

CELGENE AND MESOBLAST ENTER INTO EQUITY PLACEMENT AND RIGHT OF FIRST REFUSAL AGREEMENT TO CERTAIN DISEASE FIELDS

Melbourne, Australia; and New York, USA; 13 April 2015: Mesoblast Limited (ASX: MSB, USOTC: MBLTY) today announced that the Company has entered into an Agreement with US-based Celgene Corporation, a global biopharmaceutical company engaged in the development and commercialization of innovative therapies for the treatment of cancer and immune-inflammatory related diseases. Pursuant to this Agreement, Celgene will purchase Mesoblast stock and has a six-month right of first refusal to certain disease fields.

Under the terms of the Agreement, Celgene will purchase 15.3 million ordinary shares in Mesoblast Limited for a consideration of A\$58.5 million/US\$45 million at a price of A\$3.82 per share. In addition, Celgene has a six-month right of first refusal with respect to Mesoblast's proprietary mesenchymal lineage adult stem cell product candidates for the prevention and treatment of acute graft versus host disease (GVHD), certain oncologic diseases, inflammatory bowel diseases, and organ transplant rejection.

Mesoblast's Chief Executive, Silviu Itescu, said: "We are pleased that Celgene, as a global leader in development and commercialization of innovative therapies for oncologic and immune-mediated diseases, has chosen to make this investment in Mesoblast. We look forward to working closely together and building a strong and fruitful relationship."

Celgene's President & COO, Mark Alles, said: "Today's agreement provides an opportunity for Celgene to add to its leading cellular and regenerative medicine pipeline. We are committed to developing important new therapies for significant medical diseases that are currently not being adequately addressed."

Mesoblast Limited

Mesoblast Limited (ASX: MSB; USOTC: MBLTY) is a global leader in regenerative medicine. The Company has leveraged its proprietary technology platform, which is based on specialized cells known as mesenchymal lineage adult stem cells, to establish a broad portfolio of late stage product candidates. Mesoblast's allogeneic or 'off-the-shelf' cell product candidates target significantly advanced stages of diseases where there are highly unmet medical needs, including cardiovascular conditions, orthopedic disorders, immunologic/inflammatory disorders and oncology/hematology conditions. The lead therapeutic product candidates under investigation include MPC-150-IM for chronic congestive heart failure, in partnership with Teva Pharmaceutical Industries Ltd., MPC-06-ID for chronic discogenic low back pain, MSC-100-IV for acute GVHD, and MPC-300-IV for biologic refractory rheumatoid arthritis and diabetic nephropathy.

For further information, please contact:

Julie Meldrum
Global Head of Corporate Communications
Mesoblast Limited
T: +61 (0) 3 9639 6036
E: julie.meldrum@mesoblast.com