

**CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS  
OF  
ASTERIAS BIOTHERAPEUTICS, INC.**

**I. AUTHORITY**

The Board of Directors (the “Board of Directors”) of Asterias Biotherapeutics, Inc., a Delaware corporation (the “Corporation”), has established a Nominating and Corporate Governance Committee pursuant to Section 141(c) of the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended, to undertake the responsibilities and perform the tasks set forth in this Charter (the “Charter”).

**II. PURPOSE**

The purpose of the Nominating and Corporate Governance Committee is to ensure that the Board of Directors is properly constituted to meet its fiduciary obligations to the Corporation and its stockholders and that the Corporation has and follows appropriate corporate governance standards. The Nominating and Corporate Governance Committee shall assist the Board of Directors in identifying, screening and recommending qualified candidates to serve as directors of the Corporation and in developing, administering and recommending to the Board of Directors a set of corporate governance principles for the Corporation.

The Nominating and Corporate Governance Committee has the authority to undertake the specific duties, responsibilities and powers listed below and will have the authority to undertake such other duties, responsibilities and powers as the Board of Directors from time to time prescribes.

**III. COMMITTEE MEMBERS**

The Nominating and Corporate Governance Committee shall consist of at least three members of the Board of Directors. The Board of Directors shall appoint the members of the Nominating and Corporate Governance Committee and may designate one member as chairperson. If the Board of Directors does not designate a chairperson, a majority of the members of the Nominating and Corporate Governance Committee may elect a chairperson of the Nominating and Corporate Governance Committee. The Board of Directors may remove any previously appointed member of the Nominating and Corporate Governance Committee at any time in its discretion.

The Nominating and Corporate Governance Committee shall consist entirely of “independent” members of the Board of Directors. “Independent” means a director who (A) satisfies all criteria for independence established by the Securities and Exchange Commission (the “SEC”); (B) meets the definition of “independence” (including all criteria imposed with respect to service on nominating, corporate governance or similar committees) established by the NYSE MKT LLC (the “NYSE MKT”); and (C) is otherwise free from any relationship that, in the opinion of the Board of Directors, may interfere with the exercise of his or her independent judgment in carrying out the responsibilities of a director, all as determined by the Board of Directors.

In the event of one or more vacancies on the Nominating and Corporate Governance Committee, the number of Members constituting a quorum (but in no event less than two members) may take any action permitted hereunder.

**IV. DUTIES, RESPONSIBILITIES AND POWERS**

The Nominating and Corporate Governance Committee shall:

### **Director Nominations**

- A. Search for, identify, evaluate, select and recommend to the Board of Directors, candidates for election or reelection to the Board of Directors at each annual meeting of stockholders of the Corporation.
- B. Search for, identify, evaluate, select and recommend to the Board of Directors, candidates for election by the Board of Directors to fill new positions or vacancies on the Board of Directors.
- C. Review any candidates recommended by stockholders, provided such stockholder recommendations are made in compliance with the Corporation's Bylaws and its stockholder nominations and recommendations policy.
- D. Make recommendations to the Board of Directors concerning the selection criteria to be used by the Nominating and Corporate Governance Committee in seeking nominees for election to the Board of Directors.
- E. Aid in attracting qualified candidates to serve on the Board of Directors.

### **Search Firms**

- F. Have sole discretion to retain or get advice from any search firm for the purpose of identifying candidates for the Board of Directors.
- G. Receive appropriate funding from the Corporation to pay reasonable compensation to any search firm retained by the Nominating and Corporate Governance Committee.

### **Corporate Governance**

- H. On an annual basis, evaluate the current composition, organization and governance of the Board of Directors and its committees, determine future requirements, oversee guidelines and make recommendations to the Board of Directors for approval.
- I. On an annual basis, evaluate the performance of individual members of the Board of Directors eligible for re-election.
- J. On an annual basis, evaluate the performance of and, if appropriate, recommend termination of particular directors in accordance with the governance principles of the Board of Directors, for cause or for other appropriate reasons.
- K. Be responsible for the annual evaluation of succession planning for Executive Officers, as such term is defined in Rule 16a-1(f) of the Securities Exchange Act of 1934, and if it deems appropriate, identify, evaluate and recommend candidates to the Board.
- L. Evaluate the "independence" of directors and director nominees against the independence requirements of the NYSE MKT, applicable rules and regulations promulgated by the SEC and other applicable laws.
- M. Review any outside directorships in other public companies held by senior company officials.

N. Review periodically the composition of each committee of the Board of Directors and make recommendations to the Board of Directors for the creation of additional committees or a change in mandate or dissolution of committees.

O. Recommend to the Board of Directors persons to be members and chairpersons of the various committees.

P. Make recommendations to the Board of Directors concerning the Corporation's Board structure, composition and functioning of the Board of Directors and all committees of the Board of Directors, the delegation of authority to management, the Board of Directors' oversight of management actions and reporting duties of management. The Nominating and Corporate Governance Committee shall review annually the principles of corporate governance approved by the Board of Directors to ensure that such principles remain relevant and are being complied with.

Q. Oversee compliance by the Board of Directors and its committees with applicable laws and regulations, including applicable NYSE rules, applicable rules and regulations promulgated by the SEC and other applicable laws.

R. Review and reassess periodically the adequacy and scope of this Charter and the Nominating and Corporate Governance Committee's established processes and procedures and recommend changes (if any) to the Board of Directors for approval.

S. Make reports and recommendations to the Board of Directors within the scope of its functions.

T. The Nominating and Corporate Governance Committee shall perform such other functions as assigned by law, the Corporation's Certificate of Incorporation or Bylaws or the Board of Directors.

## **V. MEETINGS AND COMMITTEE PROCEDURE**

The Nominating and Corporate Governance Committee will meet as often as it deems necessary or appropriate, in its judgment, either in person or telephonically, and as such times and places as the Nominating and Corporate Governance Committee determines, but in no event will the Nominating and Corporate Governance Committee meet less than annually. The Nominating and Corporate Governance Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board of Directors. The majority of the members of the Nominating and Corporate Governance Committee constitutes a quorum, and the Nominating and Corporate Governance Committee may act by the vote of a majority of the members present at the time of the vote.

The Nominating and Corporate Governance Committee may invite to its meetings any director, officer or employee of the Corporation or such other persons as it deems appropriate in order to carry out its responsibilities. Further, the Nominating and Corporate Governance Committee may exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

Consistent with this Charter, the Nominating and Corporate Governance Committee shall report to the Board of Directors regarding its recommendations for director nominees for the next annual meeting of stockholders and regarding its examination and recommendations with respect to corporate governance. The Nominating and Corporate Governance Committee will report to the Board of Directors on its activities no less than annually.

Members of the Nominating and Corporate Governance Committee shall receive such fees, if any, for their service as the Nominating and Corporate Governance Committee members as may be determined by the Board of Directors in its sole discretion. Such fees may include retainers or per meeting fees. Fees may be paid in such form of consideration as is determined by the Board of Directors, in accordance with applicable law, SEC rules and requirements of the NYSE MKT.