

Whistleblower Policy
For
Asterias Biotherapeutics, Inc.

Updated December 2016

I. GENERAL

The Company's Code of Conduct (the "Code") requires directors, officers and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of Asterias Biotherapeutics, Inc. (the "Company"), we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

II. REPORTING RESPONSIBILITY

It is the responsibility of all directors, officers and employees to comply with the Code and to report violations or suspected violations in accordance with this Whistleblower Policy.

III. NO RETALIATION

No director, officer or employee who in good faith reports a violation of the Code shall suffer harassment, retaliation or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the Company by using an established third-party Whistleblower Hotline (provided below) rather than seeking resolution outside the Company.

IV. REPORTING VIOLATIONS

A. The Company supports an open door policy. In most cases, an employee's supervisor is in the best position to address an area of concern. However, if you are not comfortable speaking with your supervisor or you are not satisfied with your supervisor's response, you are encouraged to speak with anyone in management whom you are comfortable in approaching. Supervisors and managers are required to report suspected violations of the Code to the Company's Whistleblower Hotline provided below).

B. For suspected fraud or securities law violations, individuals should contact the Whistleblower Hotline directly provided below, which can be reported anonymously.

Whistleblower Hotline Information:

- Toll Free Telephone:

- English speaking USA and Canada: **844-490-0002**
- Spanish speaking USA and Canada: **800-216-1288**
- Spanish speaking Mexico: **01-800-681-5340**
- French speaking Canada: **855-725-0002**
- Contact us if you need a toll-free # for North American callers speaking languages other than English, Spanish or French

- Website: **www.lighthouse-services.com/asteriasbio**
- Email: **reports@lighthouse-services.com** (must include company name with report)
- Fax: **(215) 689-3885** (must include company name with report)

V. ACCOUNTING AND AUDITING MATTERS

The Audit Committee of the Board, if applicable as reported through the Whistleblower Hotline, shall address all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing.

VI. ACTING IN GOOD FAITH

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense, and may be subject to legal and civil action in addition to employment review.

VII. CONFIDENTIALITY

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously, using the Whistleblower Hotline. Reports of violations or suspected violations will be kept confidential to the extent possible and applicable, consistent with the need to conduct an adequate investigation.

VIII. HANDLING OF REPORTED VIOLATIONS

If appropriate, Human Resources will notify the sender and acknowledge receipt of the reported violation or suspected violation within a reasonable period after the allegation or report has been received and assessed by the appropriate levels of the Company and/or its Board/Committee. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.