



**The Capital Group Companies, Inc.**  
333 South Hope Street  
Los Angeles, California 90071-1406

thecapitalgroup.com

24 March 2015

**BY FAX - ORIGINAL IN POST**  
**(61 3 9639 6030)**

Mesoblast Limited  
55 Collins Street, Level 39  
Melbourne, VIC  
Australia, 3000

**Re: Notice of Change in Interests of Substantial Shareholder under Section 671B**

Company Secretary:

Enclosed is a Notice of Change in Interests of Substantial Shareholder under Section 671B dated 23 March 2015. Please note that a copy of this report has been sent to the Australian Stock Exchange.

The Capital Group Companies, Inc. ("CGC") is the parent company of Capital Research and Management Company ("CRMC"). CRMC is a U.S.-based investment management company that manages the American Funds family of mutual funds. CRMC manages equity assets for various investment companies through three divisions, Capital Research Global Investors, Capital International Investors and Capital World Investors. CRMC in turn is the parent company of Capital Group International, Inc. ("CGII"), which in turn is the parent company of five investment management companies ("CGII management companies"): Capital Guardian Trust Company, Capital International, Inc., Capital International Limited, Capital International Sàrl and Capital International K.K. The CGII management companies primarily serve as investment managers to institutional clients.

Neither CGC nor any of its affiliates own shares of Mesoblast Limited for its own account. Rather, the shares reported on Form 604 are owned by accounts under the discretionary investment management of one or more of the investment management companies that make up CGC.

For the purpose of this Notice, an outstanding share balance of 324,441,029 shares was used to calculate the percentage of holdings. We believe this outstanding share balance is correct; however, if this number is not accurate, please contact us as soon as possible so we may make the necessary revisions.

Should you have questions or require additional information, please contact us at (213) 615-0469, or send a fax message to (213) 615-4056. Alternatively, you may contact us via e-mail at GRGroup@capgroup.com.

Regards,

Christopher Aquino  
Compliance Specialist

**Form 604****Corporations Act 2001 Section 671B****Notice of change of interests of substantial holder**

To Company Name/Scheme Mesoblast Limited

ACN/ARSN ABN: 68 109 431 870

**1. Details of substantial holder(1)**

Name The Capital Group Companies, Inc.

ACN/ARSN (if applicable) N/A

There was a change in the interests of the substantial holder on 23 March 2015

The previous notice was given to the company on 31 January 2014

The previous notice was dated 30 January 2014

The shares reported were owned by accounts under the discretionary investment management of 1 investment management company (Capital Research and Management Company) which is a direct or indirect subsidiary of The Capital Group Companies, Inc., 333 South Hope Street, 55th Floor, Los Angeles, California 90071.

**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Shares	21,466,599 shares	6.683%	25,488,187 shares	7.856%

The shares being reported under this section are owned by accounts under the discretionary investment management of 1 investment management company (Capital Research and Management Company) which is a direct or indirect subsidiary of The Capital Group Companies, Inc., 333 South Hope Street, 55th Floor, Los Angeles, California 90071.

### 3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
31 January 2014 - 23 March 2015	The Capital Group Companies, Inc.	Acquisition of shares	Average price of 4.084 AUD per share	4,021,588 Ordinary Shares	4,021,588

See Annexure A dated 30 January 2014

### 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
		none			
See Annexure A dated 23 March 2015 (copy attached)					

### 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

### 6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
The Capital Group Companies, Inc.	333 South Hope Street, 55 <sup>th</sup> Floor Los Angeles, CA 90071

### Signature

print name: Liliane Corzo

Capacity: Senior Counsel

sign here \_\_\_\_\_

Date:

24 March 2015

## **Annexure “A”**

This is the Annexure of 1 page marked Annexure “A” referred to in Form 604 signed by this corporation on 24 March 2015.

The Capital Group Companies, Inc.

By:

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Liliane Corzo  
Senior Counsel

**Australia Annexure A**  
**Mesoblast Limited**  
**As of 23 March 2015**

<u>CG Investment Management Company</u>	<u>Account Number</u>	<u>Number of Shares</u>	<u>% Held</u>
Capital Research and Management Company	11000014	21,027,565	6.48%
	11000035	4,460,622	1.37%
		25,488,187	
		<hr/>	
<b>GRAND TOTAL</b>		<b>25,488,187</b>	<b>7.86%</b>

Australia Annexure A  
Nominee List

**Mesoblast Limited**  
**As of 23 March 2015**

Nominee Name

Chase Manhattan Bank Australia Limited  
Level 36 World Trade Centre  
Jamison Street  
Sydney, NSW 2000 Australia

11000014	21,027,565
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Total Shares:	21,027,565
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Westpac Custodian Nominees  
50 Pitt Street, 8th Floor  
Sydney, NSW 2000  
Australia

11000035	4,460,622
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Total Shares:	4,460,622
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