

29 November 2021

**Mesoblast Limited (MSB)
Results of Annual General Meeting Held 29 November 2021**

In accordance with ASX Listing Rule 3.13.2 and section 251AA of the Corporations Act 2001 (Cth), we advise details of the resolutions and the proxies received in respect of each resolution as per the attached report.

All resolutions were passed and decided by way of a poll.

Release authorized by the Chief Executive.

Yours faithfully



Niva Sivakumar
Company Secretary

ANNUAL GENERAL MEETING
 Monday, 29 November, 2021

As required by section 251AA(2) of the Corporations Act 2001 (Commonwealth) the following statistics are provided in respect of each resolution on the agenda.

Resolution Voted on at the meeting			Proxy Votes (as at proxy close)				Total votes cast in the poll (where applicable)			
No	Short Description	Strike Y/N/NA	For	Against	Discretionary (open votes)	Abstain	For	Against	Abstain **	Result
2	ADOPTION OF THE REMUNERATION REPORT	N	138,772,244 97.23%	3,024,992 2.12%	929,555 0.65%	1,039,889	140,571,367 97.75%	3,233,813 2.25%	1,063,889	Carried
3	ELECTION OF MR PHILIP J. FACCHINA AS A DIRECTOR	NA	208,954,608 98.63%	1,947,789 0.92%	956,987 0.45%	866,224	210,989,984 99.09%	1,947,789 0.91%	890,224	Carried
4A	RE-ELECTION OF MR MICHAEL SPOONER AS A DIRECTOR	NA	129,943,526 80.78%	29,964,151 18.63%	944,868 0.59%	51,873,062	131,694,503 81.32%	30,256,431 18.68%	51,877,062	Carried
4B	RE-ELECTION OF MR JOSEPH R. SWEDISH AS A DIRECTOR	NA	186,333,202 87.95%	24,577,446 11.60%	940,743 0.45%	874,217	188,083,487 88.32%	24,870,293 11.68%	874,217	Carried
4C	RE-ELECTION OF MS SHAWN CLINE TOMASELLO AS A DIRECTOR	NA	198,791,806 93.82%	12,006,064 5.67%	1,080,754 0.51%	846,984	200,682,102 94.23%	12,298,911 5.77%	846,984	Carried
5	APPROVAL OF PROPOSED ISSUE OF OPTIONS TO NEWLY-APPOINTED DIRECTOR, MR PHILIP J FACCHINA	NA	104,536,073 73.17%	37,416,804 26.19%	906,137 0.64%	907,666	106,262,748 73.82%	37,694,655 26.18%	911,666	Carried
6	APPROVAL OF PROPOSED ISSUE OF OPTIONS TO CHIEF EXECUTIVE, DR SILVIU I TESCU, IN CONNECTION WITH HIS REMUNERATION FOR THE 2021/2022 FINANCIAL YEAR	NA	119,319,136 83.68%	22,383,141 15.70%	885,303 0.62%	1,179,100	120,888,977 84.13%	22,800,992 15.87%	1,179,100	Carried
7	RENEWAL OF PROPORTIONAL TAKEOVER APPROVAL PROVISIONS IN THE COMPANY'S CONSTITUTION	NA	208,871,627 98.65%	1,942,148 0.92%	922,167 0.43%	989,665	210,787,183 99.05%	2,027,148 0.95%	1,013,665	Carried
8	RATIFICATION OF ISSUE OF SECURITIES TO EXISTING AND NEW INSTITUTIONAL INVESTORS	NA	192,643,698 91.07%	17,802,482 8.42%	1,083,996 0.51%	1,195,432	194,668,803 91.56%	17,939,762 8.44%	1,219,432	Carried

** - Note that votes relating to a person who abstains on an item are not counted in determining whether or not the required majority of votes were cast for or against that item