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

**SCHEDULE 14A**  
(Rule 14a-101)

**INFORMATION REQUIRED IN PROXY STATEMENT**  
**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 computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies:
  - (2) Aggregate number of securities to which transaction applies:
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
  - (4) Proposed maximum aggregate value of transaction:
  - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.
- (1) Amount previously paid:
  - (2) Form, schedule or registration statement no.:
  - (3) Filing party:
  - (4) Date filed:
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P.O. BOX 8016, CARY, NC 27512-9903

## Lineage Cell Therapeutics, Inc. Important Notice Regarding the Availability of Proxy Materials

Shareholders Meeting to be held on  
September 13, 2021

For Shareholders as of record on July 19, 2021

This communication presents only an overview of the more complete proxy materials that 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 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 material, 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 September 03, 2021.*

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

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

  
**TELEPHONE**  
(866) 648-8133

  
**\* E-MAIL**  
[paper@investorelections.com](mailto:paper@investorelections.com)

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

\* 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 inquires should be included with your e-mail requesting material.

### Lineage Cell Therapeutics, Inc.

**Meeting Type:** Annual Meeting of Shareholders  
**Date:** Monday, September 13, 2021  
**Time:** 08:00 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 EACH NOMINEE LISTED IN PROPOSAL 1 AND FOR EACH OF PROPOSALS 2, 3 AND 4

#### PROPOSAL

1. To elect nine directors to hold office until the 2022 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, CFA
    - 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 the company's independent registered public accounting firm for its fiscal year ending December 31, 2021.
  3. To approve, on an advisory basis, the compensation paid to the company's named executive officers.
  4. To approve the Lineage Cell Therapeutics, Inc. 2021 Equity Incentive Plan.
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