



*Important Notice*  
The Depository Trust Company

<b>B #:</b>	2210-15
<b>Date:</b>	December 16, 2015
<b>To:</b>	All Participants
<b>Category:</b>	Depository Services Fee
<b>From:</b>	International Services
<b>Attention:</b>	Operations, Reorg & Dividend Managers, Partners & Cashiers
<b>Subject:</b>	Depository Fees Notification <b>Mesoblast Ltd.</b> CUSIP: 590717104 JPMorgan Chase Bank, N.A.

The Depository Trust Company has received from JPMorgan Chase Bank, N.A, the attached information regarding depository fees. Charges will be processed through the billing statement on the seventh business day of the following month.

**Important Legal Information:** *The Depository Trust Company ("DTC") does not represent or warrant the accuracy, adequacy, timeliness, completeness or fitness for any particular purpose of the information contained in this communication, which is based in part on information obtained from third parties and not independently verified by DTC and which is provided as is. The information contained in this communication is not intended to be a substitute for obtaining tax advice from an appropriate professional advisor. In providing this communication, DTC shall not be liable for (1) any loss resulting directly or indirectly from mistakes, errors, omissions, interruptions, delays or defects in such communication, unless caused directly by gross negligence or willful misconduct on the part of DTC, and (2) any special, consequential, exemplary, incidental or punitive damages. To ensure compliance with Internal Revenue Service Circular 230, you are hereby notified that: (a) any discussion of federal tax issues contained or referred to herein is not intended or written to be used, and cannot be used, for the purpose of avoiding penalties that may be imposed under the Internal Revenue Code; and (b) as a matter of policy, DTC does not provide tax, legal or accounting advice and accordingly, you should consult your own tax, legal and accounting advisor before engaging in any transaction.*

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Non-Confidential

**November 18, 2015**

J.P. Morgan Chase Bank, N.A.  
500 Stanton Christiana Road  
Newark DE 19713-2107

Hotline: 302 552-0230  
Fax: 302 220-4591

## **DEPOSITARY FEES NOTIFICATION**

**J.P. Morgan** (the “Depositary”) hereby represents and warrants to The Depository Trust Company (“DTC”) that it may collect and receive, pursuant to the terms and conditions of the Amended and Restated Deposit Agreement(s) (the “Agreement(s)”), dated as of October 19, 2015, by **Mesoblast Limited** and the Depositary, an annual service fee per DR share in accordance with the table below (the “Representation”):

<b>Depositary</b>	<b>DTC #</b>	<b>Security Name</b>	<b>CUSIP</b>	<b>Security Type</b>	<b>Fee</b>	<b>Record Date</b>
J.P. Morgan	923	<b>Mesoblast Ltd.</b>	<b>590717104</b>	DR	\$0.04	December 22, 2015

The Depositary hereby instructs DTC to collect and pass-through such fee(s) to the Depositary (the “Instruction”).

Depositary hereby agrees to indemnify and defend DTC and its respective officers, directors, employees, agents and attorneys (the “Indemnities”) from and against, and hold the Indemnities harmless from, any and all liabilities, damages, judgments, payments, litigations, costs and expenses (including without limitation any costs of investigation and legal fees and expenses incurred), regardless of whether or not any liability, payment, obligation or judgment is ultimately imposed against the Indemnities (together “Losses”) and/or any claim, counterclaim, demand, action, suit, counterclaim, arbitration, inquiry, proceeding or investigation before any federal, state or foreign court or other tribunal, or any investigative or regulatory agency or SRO (together “Legal Actions”) suffered or incurred by the Indemnities resulting from, relating to, arising out of, or in connection with the Representation and/or the Instruction.

J.P. Morgan collects fees ("Fees") from holders of depositary receipts. These Fees are described in the deposit agreement and may include, without limitation, Fees for (i) the issuance and cancellation of depositary receipts, (ii) services performed in administering the depositary receipts and (iii) distributions of cash. In most cases, J.P. Morgan reimburses the issuer for certain expenses related to the depositary receipts program and incurred by the issuer in connection with such program or shares revenue with the issuer received by J.P. Morgan from such Fees or revenues generated in connection with the Program.