

HUMACYTE, INC.
INDEPENDENT AUDITOR PRE-APPROVAL POLICY

This policy identifies the procedures and conditions for pre-approving audit, audit-related and non-audit services performed by the public accounting firm that will act as the independent auditor (the “Auditor”) responsible for auditing the consolidated financial statements of Humacyte, Inc. (the “Company”).

I. STATEMENT OF POLICY

The Company’s Audit Committee (the “Committee”) is required to pre-approve the audit, audit-related and non-audit services performed by the Auditor in order to assure that the provision of such services does not impair the Auditor’s independence. Unless a type of service to be provided by the Auditor has received general pre-approval, it will require specific pre-approval by the Committee. Similarly, unless the cost of service to be provided by the Auditor has received general pre-approval, the cost of the proposed service will require specific pre-approval by the Committee. This means, for example, that the Committee must approve any services to be performed by the Auditor for which the cost exceeds the amount previously authorized.

Approvals by the Committee under this policy apply for 12 months from the date of pre-approval and, unless extended by the Committee, will be updated each year in connection with the Committee’s selection of the Auditor for the coming fiscal year.

II. DELEGATION

The Committee may delegate pre-approval authority to one or more of its members. The member or members to whom such authority is delegated shall report any pre-approval decisions to the Committee at its next scheduled meeting. The Committee may not delegate to management its responsibilities for pre-approval of services to be performed by the Auditor.

III. AUDIT SERVICES

The annual audit services engagement terms and fees will be subject to the specific pre-approval of the Committee. The Committee will approve, if necessary, any changes in terms, conditions and fees resulting from changes in audit scope, Company structure or other matters.

In addition to the annual audit services engagement specifically approved by the Committee, the Committee may grant pre-approval for other audit services, which are those services that only the Auditor reasonably can provide. Schedule A to this policy describes the audit services that have the pre-approval of the Committee. All other audit services not listed on Schedule A must be separately pre-approved by the Committee.

IV. AUDIT-RELATED SERVICES

Audit-related services are assurance and related services that are reasonably related to the performance of the audit or review of the Company’s financial statements and that are

traditionally performed by the Auditor. The Committee believes that the provision of specified audit-related services does not impair the independence of the Auditor and has pre-approved the audit-related services listed on Schedule A. All other audit-related services not listed on Schedule A must be specifically approved by the Committee.

V. ALL OTHER SERVICES

The Committee may grant general pre-approval to all of the other non-audit services that it believes are routine and recurring services and that would not impair the independence of the Auditor. In particular, the Committee believes that the Auditor can provide tax services to the Company, such as tax compliance, tax planning and tax advice, without impairing the Auditor's independence. However, the Committee will not permit the retention of the Auditor in connection with a transaction initially recommended by the Auditor, the purpose of which may be tax avoidance and the tax treatment of which may not be supported in the Internal Revenue Code and related regulations. The Committee has pre-approved the tax services listed on Schedule A. All tax services involving large and complex transactions not listed on Schedule A must be separately pre-approved by the Committee. The Committee expressly prohibits the Auditor from performing the services included on Schedule B.

VI. WAIVER OF PRE-APPROVAL FOR NON-AUDIT SERVICES

Specific pre-approval is not required for services not listed on Schedule A, provided that such non-audit services: (i) do not aggregate to more than 5% of total fees paid by the Company to the Auditor in the fiscal year in which the services are provided, (ii) were not recognized as non-audit services at the time of the engagement, (iii) are not listed on Schedule B and (iv) are promptly brought to the attention of the Committee and approved prior to the completion of the audit by the Committee (or its designated representative, if any).

VII. REPORTS

Management will report to the Committee at regularly scheduled meetings regarding each service provided by the Auditor to the Company and the total fees paid to the Auditor for all such services to date during the current fiscal year.

VIII. SUPPORTING DOCUMENTATION

With respect to each proposed pre-approved service, the Auditor will provide the Committee with detailed documentation regarding the specific services to be provided (if so requested by the Committee).

Approved on August 23, 2021

SCHEDULE A

Audit Services	Range of Fees (\$)
The audit of the Company's consolidated financial statements	
Services associated with SEC registration statements, periodic reports and other documents filed with the SEC or other documents issued in connection with securities offerings (e.g., comfort letters, consents), and assistance in responding to SEC comment letters	
Certain consultations by the Company's management as to the accounting or disclosure treatment of transactions or events or the actual or potential impact of final or proposed rules, standards or interpretations by the SEC, FASB or other regulatory or standard setting bodies (Note: Under SEC rules, some consultations may be "audit-related" services rather than "audit" services)	
Statutory audits or financial audits for subsidiaries or affiliates of the Company	

Audit-Related Services	Range of Fees (\$)
Due diligence services pertaining to potential business acquisitions and dispositions	
Assistance with reports required by bank or lender credit agreements, indentures and other debt instruments	
Financial statement audits of employee benefit plans	
Agreed-upon or expanded audit procedures related to accounting or billing records required to respond to or comply with financial, accounting or regulatory reporting matters	
Internal control reviews and assistance with internal control reporting requirements	
Certain consultations by the Company's management as to the accounting or disclosure treatment of transactions or events or the actual or potential impact of final or proposed rules, standards or interpretations by the SEC, FASB or other regulatory or standard-setting bodies (Note: Under SEC rules, some consultations may be "audit" services rather than "audit-related" services)	
Attestation services not required by statute or regulation	

Tax Services	Range of Fees (\$)
U.S. federal, state and local tax planning and advice	
U.S. federal, state and local tax compliance	
International tax planning and advice	
International tax compliance	
Tax advice relating to benefit plans, including with regard to the preparation of Form 5500s	
Tax advice related to mergers, acquisitions, dispositions, restructurings, subsidiary capital structuring and cash repatriation	

Tax Services	Range of Fees (\$)
Tax advice relating to non-income taxes such as excise, property, VAT, sales and use, transfer, franchise, net worth, payroll and similar taxes	
Consultation on accounting and financial reporting matters	

SCHEDULE B

Prohibited Non-Audit Services
Bookkeeping or other similar services
Financial information systems design and implementation
Appraisal or valuation services, fairness opinions or contribution-in-kind reports
Actuarial services
Internal audit outsourcing services
Management functions
Human resources
Broker-dealer, investment adviser or investment banking services
Legal services
Expert services unrelated to the audit, other than the tax services listed in Schedule A