

**JOHNSON WINTER & SLATTERY**  
L A W Y E R S

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Our Ref: A5393  
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15 February 2011

Company Announcements Platform  
ASX Limited  
Level 4, 20 Bridge Street  
SYDNEY NSW 2000  
By facsimile: 1300 135 638

Mesoblast Limited  
Level 39  
55 Collins Street  
MELBOURNE VIC 3000  
By facsimile: (03) 9639 6036

5 pages

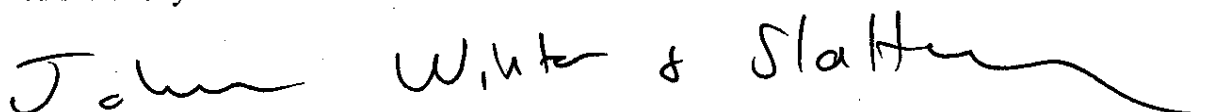
Dear Sir/Madam

**Cephalon International Holdings, Inc. – Notice of change of interests of substantial holder in relation to shares in Mesoblast Limited**

We act for Cephalon, Inc., and its wholly owned subsidiary Cephalon International Holdings, Inc.

In accordance with section 671B(1)(b) of the Corporations Act 2001 (Cth), we attach a Form 604 (Notice of change of interests of substantial holder) by Cephalon International Holdings, Inc., Cephalon, Inc. and its related bodies corporate in relation to shares in Mesoblast Limited.

Yours faithfully



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## Form 604

Corporations Act 2001  
Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme Mesoblast LimitedACN/ARSN 109 431 870**1. Details of substantial holder (1)**Name Cephalon International Holdings, Inc., Cephalon, Inc. and each of the related bodies corporate of Cephalon, Inc. listed in Annexure A (Cephalon related bodies corporate)ACN/ARSN (if applicable) Not applicable

There was a change in the interests of the substantial holder on 11 February 2011  
 The previous notice was given to the company on 23 December 2010  
 The previous notice was dated 23 December 2010

**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)
Ordinary shares	31,083,750	12.2%	55,785,806	19.99%

**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
11 February 2011	Cephalon International Holdings, Inc.	Relevant interest under section 608(1) of the Corporations Act as registered holder pursuant to the issue of such shares by Mesoblast Limited to Cephalon International Holdings, Inc. in accordance with the strategic alliance described in the ASX announcement issued by Mesoblast Limited on 8 December 2010, as approved by Mesoblast Limited shareholders on 9 February 2011.	\$4.35 per ordinary share	24,702,056 ordinary shares	24,702,056
11 February 2011	Cephalon, Inc.	Relevant interest under section 608(3)(b) of the Corporations Act	Not applicable	24,702,056 ordinary shares	24,702,056
11 February 2011	Cephalon related bodies corporate	Relevant interest under section 608(3)(a) of the Corporations Act	Not applicable	24,702,056 ordinary shares	24,702,056

**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
Cephalon International Holdings, Inc.	Cephalon International Holdings, Inc.	Not applicable	Relevant interest under section 608(1)(a) of the Corporations Act.	55,785,806 ordinary shares	55,785,806
Cephalon, Inc.	Cephalon International Holdings, Inc.	Not applicable	Relevant interest under section 608(3)(b) of the Corporations Act.	55,785,806 ordinary shares	55,785,806
Cephalon related bodies corporate	Cephalon International Holdings, Inc.	Not applicable	Relevant interest under section 608(3)(a) of the Corporations Act.	55,785,806 ordinary shares	55,785,806

**5. Changes in association**

The persons who have become associates of, ceased to be associates (2) of, or have changed the nature of their association with (9), the substantial holder in relation to voting interests in the company or scheme are as follows:

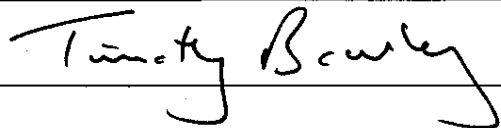
Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	Not applicable

**6. Addresses**

The addresses of persons named in this form are as follows:

Name	Address
Cephalon International Holdings, Inc., Cephalon, Inc. and the Cephalon related bodies corporate	41 Moores Road Frazer PA 19355 United States of America

**Signature**

print name J. Kevin Buchi by his attorney Timothy Bowley capacity Under power of attorney  
 sign here  date 15 February 2011

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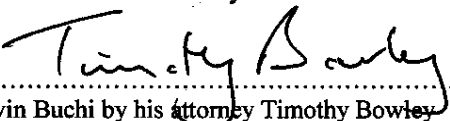
**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. 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 by which the relevant interest was acquired. 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.

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This is Annexure A of 1 page referred to in the Form 604 (Notice of change of interests of substantial holder) signed by me and dated 15 February 2011.

  
.....  
J. Kevin Buchi by his attorney Timothy Bowley

**ANNEXURE A**

Anesta LLC  
Anesta AG  
Arana Therapeutics, Inc.  
BioAssets Development Corporation  
Biotan AG  
Cephalon Australia Pty. Ltd. ACN 002 951 877  
Cephalon Australia (Vic) Pty. Ltd. ACN 097 483 068  
Cephalon (Bermuda) Limited  
Cephalon Borinquen, Inc.  
Cephalon B.V.  
Cephalon Clinical Partners L.P.  
Cephalon Development Corporation  
Cephalon France SAS  
Cephalon Europe SAS  
Cephalon GmbH  
Cephalon Holdings Limited  
Cephalon Investments, Inc.  
Cephalon Italia S.r.L  
Cephalon Limited  
Cephalon Luxembourg S.a.r.l  
Cephalon Management Company LLC  
Cephalon Management Company LUX SCS  
Cephalon Pharma ApS  
Cephalon Pharma (Ireland) Limited  
Cephalon Pharma SL  
Cephalon Sp.z.o.o.  
Cephalon Technologies Partners, Inc.  
Cephalon Technology, Inc.  
Cephalon Titrisation  
Cephalon (UK) Limited  
Cephalon Ventures Puerto Rico, Inc.  
CIMA LABS INC.  
East End Insurance Ltd.  
Galenis-Promoção e Comercialização de Products Farmacêuticos LDA  
Mepha GmbH  
MEPHA-Investigação, Desenvolvimento e Fabricação Farmacêutica LDA  
Mepha (Latino-Americana) S.A.  
Mepha Pharma AG  
Mepha Pharma GMBH  
Mepha Pharma India Private Limited  
PolarX Biopharmaceuticals, Inc.  
Promics Pty. Ltd. ACN 089 138 063  
SIA Mepha Baltics  
Societe Civile Immobiliere Martigny  
Zeneus Pharma S.a.r.l.

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