



PROXY SOLICITED BY THE BOARD OF DIRECTORS

FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 13, 2016

The undersigned hereby appoints Andrey Semechkin as attorney and proxies of the undersigned, each with full power of substitution, to vote all of the shares of stock of International Stem Cell Corporation (the "Company") which the undersigned may be entitled to vote at the Annual Meeting of Stockholders of the Company to be held at the offices of International Stem Cell Corporation 5950 Priestly Drive, Carlsbad, California 92008 on Friday, May 13, 2016, at 9:00 a.m. PDT time and at any and all adjournments or postponements thereof, with all powers that the undersigned would possess if personally present, upon and in respect of the following matters and in accordance with the following instructions, with discretionary authority as to any and all other matters that may properly come before the meeting.

The shares represented by this proxy card will be voted as directed or, if this card contains no specific voting instructions, these shares will be voted in accordance with the recommendations of the Board of Directors.

YOUR VOTE IS IMPORTANT. You are urged to complete, sign, date and promptly return the accompanying proxy in the enclosed envelope, which is postage prepaid if mailed in the United States.

Whether or not you plan to attend the meeting in person, you are urged to sign and promptly mail this proxy in the return envelope so that your stock may be represented at the meeting.

The Board of Directors recommends a vote FOR the following proposals:

(1) To elect five directors to hold office for a one-year term and until their respective successors are elected and qualified.

Andrey Semechkin
Donald A. Wright
Charles J. Casamento
Paul V. Maier
Russell Kern

(INSTRUCTION: To withhold authority to vote for any individual nominee mark the "Exceptions" box below and write the name of the nominee(s) that you do not wish to vote for on the line below.)

FOR ALL WITHHOLD ALL FOR ALL EXCEPT

EXCEPTIONS:

(2) To ratify the selection of Mayer Hoffman McCann P.C. as our independent auditors for the fiscal year ending December 31, 2016

FOR AGAINST ABSTAIN

(3) To approve, on an advisory basis, the compensation of our named executive officers as disclosed in the proxy statement.

FOR AGAINST ABSTAIN

(4) To approve a decrease in the number of authorized shares of our common stock.

FOR AGAINST ABSTAIN

(5) To approve amendments to our 2010 Equity Participation Plan.

FOR AGAINST ABSTAIN

(6) To transact such other business as may properly come before the meeting.

(continued on reverse)

IMPORTANT: Please fill in, date, sign and promptly mail the enclosed proxy card in the accompanying postage-paid envelope to assure that your shares are represented at the meeting. If you attend the meeting, you may choose to vote in person even if you have previously sent in your proxy card. However, if your shares are held of record by a broker or other nominee you will need to obtain a legal proxy from the holder of record to vote in person at the meeting.

Please sign below, exactly as name or names appear on this proxy. If the stock is registered in the names of two or more persons (Joint Holders), each should sign. When signing as attorney, executor, administrator, trustee, custodian, guardian or corporate officer, give printed name and full title. If more than one trustee, all should sign.

Date

Signature

Signature