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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**Schedule 14A Information**

**Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**Lineage Cell Therapeutics, Inc.**

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
  - Fee paid previously with preliminary materials.
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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P.O. BOX 8016, CARY, NC 27512-9603

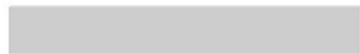
**Lineage Cell Therapeutics, Inc.**  
**Important Notice Regarding the Availability of**  
**Proxy Materials for the Shareholders Meeting To**  
**Be Held On September 6, 2023**  
**For Shareholders of Record as of July 20, 2023**

This communication presents only an overview of the proposals to be voted upon at the meeting. The complete proxy materials are available to you on the Internet. This is not a ballot. You cannot use this notice to vote your shares. We encourage you to access and review all of the important information contained in the proxy materials before voting.

To view the proxy materials, and to obtain directions to attend the meeting, go to: [www.proxydocs.com/LCTX](http://www.proxydocs.com/LCTX)

To vote your proxy while visiting this site, you will need the 12 digit control number in the box below.

Under United States Securities and Exchange Commission rules, proxy materials do not have to be delivered in paper. Proxy materials can be distributed by making them available on the internet.



**For a convenient way to view proxy materials and VOTE go to**  
**[www.proxydocs.com/LCTX](http://www.proxydocs.com/LCTX)**

**Have the 12 digit control number located in the shaded box above available**  
**when you access the website and follow the instructions.**

*If you want to receive a paper or e-mail copy of the proxy materials, you must request one. There is no charge to you for requesting a copy. In order to receive a paper package in time for this year's meeting, you must make this request on or before August 25, 2023.*

**To order paper materials, use one of the following methods.**



**INTERNET**

**[www.investorelections.com/LCTX](http://www.investorelections.com/LCTX)**

When requesting via the Internet or telephone you will need the 12 digit control number located in the shaded box above.



**TELEPHONE**  
**(866) 648-8133**



**\* E-MAIL**

**[paper@investorelections.com](mailto:paper@investorelections.com)**

\* If requesting material by e-mail, please send a blank e-mail with the 12 digit control number (located above) in the subject line. No other requests, instructions OR other inquiries should be included with your e-mail requesting material.

**Lineage Cell Therapeutics, Inc.**

**Meeting Materials:** Notice of Meeting and Proxy Statement & Annual Report or Form 10-K

**Meeting Type:** Annual Meeting of Shareholders

**Date:** Wednesday, September 6, 2023

**Time:** 8:00 AM, Pacific Time

**Place:** 2173 Salk Avenue, Suite 200,  
Carlsbad, CA 92008

**SEE REVERSE FOR FULL AGENDA**

# Lineage Cell Therapeutics, Inc.

## Annual Meeting of Shareholders

THE BOARD OF DIRECTORS RECOMMENDS A VOTE:

FOR ON PROPOSALS 1,2,3,5,6 AND 7  
FOR 1 YEAR ON PROPOSAL 4

### PROPOSAL

1. To elect nine directors to hold office until the 2024 annual meeting of shareholders and until their respective successors are duly elected and qualified.
    - 1.01 Alfred D. Kingsley
    - 1.02 Dipti Amin
    - 1.03 Deborah Andrews
    - 1.04 Don M. Bailey
    - 1.05 Neal C. Bradsher
    - 1.06 Brian M. Culley
    - 1.07 Anula Jayasuriya
    - 1.08 Michael H. Mulroy
    - 1.09 Angus C. Russell
  2. To ratify the appointment of WithumSmith+Brown, PC as our independent registered public accounting firm for our fiscal year ending December 31, 2023.
  3. To approve, on an advisory basis, the compensation paid to our named executive officers.
  4. To indicate, on an advisory basis, the preferred frequency of holding an advisory vote on the compensation of our named executive officers.
  5. To approve an amendment to the Lineage Cell Therapeutics, Inc. 2021 Equity Incentive Plan to increase the number of common shares available thereunder by 19,500,000.
  6. To approve an amendment to our articles of incorporation to increase the number of our authorized common shares from 250,000,000 to 450,000,000.
  7. To approve the adjournment of the meeting, if necessary or advisable, to solicit additional proxies in favor of Proposal 6 if there are not sufficient votes to approve Proposal 6.
  8. To transact such other business as may properly come before the meeting or any adjournment or postponement thereof.
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