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Global Anti-Bribery and Anti-Corruption	Review Date:	20 July 2023

Policy: Global Anti-Bribery and Anti-Corruption

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1. Purpose

Mesoblast Limited, including its subsidiaries, (“Mesoblast” or the “Company”) is dedicated to fostering and maintaining the highest ethical standards, and bases our relationships with our customers and partners on sound business decisions and fair dealing. The Company therefore prohibits making unlawful payments or providing Anything of Value to obtain, retain or gain business.

Bribery and corruption are prohibited under the laws of the many of countries in which Mesoblast does business, including the United States Foreign Corrupt Practices Act of 1977 (the “FCPA”), the United Kingdom Bribery Act of 2010 (the “Bribery Act”), U.S. Travel Act, Section 70.2 of Australia’s Criminal Code Act of 1995, and the OECD Anti-Bribery Convention (collectively referred to as the “Anti-Corruption Laws”). It is the policy of the Company to fully comply with both the letter and spirit of those laws and all other laws against government corruption and commercial bribery.

The Company expects and requires all Mesoblast Personnel and Third Party Representatives to understand this Policy and to seek guidance regarding any conduct that may implicate or violate the laws or Company Policy. Please consult with the Compliance or Legal Department (legal@mesoblast.com) if you have any questions. This Policy will be implemented and overseen by Mesoblast Compliance and will be periodically reviewed to ensure that it is operating effectively and updated as needed.

2. Scope

This Policy applies to all Mesoblast’s directors, officers, employees and consultants (referred to collectively as “Mesoblast Personnel”), as well as its distributors, agents, contractors, business partners, and any other third party representatives acting on the Company’s behalf (“Third Party Representatives”).

3. Definitions

Term	Definition
Anything of Value	can include cash, services, gifts, meals, entertainment, travel, payment of expenses, forgiveness of indebtedness, free product, political contributions, charitable donations, or any other transfer of tangible or intangible goods, services or property.
Bribe	any offer, promise, authorization, or payment of Anything of Value to an individual to improperly influence the recipient in any way, such as to obtain or retain business, direct business to another person, secure any advantage, or to violate an expectation that the individual will act in good faith, impartially, or in accordance with a position of trust. Bribes can occur in the public and private sectors.
Facilitating Payment	payments (may be monetary or Anything of Value), made directly or indirectly to a Government Official in order to expedite or secure performance of government actions (e.g., providing governmental documents, processing a visa).
Government Official	any officer, employee or other individual acting in an official capacity for a government or agency or instrumentality thereof. Government Officials include officers or employees of any state-owned or controlled enterprise, including hospitals, clinics and sick funds. Healthcare Professionals who are employed by a government or government-owned institution are considered to be Government Officials under this Policy. Government Officials may also include employees of public international organizations (e.g., the Red Cross, World Bank), foreign or domestic political parties, candidates for political office, and members of royal families.

Term	Definition
Healthcare Professional	any individual licensed or authorized to prescribe, purchase, dispense, recommend, influence, or arrange for the purchase, sale, or formulary placement of prescription drug products. This includes, but is not limited to, physicians, nurses, nurse practitioners, physician assistants, medical assistants, pharmacists, and health plan administrators.

