

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

As adopted on August 23, 2021

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, activities, and investment in research, development, manufacturing, go-to-market strategies, pricing, sales, external innovation and business development initiatives. This charter (the “*Charter*”) sets forth the authority and responsibility of the Committee in fulfilling its purpose.

II. 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. Unless otherwise specified by the Board, the Committee will not have a chairperson. Resignation or removal of a director from the Board, for whatever reason, shall 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 to:

1. Review the overall scientific, research and development, and external innovation strategy of the Company and report to the Board regarding such review in order to help facilitate the Board’s oversight of the Company’s innovation strategy and goals;
2. Review the Company’s research and development pipeline and discuss opportunities for further product development or enhancements;
3. Review the competitive landscape in terms of related external scientific research, discoveries and commercial developments, and potential future innovations, as appropriate;
4. Review and consider management’s prioritization decisions regarding the allocation, deployment, utilization of and investment in the Company’s products, go-to-market capabilities and scientific and development assets;
5. 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;
6. Review and assess the Company’s intellectual property portfolio and strategy;
7. Review and make recommendations to the Board on the Company’s internal and external investments in science and technology, including external investments in R&D such as potential acquisitions, alliances, collaborations, equity investments, contracts and grants; and
8. 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. Unless otherwise indicated below, these responsibilities and duties will take effect upon the appointment of the Committee and the adoption of this Charter by the Board.

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 shall be held as frequently as determined appropriate by the Committee, which shall be no less often than quarterly. The members of the Committee, will set the dates, times and places of such meetings. The members of the Committee 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. Any member of the Committee may call meetings of the Committee in accordance with the Company's bylaws.

The members of the Committee may appoint any member to preside over Committee meetings.

The Committee shall 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 their 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 shall provide the Committee such staff support as it may require.

VI. MINUTES AND REPORTS

The Committee will maintain written minutes of its meetings and copies of its 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 shall control.

IX. REVIEW OF COMMITTEE COMPOSITION, PERFORMANCE AND CHARTER

The Committee will evaluate the Committee's 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.