

**AMENDED AND RESTATED
CHARTER OF THE COMMERCIAL COMMITTEE
OF THE BOARD OF DIRECTORS OF
HUMACYTE, INC.**

As adopted on June 11, 2026

I. PURPOSE

The purpose of the Commercial Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Humacyte, Inc. (the “*Company*”) is to assist the Board on matters relating to the Company’s strategy for the commercialization and sales of its approved products and on market development. This charter (the “*Charter*”) sets forth the authority and responsibility of the Committee in fulfilling its purpose.

II. STRUCTURE AND MEMBERSHIP

The Committee will consist of two or more members of the Board, with the exact number determined from time to time by the Board. All members of the Committee will be appointed by, and will serve at the discretion of, the Board. The Board may appoint a member of the Committee to serve as the chairperson thereof (the “*Chair*”); if the Board does not appoint a Chair, the Committee members may designate a Chair by their majority vote. Resignation or removal of a director from the Board, for whatever reason, will automatically constitute resignation or removal, as applicable, from the Committee.

III. RESPONSIBILITIES AND DUTIES

The principal responsibilities and duties of the Committee in serving the purposes outlined in Section I of this Charter are as set forth below:

Sales

1. Oversee and consider the Company’s strategy relating to the commercialization of any of the Company’s products approved by the Food and Drug Administration or any other government regulator and operational readiness, consistent with each approved product’s label and applicable promotional rules.
2. Oversee sales plans and related key performance indicators and sales milestones and review contingency planning for material downside and upside cases, as appropriate.
3. Review and consider management’s prioritization decisions regarding the allocation, deployment, utilization of and investment in the Company’s products and go-to-market execution plans.
4. Oversee, in coordination with the Audit Committee, key commercial compliance risks associated with sales execution and the Company’s commercial strategies.

Market Development

1. Oversee the market development strategy necessary to build awareness, educate stakeholders and drive adoption of the Company’s approved products, including engagement with key opinion leaders (KOLs) and other stakeholders and medical education plans, consistent with each product’s label and applicable promotional rules.

2. Oversee strategy for value narrative, coverage and reimbursement and patient support.
3. Oversee cross functional alignment and appropriate separation and controls between the sales and medical affairs functions.
4. Oversee, in coordination with the Audit Committee, key risks to adoption of the Company's approved products.

In addition, the Committee will have the duty to fulfill the Committee's responsibilities or other functions as assigned by law, the Company's certificate of incorporation or bylaws, the Board or the Company's other policies.

These responsibilities and duties are set forth as a guide, with the understanding that the Committee will carry them out in a manner that is appropriate given the Company's needs and circumstances. To the extent permitted under applicable law, stock exchange listing standards and the Company's certificate of incorporation and bylaws, the Committee may supplement or (except as otherwise required by applicable laws or rules) deviate from these responsibilities and duties as appropriate and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities.

IV. STUDIES AND ADVISORS

The Committee in discharging its responsibilities and duties, may conduct, direct, supervise or authorize studies of, or investigations into, any matter that the Committee deems appropriate, with full and unrestricted access to all books, records, documents, facilities and personnel of the Company. The Committee has the sole authority and right, at the expense of the Company, to retain or terminate any consultants, experts and advisors of its choice to assist the Committee in connection with its functions. The Committee will have the sole authority to approve the fees and other retention terms of any such third parties.

V. MEETINGS, ACTIONS WITHOUT A MEETING AND STAFF

Meetings of the Committee will be held as frequently as determined appropriate by the Committee. The Chair, in consultation with the other member(s) of the Committee, will set the dates, times and places of such meetings. The Chair will set the agenda for Committee meetings and will circulate reasonably in advance of each meeting an agenda of matters to be addressed at the meeting. The Chair or any other member of the Committee may call meetings of the Committee in accordance with the Company's bylaws.

The Chair will preside over Committee meetings. If the Chair is absent from a meeting, the members of the Committee may appoint any other member to preside.

The Committee will be governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action by written consent, notice, waiver of notice and quorum (except that a quorum of the Committee will consist of no fewer than two members) and voting requirements as are applicable to the Board.

Subject to the requirements of this Charter and applicable laws, rules and regulations, the Committee may hold private meetings with its advisors and may invite any director, executive or employee of the Company, or such other person, as it deems appropriate in order to carry out its responsibilities, to attend and participate (in a non-voting capacity) in all or a portion of any Committee meeting. The Committee may exclude from all or a portion of its meetings any person it deems appropriate in order to carry out its responsibilities. The Committee members will designate a secretary for each meeting, who need not be a member of the Committee. The Company will provide the Committee such staff support as it may require.

VI. MINUTES AND REPORTS

The Committee will maintain written minutes of meetings and copies of actions by written consent, and will make such minutes and copies of written consents available to the other members of the Board and cause them to be filed with the minutes of the meetings of the Board. The Committee will periodically report to the Board with respect to the activities of the Committee, including on significant matters related to the Committee's responsibilities and the Committee's deliberations and actions.

VII. COMPENSATION

Members of the Committee will receive compensation, if any, for their service as Committee members as may be determined by the Board.

VIII. DELEGATION OF AUTHORITY

The Committee may from time to time, as it deems appropriate and to the extent permitted under applicable law, stock exchange listing standards, and the Company's certificate of incorporation and bylaws, form and delegate authority to subcommittees. In the event of a conflict between this Charter and the Company's certificate of incorporation and bylaws, the Company's certificate of incorporation and bylaws will control.

IX. REVIEW OF COMMITTEE COMPOSITION, PERFORMANCE AND CHARTER

The Committee will evaluate its composition and performance at least annually, and report to the Board on such evaluation. The Committee will also annually review and reassess the adequacy of this Charter, and recommend to the Board any changes the Committee determines are appropriate.