

# Form 604

Corporations Act 2001

Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme Mesoblast Limited

ACN/ARSN ACN 109 431 870

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

Name Prudential Plc and its subsidiary companies (See Annexure A)

ACN/ARSN (if applicable) \_\_\_\_\_

There was a change in the interests of the  
Substantial holder on 04/09/2017

The previous notice was given to the 12/07/2017  
company on

The previous notice was dated 12/07/2017

### 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)
NPV Ordinary Shares	45,962,775	10.58%	57,763,383	12.53%
ADS' each Representing 5 ordinary shares	7,695,265	1.77%	7,688,970	1.66%

### 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
13/07/2017	M&G Investment Management Limited	Sale	A\$179,843	NPV Ordinary Shares -90,524	-90,524
18/07/2017	M&G Investment Management Limited	Sale	A\$9,621	ADS' each Representing 5 ordinary shares – 1,259	-6,295
18/07/2017	M&G Investment Management Limited	Sale	A\$181,967	NPV Ordinary Share -91,335	-91,335
19/07/2017	M&G Investment Management Limited	Purchase	A\$132,562	NPV Ordinary Shares 66,526	66,526
19/07/2017	M&G Investment Management Limited	Purchase	A\$231,265	NPV Ordinary Shares 116,211	116,211
20/07/2017	M&G Investment Management Limited	Purchase	A\$50,170	NPV Ordinary Shares 25,175	25,175
20/07/2017	M&G Investment Management Limited	Purchase	A\$117,930	NPV Ordinary Shares 59,274	59,274
21/07/2017	M&G Investment Management Limited	Purchase	A\$337,934	NPV Ordinary Shares 174,515	174,515
24/07/2017	M&G Investment Management Limited	Purchase	A\$267,131	NPV Ordinary Shares 141,471	141,471
25/07/2017	M&G Investment Management Limited	Purchase	A\$446,308	NPV Ordinary Shares 250,000	250,000
26/07/2017	M&G Investment Management Limited	Purchase	A\$290,843	NPV Ordinary Shares 166,003	166,003
27/07/2017	M&G Investment Management Limited	Purchase	A\$190,159	NPV Ordinary Shares 109,332	109,332
28/07/2017	M&G Investment Management Limited	Purchase	A\$97,906	NPV Ordinary Shares 55,855	55,855
31/07/2017	M&G Investment Management Limited	Purchase	A\$133,963	NPV Ordinary Shares 77,331	77,331
01/08/2017	M&G Investment Management Limited	Purchase	A\$79,833	NPV Ordinary Shares 46,474	46,474
02/08/2017	M&G Investment Management Limited	Purchase	A\$96,034	NPV Ordinary Shares 55,108	55,108
01/09/2017	M&G Investment Management Limited	Institutional Placing	A\$441,708	NPV Ordinary Shares 315,506	315,506
01/09/2017	M&G Investment Management Limited	Institutional Placing	A\$716,716	NPV Ordinary Shares 511,940	511,940
01/09/2017	M&G Investment Management Limited	Institutional Placing	A\$1,218,695	NPV Ordinary Shares 870,497	870,497
01/09/2017	M&G Investment Management Limited	Institutional Placing	A\$12,517,748	NPV Ordinary Shares 8,941,249	8,941,249

### 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
M&G Investment Management Limited	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	Power to control the voting and/ or disposal of securities pursuant to its position held as investment manager in accordance with investment mandates	Fully paid ordinary shares 49,022,424  ADS(rep 5 Ordinary Shs) 1,038,939	49,022,424  5,194,695
M&G Investment Funds (3)	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	M&G Investment Funds (3) is entitled to beneficial ownership of the shares but in accordance with investment mandates, does not have the power to control the voting and or disposal of securities	Fully paid ordinary shares 49,022,424  ADS(rep 5 Ordinary Shs) 1,038,939	49,022,424  5,194,695

M&G Investment Management Limited	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	Power to control the voting and/ or disposal of securities pursuant to its position held as investment manager in accordance with investment mandates	Fully paid ordinary shares 5,712,521 ADS(rep 5 Ordinary Shs) 48,855	5,712,521 244,275
M&G Investment Funds (1)	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	M&G Investment Funds (1) is entitled to beneficial ownership of the shares but in accordance with investment mandates, does not have the power to control the voting and or disposal of securities	Fully paid ordinary shares 5,712,521 ADS(rep 5 Ordinary Shs) 48,855	5,712,521 244,275
M&G Investment Management Limited	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	Power to control the voting and/ or disposal of securities pursuant to its position held as investment manager in accordance with investment mandates	Fully paid ordinary shares 3,028,438 ADS(rep 5 Ordinary Shs) 450,000	3,028,438 2,250,000
M&G Investment Funds (12)	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	M&G Investment Funds (12) is entitled to beneficial ownership of the shares but in accordance with investment mandates, does not have the power to control the voting and	Fully paid ordinary shares 3,028,438 ADS(rep 5 Ordinary Shs) 450,000	3,028,438 2,250,000

## 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
M&G Investment Management Limited	5 Laurence Pountney Hill, London, EC4R 0HH, England
M&G Investment Funds (1)	5 Laurence Pountney Hill, London, EC4R 0HH, England
M&G Investment Funds (3)	5 Laurence Pountney Hill, London, EC4R 0HH, England
M&G Investment Funds (12)	5 Laurence Pountney Hill, London EC4R 0HH, England
HSBC Custody Nominees (Australia) Limited	HSBC Centre, Level 32, 580 George Street, Sydney NSW 2000, Australia

## Signature

print name **Owen Smith** capacity **Shareholder Disclosures Analyst**

sign here **Owen Smith** date **05/09/2017**

This is annexure A of 1 page referred to in form 604 'Notice of change of interests of substantial holder'

#### Details of substantial holder

Prudential plc is a British multinational life insurance and financial services company, incorporated and registered in England and Wales and headquartered in London.

