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22 November 2016

Mesoblast Limited (MSB)
Results of Annual General Meeting Held 22 November 2016

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

Yours faithfully



Charlie Harrison
Company Secretary



MESOBLAST LIMITED

RESULT OF GENERAL MEETING (ASX REPORT)

ANNUAL GENERAL MEETING
Tuesday, 22 November, 2016

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	Manner in which the securityholder directed the proxy vote (as at proxy close):				Manner in which votes were cast in person or by proxy on a poll (where applicable)		
	Votes <i>For</i>	Votes <i>Against</i>	Votes <i>Discretionary</i>	Votes <i>Abstain</i>	<i>For</i>	<i>Against</i>	<i>Abstain **</i>
2A RE-ELECTION OF MR WILLIAM BURNS AS A DIRECTOR	191,587,128	322,328	339,539	267,912	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands
2B RE-ELECTION OF DR ERIC ROSE AS A DIRECTOR	191,021,364	930,814	321,539	243,191	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands
3 ADOPTION OF THE REMUNERATION REPORT	121,780,879	832,801	311,229	477,539	122,615,413 99.32%	837,801 0.68%	487,939
4 APPROVAL OF EMPLOYEE SHARE OPTION PLAN FOR EMPLOYEES FOR THE PURPOSE OF LISTING RULE 7.2	120,270,768	2,537,242	316,381	278,007	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands

** - 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