 - (ii) the minimum issue price for the relevant placement request from Mesoblast; and
- (c) the placement amount payable to Mesoblast for the sale of the Sold Shares which will be based on the number of Sold Shares multiplied by the issue price; and
- (d) the details of Kentgrove's securities account into which any additional Reserve Shares may be delivered, if they are to be issued in accordance with clause 4.2(a) of the Kentgrove Facility Agreement.

Issue of placement Shares and payment of the placement amount

On receipt of a placement notice form from Kentgrove, Kentgrove must pay to Mesoblast the issue price in respect of each of the Sold Shares as specified in the placement notice in immediately available funds.

Incentive Rights

In accordance with the Kentgrove Facility Agreement, Mesoblast issued 1,500,000 Incentive Rights to Kentgrove on 19 January 2018. Under the Amendment Deed, Mesoblast is required to issue an additional 1,500,000 Incentive Rights to Kentgrove.

The Incentive Rights may be exercised at any time for a period three years from their date of issue, and in accordance with their terms of exercise, set out in the Kentgrove Facility Agreement.

Upon exercise of an Incentive Right, Mesoblast must either (at its election):

- (a) subject to payment of an exercise price of:
 - (i) A\$2.22, in relation to the Incentive Rights issued on 19 January 2018; and
 - (ii) A\$2.86, in relation to the Incentive Rights offered under this Prospectus, issue to the holder one Share (with customary adjustments to the number of Share(s) to be issued if Mesoblast undertakes a bonus issue, rights issue or other reconstruction of capital); or
- (b) pay to the holder a cash amount equal to the volume weighted average of Shares traded on ASX on the day of exercise multiplied by 1 (which figure may be subject to adjustment), less the exercise price of A\$2.22 or A\$2.86 (as applicable).

The pricing of the Incentive Rights has been set at a price equivalent to 200% of the average daily VWAP of Mesoblast shares sold on-market on ASX during the 10 trading days before the date of the facility and the date of the facility amendment (respectively).

The above may be subject to adjustment in accordance with the terms of the Kentgrove Facility Agreement for bonus issues, pro rata issues and reconstructions of capital.

No amount is payable by Kentgrove in connection with the issue of the Incentive Rights.

Prior to its exercise, an Incentive Right does not confer a right on the holder to participate in a new issue of securities by the Company. Incentive Rights are not shares in the Company, and do not confer voting rights or rights to distributions by the Company.

Reserve Shares

In accordance with the Kentgrove Facility Agreement, Mesoblast issued 2,000,000 Reserve Shares to Kentgrove on 19 January 2018. Under the Amendment Deed, Mesoblast may issue additional Reserve Shares to Kentgrove from time to time at its discretion (subject to an overall cap).

The issue price with respect to any Reserve Shares will be agreed between Mesoblast and Kentgrove, with Kentgrove required to use reasonable endeavours to sell a number of Shares equal to the aggregate number of Reserve Shares issued to it less the aggregate number of Sold Shares and pay Mesoblast an amount equal to 96.5% of the gross proceeds from the sale of the Shares.

8.4 Litigation

The Company is not presently party to any legal proceedings that, in the opinion of Mesoblast, would reasonably be expected to have a material adverse effect on its business, financial condition, operating results or cash flows.

8.5 Relevant interests, benefits and related party transactions

Sections 2.3 to 2.5 of this Prospectus set out a summary of the interests and benefits payable to the Directors and other persons connected with Mesoblast or the Offer and any significant related party transactions.

Directors and their related parties will not participate in the Offer.

8.6 Interests of experts and advisers

Other than as set out below or elsewhere in this Prospectus, no:

- (a) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- (b) promoter of Mesoblast; or
- (c) underwriter to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

holds, or has held within the 2 years preceding lodgement of this Prospectus with ASIC, any interest in:

- (d) the formation or promotion of Mesoblast;
- (e) any property acquired or proposed to be acquired by Mesoblast in connection with:
 - (i) its formation or promotion; or
 - (ii) the Offer; or
- (f) the Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with:

- (g) the formation or promotion of Mesoblast; or
- (h) the Offer.

MinterEllison has acted as Australian legal advisers to Mesoblast in relation to the Offer. Mesoblast estimates it will pay MinterEllison approximately US\$35,000 (excluding GST and disbursements) for these services. Further amounts may be paid to MinterEllison in accordance with its usual time based charge out rates.