4. Key Principles

Number	Principle
1	The use of Company funds or assets for any unlawful or improper purpose is strictly prohibited.
2	No payment or Anything of Value shall be offered, promised, authorized, or given to any Government Official or other individual for the purpose of obtaining or retaining business, obtaining favourable action by a government agency/department/entity, securing any advantage, directing business to any person, or inducing that individual to violate an expectation that the individual will act in good faith, impartially, or in accordance with a position of trust.
3	All gifts, entertainment, meals, Company-sponsored travel, or Anything of Value provided to a Government Official must be pre-approved in writing by the Legal Department.
4	All gifts, entertainment, meals, Company-sponsored travel, or Anything of Value provided to a private person must be modest and reasonable in value, in good taste, and relate to a legitimate business purpose.
5	The retention of Third Party Representatives, such as consultants, agents, contractors, resellers, joint venture partners or any other intermediary, who may be reasonably expected to represent or act on behalf of the Company in non-U.S. jurisdictions, must occur after risk-based due diligence has been conducted and any "red flags" have been addressed by the Legal Department.
6	Material contracts, and contracts with outward-facing responsibilities with Third Party Representatives must contain appropriate Anti-Corruption Laws representations and warranties.
7	No political or charitable contribution shall be made with corporate funds or assets regardless of whether the contributions are legal under the laws of the country in which they are made, unless pre-approved, in writing, by the Legal Department.
8	All records must truly reflect the transactions they record. All assets and liabilities shall be recorded in the regular books of account. No undisclosed or unrecorded fund or asset shall be established for any purpose. No false or artificial entries shall be made in the books and records for any reason. No payment shall be approved or made with the intention or understanding that any part of such payment is to be used for any purpose other than that described by the document supporting the payment. The Company must maintain adequate internal controls to ensure that its books and records are accurate.
9	Any Mesoblast Personnel who learns of or suspects a violation of this Policy should promptly report the matter according to the guidelines under "Reporting Violations or Potential Violations of this Policy" below. All managers shall be responsible for the enforcement of and compliance with this Policy.
10	A violation of this Global Anti-Bribery and Anti-Corruption Policy will lead to disciplinary action, up to and including termination of employment.

5. Anti-Bribery and Anti-Corruption Laws

The FCPA, the Bribery Act, U.S. Travel Act, Australia's Criminal Code, and the laws and regulations of many other countries prohibit bribery of Government Officials and private individuals. In addition, the U.S. Travel Act and Bribery Act and other laws also prohibit offering, giving, or promising a bribe to any individual, whether or not a Government Official or other public official, for an improper purpose or to influence the performance of a relevant function or activity, including any activity connected with a business, trade or

profession, or any activity associated with their employment. Such “commercial bribery” has increasingly been a focus of enforcement in many countries, including the U.S. and U.K. Actions that may violate the FCPA, U.S. Travel Act, or Bribery Act may also violate other laws in the countries where the Company does business, including state, local, and municipal laws, as well as mail and wire fraud laws.

Bribery of anybody, whether or not a Government Official, is illegal and strictly prohibited by the Company’s policies and the Anti-Corruption Laws.

6. Anti-Bribery and Anti-Corruption Laws

Mesoblast Personnel are permitted to provide certain types of entertainment, meals, gifts, and travel to Government Officials provided that such entertainment and travel expenses are:

- a) bona fide and related to a legitimate business purpose (i.e., not provided to obtain or retain business or to gain an improper advantage);
- b) reasonable in amount;
- c) legal under the written laws of the Government Official’s home country;
- d) not in the form of cash; and
- e) properly accounted for and booked in the Company’s books and records.

A legitimate business purpose is to educate, promote, or explain the Company’s products or services or to provide training or educational information to customers. As is noted below, however, Mesoblast Personnel must seek pre-approval from the Legal Department prior to providing Anything of Value to a Government Official.

Mesoblast Personnel may provide modest, reasonable meals, gifts, travel, and entertainment to private persons provided the value is reasonable (not lavish or excessive), is in good taste, related to a legitimate business purpose, and properly booked in the Company’s books and records. Mesoblast Personnel also may accept reasonable meals, travel, entertainment, or gifts from customers provided they are reasonable in value and would not raise an appearance of impropriety. For additional information, please see the section entitled “Employment Practices” in the Company’s Code of Conduct.

7. Permissible Payment for Services

Mesoblast may engage and pay Healthcare Professionals, including those who are also Government Officials, for bona fide services. All such payments must be permitted by local law and in compliance with Mesoblast Policy.

