



International Stem Cell Corporation Compensation and Governance Committee Charter

Effective Date: December 20, 2021

I. PURPOSE

The Compensation and Governance Committee (the “Committee”) is a standing committee of the Board of Directors (the “Board”) of International Stem Cell Corporation, a Delaware corporation (the “Company”). The purpose of the Committee is to assist the Board in fulfilling its responsibilities for executive and director compensation and corporate governance matters. In particular, the Committee shall have the responsibility to:

- recommend the compensation of the Company’s Directors
- approve compensation of the Company’s executive officers, and such other employees as the Committee may decide
- identify individuals qualified to become members of the Board
- recommend director nominees for each annual meeting of stockholders, and nominees for election to fill any vacancies on the Board
- advise the Board with respect to the structure and composition of committees of the Board, and to address related governance matters.

II. ORGANIZATION

1. Members. The Committee shall be comprised of at least two (2) members. The members of the Committee shall be appointed by the Board and shall meet the independence requirements of applicable law and applicable policies of the Board. In addition, no director may serve on the Committee unless he or she is both (1) a “non-employee director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and (2) an “outside director” for purposes of Section 162(m) of the Internal Revenue Code. A Board member shall not serve on the Committee if any executive officer of the Company serves on the board of directors of an entity that employs such Board member as an executive officer. Committee members may be removed by the Board. The Board shall also designate a Committee Chairperson.

2. Meetings. The majority of the members of the Committee constitutes a quorum. The Committee shall hold such regular or special meetings as its members shall deem necessary or appropriate. Minutes of each meeting of the Committee shall be prepared for each meeting. The Committee shall report to the Board from time to time and whenever requested to do so by the Board. All determinations of the Committee shall be by a majority of the disinterested members present at a meeting duly called or held, provided that any decision or determination of the Committee reduced to writing and consented to (including, but not limited to, by means of electronic transmission) by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held. Any actions taken by the Committee during

any period in which one or more of the members fail for any reason to meet the membership requirements set forth above shall still constitute duly authorized actions of the Committee for all corporate purposes.

3. Agenda and Reports. The Chairperson of the Committee shall be responsible for establishing the agendas for the meetings of the Committee. An agenda, together with materials relating to the subject matter of each meeting, may be sent to members of the Committee prior to each meeting. Minutes for all meetings of the Committee shall be prepared. ~~The Committee shall make such reports to the Board as may be appropriate or requested by the Board.~~

III. RESPONSIBILITIES

The Committee shall have the following responsibilities, subject to modification and grant of additional authority as the Board may approve from time to time:

1. Compensation Related Matters

1.1 Compensation Philosophy and Program. In consultation with senior management, the Committee shall establish the Company's general compensation philosophy, and oversee the development and implementation of executive compensation programs and policies.

1.2 Chief Executive Officer Compensation. The Committee shall annually review and approve compensation (including base salary, incentive compensation and equity-based awards) of the Chief Executive Officer. In determining incentive compensation, the Committee shall consider, among other factors it deems appropriate from time to time, the Company's performance and relative stockholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to management in prior years.

1.3 Officer Compensation. The Committee shall also review and approve the compensation (including base salary, incentive compensation and equity-based awards) of officers of the Company.

1.4 Benefit Plans. The Committee shall review the terms of the Company's incentive compensation plans, equity-based plans, any retirement plans, any deferred compensation plans and any welfare benefit plans. Unless their administration is otherwise delegated, the Committee shall administer such plans, including determining any incentive or equity-based awards to be granted to members of senior management under any such plan.

1.5 Compensation Discussion and Analysis; Compensation Disclosures. To the extent required by applicable law or regulation, the Committee shall review and discuss the Compensation Discussion and Analysis section proposed for inclusion in the Company's Annual Report on Form 10-K and annual proxy statement with management and recommend to the Board whether such section should be so included. In that connection, the Committee shall also review the related tabular and other disclosures about director and executive compensation proposed by management for inclusion in such Annual Report and proxy statement.

1.6 Annual Compensation Committee Report. To the extent required by applicable law or regulation, the Committee shall produce an annual report for inclusion in the Company's annual proxy statement.

2. Director Related Matters

2.1 Director Selection Criteria. The Committee shall establish criteria for selecting new directors, which shall reflect, among other factors, a candidate's integrity and business ethics, strength of character, judgment, experience and independence, as well as factors relating to the needs of the Company, and the current composition of the Board, including its size and structure, the relative strengths and experience of current Board members and principles of diversity.

2.2 Director Recruitment. The Committee shall consider and recruit candidates to fill new positions on the Board and shall review any candidate recommended by the stockholders of the Company in accordance with the Company's By-Laws. As part of this responsibility, the Committee shall conduct appropriate inquiries to establish such candidate's compliance with the independence and other qualification requirements established by the Committee.

2.3 Consideration of Directors for Re-Election. In connection with its annual recommendation of a slate of nominees, the Committee shall assess the contributions of those Directors slated for re-election, and shall at that time review its criteria for Board candidates in the context of the Board evaluation process and other perceived needs of the Board.

2.4 Recommendation of Nominees to Board. The Committee shall recommend the director nominees for approval by the Board and the stockholders.

3. Governance Related Matters

3.1 Governance Principles. The Committee may recommend to the Board corporate governance principles addressing, among other matters, the size, composition and responsibilities of the Board and its committees, which (if adopted) shall be reviewed not less frequently than annually by the Committee. The Committee may make recommendations to the Board with respect to changes to any corporate governance principles.

3.2 Advice as to Committee Membership and Operations. The Committee shall advise the Board with respect to the charters, structure and operations of the various committees of the Board and qualifications for membership thereon, including policies for rotation of members among committees of the Board.

3.3 Director Compensation. The Committee shall recommend to the Board proposed changes in Board compensation, including retainer and meeting attendance fees, as well as other Director compensation program and policies.

3.4 Evaluation of Executive Management. The Committee shall oversee the evaluation of executive management of the Company.

3.5 Consideration of Stockholder Proposals. The Committee will review and make recommendations to the Board with respect to any proposal properly presented by a stockholder for inclusion in the Company's annual proxy statement. The Committee may, as appropriate in light of the subject matter of the proposal, refer any such proposal to any other Committee of the Board for purposes of such review and recommendations.

4. General

4.1 Committee Performance Evaluation. The committee shall evaluate its own performance on an annual basis and develop criteria for such evaluation.

4.2 Access to Records, Consultants and Others. In discharging its responsibilities, the Committee shall have the resources and sole authority to engage any outside consultant or search firm to be used to identify director candidates for nomination to the Board, to retain outside consultants to advise the Committee and to approve the terms of any such engagement and the fees of any such consultant or search firm. The Committee shall have full access to any relevant records of the Company and may also request that any officer or other employee of the Company, the Company's outside counsel or any other person meet with any members of, or consultants to, the Committee. The Committee shall have the sole authority to select, retain and terminate a compensation consultant and approve the consultant's fees and other retention terms.

4.3 Delegation. The Committee may delegate any of its responsibilities to a subcommittee comprised of one or more members of the Committee. The Committee shall also carry out such other duties that may be delegated to it by the Board from time to time.

4.4 Charter. At least annually, this charter shall be reviewed and reassessed by the Committee and any proposed changes shall be submitted to the Board for approval.

As Amended on December 15, 2021