8.7 Consents

Each of the parties referred to in this Section 8.7:

- (a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section; and
- (b) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section.

MinterEllison has given its written consent to being named as Australian legal advisers to Mesoblast in this Prospectus. MinterEllison has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

Link Market Services Limited has given its written consent, and has not withdrawn its consent, to be named as Share Registry in the form and context in which it is named in this Prospectus. Link Market Services Limited has had no involvement in the preparation of any part of the Prospectus other than being named as Share Registrar to Mesoblast. Link Market Services Limited has not authorised or caused the issue of, and expressly disclaims and takes not responsibility for, any part of the Prospectus.

8.8 No Kentgrove involvement in preparation of this Prospectus

Kentgrove has had no responsibilities or obligations in connection with the preparation, form or content of this Prospectus, has not been involved in its authorisation or release and accepts no liability for this Prospectus.

8.9 Restricted securities

None of Mesoblast's issued securities are 'restricted securities' (as defined in the ASX Listing Rules).

8.10 Broker handling fees

No handling fees are payable in connection with the Offer under this Prospectus.

8.11 Taxation

The Board do not consider that it is appropriate to provide an investor with advice regarding the taxation consequences of accepting the Offer under this Prospectus. Mesoblast, its advisers and officers, do not accept any responsibility or liability for any taxation consequences to an investor in respect of any issue.

8.12 Privacy disclosure statement

The Company holds certain personal information regarding Shareholders that has been provided to Mesoblast (directly or via the Share Registry) in connection with their investment in Mesoblast. The *Privacy Act 1988* (Cth) governs the use of a person's personal information and sets out principles governing the ways in which organisations should treat personal information. The personal information that Mesoblast holds is used to provide services and appropriate administration including communications with members. If Mesoblast is obliged to do so by law, an investor's personal information will be passed on to other parties strictly in accordance with legal requirements.

The Corporations Act requires that Mesoblast include information about security holders (including name, address and details of the securities held) in its public register. The information contained in Mesoblast's public register must remain there for seven years after that person ceases to be a security holder. Information contained in Mesoblast's registers is also used to facilitate distribution payments and corporate communications (including Mesoblast's financial results, annual report and other information that Mesoblast

may wish to communicate to its security holders) and compliance by Mesoblast with legal and regulatory requirements.

An investor has a right to gain access to the information that Mesoblast holds about that person subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing to Mesoblast's registered office.

8.13 Authorisation

Each Director has consented (and has not withdrawn their consent) to the lodgement of this Prospectus with ASIC.

8.14 Governing Law

This Prospectus is governed by the law of Victoria.

Glossary

| Term | Definition |
|--|---|
| \$ and A\$ | means the currency of Australia. |
| AASB | means the Australian Accounting Standards Board. |
| ASIC | means the Australian Securities and Investments Commission. |
| ASX or Australian Securities Exchange | means ASX Limited ACN 008 624 691 or the financial market known as the Australian Securities Exchange operated by it, as the context requires. |
| ASX Listing Rules | means the listing rules of the ASX. |
| ASX Settlement | means ASX Settlement Pty Limited ABN 49 008 504 532. |
| ASX Settlement Operating Rules | means the operating rules of ASX Settlement as amended from time to time, except to the extent of any express written waiver by ASX Settlement. |
| Board | means the board of Directors unless the context indicates otherwise. |
| CEO | means the Chief Executive Officer. |
| CFO | means the Chief Financial Officer. |
| Closing Date | means 5.00pm (Melbourne time) on 8 July 2020 (unless extended). |
| Company or Mesoblast | means Mesoblast Limited ACN 109 431 870. |
| Constitution | means the constitution of Mesoblast as at the date of this Prospectus. |
| Corporations Act | means the <i>Corporations Act 2001</i> (Cth). |
| Directors | means the directors of Mesoblast as at the date of this Prospectus. |
| Exchange Act | means the <i>Securities Exchange Act of 1934</i> (US). |
| GST | means goods and services tax. |
| Incentive Rights | means incentive rights issued by Mesoblast to Kentgrove in accordance with the terms of the Kentgrove Facility Agreement as described in Section 8.3, and includes where the context requires, any Shares that may be issued on exercise of those incentive rights. |
| Investor VWAP | means the volume weighted average price of the Shares that Kentgrove trades or otherwise sells in relation to a placement request from Mesoblast, on the ASX during the placement period specified by Mesoblast in that placement request. |
| Kentgrove | means Kentgrove Capital Pty Ltd in its capacity as trustee of the Kentgrove Capital Growth Fund. |
| Kentgrove Facility | means the facility provided for under the Kentgrove Facility Agreement. |
| Kentgrove Facility Agreement | means the equity facility agreement between Mesoblast and Kentgrove dated 30 June 2016 (as varied or amended by the parties from time to time). |
| Lonza | means collectively Lonza Walkersville, Inc. and Lonza Bioscience Singapore Pte. Ltd. |