Requirements for payments to Healthcare Professionals for bona fide services include:

- A **written contract** signed by all parties prior to services being rendered. If required, the Healthcare Professional’s or Government Official’s employer must approve the arrangement, and the employer must also sign the agreement before services are rendered. The written service agreement must include anti-bribery/anti-corruption provisions as determined by the Legal Department. The agreement must be prepared or reviewed by the Legal Department and any changes made to the agreement must be approved by the Legal Department before the agreement is signed by both parties.

- The **compensation** must be specified in advance, be fair market value, and commensurate with the work performed. Compensation will not, in any circumstance, be dependent upon prescribing or purchasing behaviour.
- **Payments** are subject to review and approval under the procedures established by Mesoblast Finance.
- **Documentation** of the services rendered, and payments made must be maintained and accurately reflected on the books and records of the Company.

8. Facilitating Payments

Some anticorruption and anti-bribery laws permit small payments to be made to low-level government officials. However, because other anticorruption and anti-bribery laws, such as the Bribery Act and OECD Anti-Bribery Convention outlaw these payments, **it is against Company policy to make facilitating payments** (unless the health or safety of Mesoblast Personnel is at risk). If you have any question whether a payment qualifies as a facilitating payment or whether an exception may be granted from this Policy to make a facilitating payment, contact the Legal Department.

9. Political Contributions

Mesoblast reserves the right to communicate its position on important issues to elected representatives and other Government Officials. It is, however, always the Company's policy to comply fully with all local state, federal, foreign, and other applicable laws, rules, or regulations regarding political contributions. No Company funds, facilities, or services of any kind may be paid or furnished to any Government Official, including any candidate or prospective candidate for public office, to any political party, or to any political initiative, referendum, or other form of political campaign, unless explicitly permitted by applicable laws. Any such contribution must be pre-approved in writing by the Legal Department.

10. Charitable Contributions and Other Funding

Mesoblast is committed to improving and promoting the interests of the communities in which it conducts business operations. Those working on the Company's behalf may provide charitable donations only to not-for-profit *bona fide* charitable organizations. Prior approval of the Legal Department must be obtained before any charitable donation is made. Similarly, the Company may provide appropriate funding in the form of sponsorships, exhibits, and grants. All such funding must follow Mesoblast's review process. Funding must never be offered or provided in a way that would, or give the impression to, improperly influence the recipient to purchase, recommend or promote a company product.

11. Third Party Representatives

The Company violates Anti-Corruption Laws if it authorizes a Third Party Representative, such as a distributor, consultant, agent, contractor, reseller, joint venture partner or any other intermediary, to engage in bribery on its behalf. In addition, the Company can be held liable if it disregards or ignores signs (also known as "red flags", discussed below) that should have alerted the Company that a Third Party Representative intended to make an illegal bribe on its behalf. As such, before entering into a contract with a Third Party

Representative, the Company must perform appropriate risk-based due diligence and obtain assurances of compliance with applicable Anti-Corruption Laws.

Risk-based due diligence is investigation or vetting of a Third Party Representative based on the particular risks presented by such third party. Before entering into, or renewing an agreement with, or compensating a Third Party Representative, Mesoblast Personnel should perform an analysis of that party's reputation for, and history of, legal compliance, particularly with respect to the Anti-Corruption Laws. The Third Party Representative's qualifications should be determined and documented, and Mesoblast Personnel should consult the Compliance or Legal Department for guidance on, or if they have any questions about, such a process.

Mesoblast Personnel should be particularly alert to any "red flags" that may be encountered during due diligence or in transactions with Third Party Representatives. "Red flags," as discussed in more detail below, can arise with any third party involved with the Company's foreign business operations, but arise more frequently in dealings with joint venture partners and foreign agents (such as promoters, sales agents, distributors, resellers, or consultants).

The basic rule is simple: a red flag cannot be ignored; it must be addressed.

"Red flags" can arise at any stage of a transaction – during due diligence, during contract negotiations, in the course of operations, or at renewal or termination. "Red flags" that do not present serious issues at one stage of a transaction or relationship may pose significant liability risks when they appear at a different stage or in combination with a different overall set of facts. Thus, the significance of "red flags" must be considered in context rather than in isolation. All "red flags" must immediately be investigated and appropriately addressed. If you become aware of facts that may be "red flags" but are not sure how to respond to them, you should immediately contact the Compliance or Legal Department.

