

MESOBLAST UK LIMITED (the "Company")

Company No. 07596260

PRIVATE COMPANY LIMITED BY SHARES

NOTIFICATION OF WRITTEN RESOLUTIONS OF THE COMPANY PROPOSED BY THE DIRECTORS AND HAVING EFFECT AS SPECIAL RESOLUTIONS OF THE COMPANY PURSUANT TO THE PROVISIONS OF PART 13 OF THE COMPANIES ACT 2006

DATE PASSED. 23 June 2016

I, the undersigned, being a director of the Company, hereby certify that the following written resolutions were circulated to all eligible members of the Company and that the written resolutions were received, duly signed by the relevant majority of members and were duly passed on the date stated above

SPECIAL RESOLUTIONS:

RESOLUTION 1

THAT with immediate effect the Company's share capital be and is hereby increased by the creation of a new class of ordinary shares of US\$1 00 each ranking in all respects *pari passu* (except as regards nominal value) with the Company's existing ordinary shares of £1 00

RESOLUTION 2

THAT the directors for the time being be and are hereby unconditionally authorised, pursuant to section 551 of the Companies Act 2006 to issue and allot share capital of the Company up to a maximum nominal amount of US\$212,633,990 for cash consideration or otherwise subject to the Company's articles of association

RESOLUTION 3

THAT the articles of association be amended by the deletion of clause 9 1 and the substitution therefor of the following

'9 1 The issued share capital of the company at the date of last amendment of these articles is divided into ordinary shares of £1 each and ordinary shares of US\$1 each, ranking in all respects *pari passu* (except as regards nominal value)

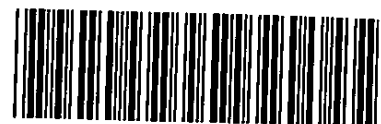
Signed



Date 23 June 2016

LEONARD FRANCIS WEST, Director

FRIDAY



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