Prudential offers long-term savings and protection products, retirement income solutions and asset management across Asia, the US, the UK and Africa.

M&G Investment Management Limited and the Eastspring Investment companies are all wholly owned subsidiaries of companies within the Prudential plc group.

More details can be found at our website [www.prudential.co.uk](http://www.prudential.co.uk)

M&G Group Limited	Wholly owned subsidiary of Prudential Plc
M&G Limited	Wholly owned subsidiary of M&G Group Limited
M&G Investment Management Limited	Wholly owned subsidiary of M&G Limited
M&G Securities Limited	Wholly owned subsidiary of M&G Limited
M&G Alternatives Investment Management Limited	Wholly owned subsidiary of M&G Limited
Prudential Corporation Asia Limited	Wholly owned subsidiary of Prudential Plc
Prudential Holdings Limited	Wholly owned subsidiary of Prudential Corporation Asia Limited
Prudential Corporation Holdings Limited	Wholly owned subsidiary of Prudential Holdings Limited
Eastspring Investments (Luxembourg) S.A.	Wholly owned subsidiary of Prudential Holdings Limited
Eastspring Investments Limited	Wholly owned subsidiary of Prudential Corporation Holdings Limited
Prudential Singapore Holdings Pte. Limited	Wholly owned subsidiary of Prudential Corporation Holdings Limited
Eastspring Investments (Singapore) Limited	Wholly owned subsidiary of Prudential Singapore Holdings Pte. Limited
Eastspring Investments Berhad	Wholly owned subsidiary of Prudential Corporation Holdings Limited
Prudential Vietnam Assurance Private Limited	Wholly owned subsidiary of Prudential Corporation Holdings Limited
Eastspring Investments Fund Management Limited Liability Company	Wholly owned subsidiary of Prudential Vietnam Assurance Private Limited
Eastspring Securities Investment Trust Co. Ltd	99.54% owned subsidiary of Prudential Corporation Holdings Limited
Eastspring Asset Management Korea Co. Ltd	Wholly owned subsidiary of Prudential Corporation Holdings Limited
Eastspring Al-Wara' Investments Berhad	Wholly owned subsidiary of Prudential Corporation Holdings Limited
Eastspring Investments (Hong Kong) Limited	Wholly owned subsidiary of Prudential Corporation Holdings Limited
PT. Eastspring Investments Indonesia	99% owned subsidiary of Eastspring Investments (Hong Kong) Limited
The Prudential Assurance Company Limited	Wholly owned subsidiary of Prudential Plc
Prudential Pensions Limited	Wholly owned subsidiary of The Prudential Assurance Company Limited
Prudential (US Holdco 1) Limited	Wholly owned subsidiary of Prudential Plc
Brooke (Holdco 1) Inc	Wholly owned subsidiary of Prudential (US Holdco 1) Limited
Brooke Holdings LLC	Wholly owned subsidiary of Brooke (Holdco 1) Inc
Brooke Life Insurance Company	Wholly owned subsidiary of Brooke Holdings LLC
Jackson National Life Insurance Company	Wholly owned subsidiary of Brooke Life Insurance Company
Jackson National Asset Management LLC	Wholly owned subsidiary of Jackson National Life Insurance Company

The following are all M&G OEICs - open-ended investment companies with variable capital, incorporated in England & Wales and regulated by the Financial Conduct Authority. These are not Prudential plc group companies but the Authorised Corporate Director (M&G Securities Limited) and appointed fund manager (M&G Investment Management Limited) for each M&G OEIC are wholly owned subsidiaries of Prudential plc.

M&G Investment Funds (1)	External Open Ended Investment Company
M&G Investment Funds (2)	External Open Ended Investment Company
M&G Investment Funds (3)	External Open Ended Investment Company
M&G Investment Funds (4)	External Open Ended Investment Company
M&G Investment Funds (5)	External Open Ended Investment Company
M&G Investment Funds (7)	External Open Ended Investment Company
M&G Investment Funds (9)	External Open Ended Investment Company
M&G Investment Funds (11)	External Open Ended Investment Company
M&G Investment Funds (12)	External Open Ended Investment Company
M&G Investment Funds (14)	External Open Ended Investment Company
M&G Global Dividend Fund	External Open Ended Investment Company

Eastspring Investments (the "SICAVs") – are open-ended investment companies with variable capital registered in Luxembourg. The SICAVs are not Prudential plc group companies but the Management Company and appointed fund manager for each SICAV are wholly owned subsidiaries of Prudential plc.

Eastspring Investments - SICAV Fund	External Open Ended Investment Company
Eastspring Investments - SICAV FIS Fund	External Open Ended Investment Company

## DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (e.g. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B (7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) Any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B (4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) Any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (e.g. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.