| Term | Definition |
|-------------------------------|--|
| Offer | means the offer of the Offer Securities described in Section 3 of this Prospectus. |
| Offer Letter | means the applicable offer letter (if any) provided to Kentgrove inviting it to participate in the Offer. |
| Offer Securities | means the securities offered to Kentgrove under this Prospectus, being the 1,500,000 Incentive Rights and 74,924 Shares. |
| Official Quotation | means official quotation on ASX. |
| Opening Date | means 7 July 2020. |
| Option | means an option to acquire by way of issue a Share. |
| Prospectus | means this prospectus dated 7 July 2020. |
| Prospectus Expiry Date | means 6 August 2021. |
| Reserve Share | means any Share issued by Mesoblast to Kentgrove in accordance with the terms of the Kentgrove Facility Agreement as described in Section 8.3. |
| Section | means a section of this Prospectus. |
| Share(s) | means a fully paid ordinary share in the capital of Mesoblast, and includes Reserve Shares. |
| Share Registry | means Link Market Services Limited. |
| Shareholder | means a holder of one or more Shares. |

Appendix 1 – Kentgrove Application Form

To:

The Directors
Mesoblast Limited ACN 109 431 870
Level 38, 55 Collins Street
MELBOURNE VIC 3000

Application

1. I accept the offer of the Offer Securities described in the Prospectus dated 7 July 2020 lodged with ASIC (**Prospectus**) to which this application forms part. The expiry date of the Prospectus is 6 August 2021.
2. I understand that Mesoblast makes no representation or guarantee in respect of any investment in the Offer Securities (including any Shares issued on exercise of the Incentive Rights).
3. I agree that any Offer Securities (including any Shares issued on exercise of the Offer Securities) described in the Prospectus are issued subject to and bound by the terms of the Prospectus, the Constitution (as amended from time to time) and the ASX Listing Rules.
4. I agree to be bound by the Constitution (as amended from time to time) and to be a member of the Company and acknowledge that:
 - (a) the Prospectus has been lodged by Mesoblast with ASIC in respect of the offer of the Offer Securities described in the Prospectus;
 - (b) I have read, understood and had an opportunity to obtain independent legal and financial advice concerning the Prospectus and this investment in the Offer Securities;
 - (c) I make this application for Offer Securities pursuant to the terms of the Prospectus;
 - (d) by lodging this application form, I apply for the number of the Offer Securities specified in this application form or such lesser number as may be allocated by the Directors;
 - (e) an investment in Mesoblast is speculative and there is no guarantee that there will be any return on the Offer Securities (whether by way of dividends or return of capital or any other manner whatever); and
 - (f) there is no guarantee that there will be any market (whether official or unofficial) for trading of the Offer Securities generally.
5. This application is irrevocable and unconditional.

6. The validity and construction of this application and, where the application is accepted, the terms on which the Offer Securities are allotted to me is governed and construed in accordance with the laws of the State of Victoria.

SCHEDULE

1. **Name and address of applicant:** Kentgrove Capital Pty Ltd in its capacity as trustee of the Kentgrove Capital Growth Fund
2. **Contact details:**
Daytime contact:
Email contact:
3. **CHES Details:** PID.....HIN.....
4. **Number of Offer Securities:** 74,924 Shares and 1,500,000 Incentive Rights (cross out if not applicable)
5. **Application Money:** \$NIL

Dated: _____

Execution

Executed by Kentgrove Capital Pty Ltd in its capacity as trustee of the Kentgrove Capital Growth Fund in accordance with section 127 of the *Corporations Act 2001*

Signature of sole director and sole company secretary

who states that he or she is the sole director and the sole company secretary of the company

Name of sole director and sole company secretary (print)