The following are some "red flags" that may arise with Third Party Representatives:

- a reference check reveals the third party's flawed background or reputation;
- the transaction involves a country known for corrupt payments;
- the Third Party Representative is suggested by a Government Official, particularly one with discretionary authority over the business at issue;
- objections to Anti-Corruption Law representations in Company agreements;
- the Third Party Representative has a close personal or family relationship, or a business relationship, with a Government Official or relative of an official;
- the Third Party Representative requests unusual contract terms or payment arrangements that raise local law issues, such as payment in cash, payment in another country's currency, or payment in a third country;
- the Third Party Representative requires that his or her identity or, if the third party is a company, the identity of the company's owners, principals or employees, not be disclosed;
- demands for commissions, bonuses or upfront payments exceed the "going rate" or must be paid in cash;
- the Third Party Representative indicates that a particular amount of money is needed in order to "get the business" or "make the necessary arrangements"; or
- the Third Party Representative requests that the Company prepare or accept false invoices or any other type of false documentation.

After due diligence is completed and any risks are mitigated, the Third Party Representative's relationship with the Company must be memorialized by a written contract and, in the case of material contracts and contracts with outward-facing responsibilities, such contract must contain appropriate compliance with Anti-Corruption Laws language. The Company should, where appropriate, obtain periodic Anti-Corruption certifications from Third Party Representatives.

12. Books and Records and Internal Control Violations

As a provider of American Depository Receipts ("ADRs"), the Company is subject to the FCPA's books and records and internal controls provisions.

As such, the FCPA requires that the Company make and keep books and records which:

- 1) have reasonable detail;
- 2) accurately and fairly reflect transactions and the disposition of assets; and
- 3) are not false.

In addition, the FCPA requires that the Company keep a system of internal controls that provide reasonable assurances that transactions:

- 1) occur only as permitted by the Company's policies; and
- 2) are accurately recorded in the Company's books and records.

As such, all Mesoblast Personnel (not just those working in Finance) must never create, submit, authorize, or otherwise permit false or fictitious documents to be incorporated into the Company's books and records. No side, off-the-books, or "slush funds" may be maintained by the Company or Mesoblast Personnel.

13. Penalties

Violations of the Anti-Corruption Laws can result in severe criminal and civil penalties for both the Company and the individuals involved, including imprisonment, forfeiture of profits, and significant fines. In addition, bribery is always a violation of Mesoblast policy and will result in disciplinary action, up to and including termination of employment.

14. Reporting Concerns or Potential Violations of this Policy

If you have questions about this Policy or how to operate in compliance with it, you should reach out to your manager, or the Compliance or Legal Department for guidance. If you suspect or become aware of any action related to bribery, recordkeeping or internal controls that you believe may be illegal, unethical or inappropriate, or otherwise in violation of this Policy, you should immediately report the situation in accordance with the Company's Policy Regarding Reporting of Complaints and Concerns.

Anonymous reports should be factual instead of speculative or conclusory and should contain as much specific information as possible to allow the persons investigating the report to adequately assess the nature, extent and urgency of the investigation.

The Company will not permit retaliation of any kind against anyone who makes a report or complaint in good faith with a reasonable basis for believing that a violation of this Policy or other illegal, unethical or inappropriate conduct has occurred. The Company

encourages and highly values such good faith reporting of potential conduct that may violate Anti-Corruption Laws or related laws or regulations.

15. Training

Mesoblast requires all Company Personnel to annually read and certify that they have read and will comply with this Global Anti-Bribery and Anti-Corruption Policy. Relevant Mesoblast Personnel will receive anti-corruption training on a regular basis, but in no event less than once every two (2) years.

16. Revision History

Revision	DCC Number	Description of Change
1.0	DCC 2020-082	Update Policy and format to new template and Numbering system

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