

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

As adopted on August 23, 2021

I. PURPOSE

The purpose of the Audit Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Humacyte, Inc. (the “*Company*”) is to assist the Board in fulfilling its oversight responsibilities relating to the Company’s financial accounting, reporting and controls and certain key corporate governance functions of the Board. The Committee’s principal functions are to (i) oversee the quality and integrity of the Company’s financial statements and accounting and financial reporting processes, systems of internal control and the audits of the Company’s financial statements by the Company’s independent auditors (the “*Independent Auditors*”), (ii) oversee the Independent Auditors’ qualifications and independence and the performance of the Company’s internal audit function and the Independent Auditors, (iii) provide risk management and governance oversight, and (iv) ensure the Company’s compliance with legal and regulatory requirements.

The chairperson of the Committee (the “*Chair*”) will facilitate communication among the Independent Auditors, the Company’s financial and senior management and the Board.

This charter (the “*Charter*”) sets forth the authority and responsibility of the Committee in fulfilling its purpose. While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company’s financial statements are complete and accurate and are in accordance with generally accepted accounting principles. Management is responsible for the quality, accuracy and integrity of the Company’s accounting practices, financial statements and reporting and system of internal control. The Independent Auditor is responsible for performing an audit of the Company’s financial statements, and, where applicable, an audit of the Company’s internal control over financial reporting.

II. MEMBERSHIP

The Committee will consist of three or more members of the Board, with the exact number determined from time to time by the Board. Each member of the Committee will:

- not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years;
- have the ability to read and understand fundamental financial statements, including the Company’s balance sheet, income statement, and cash flow statement, and otherwise be financially literate, as determined by the Board;
- have sufficient financial sophistication and experience to perform the responsibilities and duties set forth below, and at least one member of the Committee must have past employment or management experience in finance or accounting, or any other comparable experience or background resulting in similar financial sophistication, as determined by the Board;
- be free from (i) any material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company) and (ii) any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out responsibilities as a Committee member;

- not accept directly or indirectly any consulting, advisory or other compensatory fee from the Company or any subsidiary thereof, and not be an affiliated person of the Company or any subsidiary thereof, in each case as required by Rule 10A-3 of the Securities and Exchange Act of 1934, as amended; and
- satisfy any other applicable independence and financial literacy standards established by the Nasdaq Stock Market and the rules of the Securities and Exchange Commission (“**SEC**”) and any other guidelines established by the Company.

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 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, 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 set forth below. 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.

A. Financial Statements and Disclosures. The Committee is responsible for oversight of the independent audit of the Company’s financial statements. The Committee will:

1. Review the Company’s annual and quarterly financial statements prior to their public release, including any report on the Company’s internal control over financial reporting and any report or opinion by the Independent Auditors, and consider whether such statements, reports and opinions are complete, consistent with information known to the Committee and reflective of appropriate accounting principles.
2. Review other sections of any annual or quarterly report or similar filing and any related regulatory filings, including the disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations” to consider the accuracy and completeness of the information contained therein prior to their public release.
3. If appropriate, recommend the annual audited financial statements to the Board for inclusion in the Company’s Annual Report on Form 10-K.
4. In connection with the Committee’s review of the annual and quarterly financial statements:
 - discuss the financial statements and the results of the Independent Auditors’ audit or review, as applicable, of the financial statements with the Independent Auditors, the internal audit function and the Company’s management;
 - discuss any items communicated by the Independent Auditors in accordance with the applicable requirements of the Public Company Accounting Oversight Board (the “**PCAOB**”). These discussions should include the Independent Auditors’ judgments

about the quality and appropriateness of the Company's accounting principles, the reasonableness of significant judgments, the clarity of the disclosures in the Company's financial statements, any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information, and any other matters related to the conduct of the audit, including any "critical audit matters";

- discuss with the Company's management and the Independent Auditors the Company's selection, application and disclosure of critical accounting policies and practices; and
 - review and discuss with the Company's management earnings press releases and the use of any "pro forma" financial information or non-GAAP financial measures, prior to public disclosure.
5. Review the following on at least an annual basis:
- any major issues, as determined by the Committee, regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material weaknesses or significant deficiencies;
 - analyses prepared by management or the Independent Auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative generally accepted accounting principles methods on the financial statements; and
 - the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company.
6. Provide a report for inclusion in the Company's annual proxy statement in accordance with the rules and regulations of the SEC.

B. Internal Controls. With respect to the Company's internal controls, the Committee will:

1. Oversee the integrity of accounting and financial reporting processes of the Company and its systems of internal control over financial reporting, including any significant deficiencies and material weaknesses in their design or operation.
2. Discuss any comments or recommendations of the Independent Auditors outlined in their annual management letter or internal control reports.
3. Review with management and the Independent Auditors the adequacy and effectiveness of the Company's internal controls.
4. Periodically consult with the Independent Auditors out of the presence of the Company's management about internal controls, the completeness and accuracy of the Company's financial statements and any other matters that the Committee or the Independent Auditors believe should be discussed privately with the Committee.

C. Internal Audit. With respect to the Company's internal audit activity, the Committee

will:

1. Review with management the charter, activities, budget, staffing, organizational structure and effectiveness of the internal audit function.
2. Have final authority to review and approve the annual internal audit plan and all major changes to the plan.
3. Inquire of management whether any internal audit engagements or non-audit engagements were completed but not reported to the Committee, and if so, whether any matters of significance arose from such work.
4. Receive and discuss quarterly updates regarding the Company's risk management processes and systems of internal control.

D. Independent Auditors. With respect to the Company's independent auditors, the Committee will:

1. Review and approve the selection, compensation, and retention of the Independent Auditors, which shall report directly to the Committee.
2. Review the continuing independence of the Independent Auditors, including:
 - obtaining and reviewing, on an annual basis, a letter from the Independent Auditors describing all relationships between the Independent Auditors and the Company;
 - at least annually, including in connection with the receipt of such letter, reviewing and discussing with the Independent Auditors their independence, including the nature and scope of any such relationships; and
 - taking, or recommending that the Board take, appropriate action to oversee the independence of the Independent Auditors, including discontinuing any relationships that the Committee believes could compromise the independence of the Independent Auditors.
3. Obtain and review, at least annually, a report from the Independent Auditors describing the firm's internal quality-control procedures and any material issues raised by the most recent internal quality-control review, peer review or investigation by governmental or professional authorities, within the preceding five years, including the PCAOB, and any steps taken to address any such issues.
4. Review and approve the proposal for audit planning, scope and staffing developed by the Independent Auditors, consistent with the Company's Independent Auditor Pre-Approval Policy (the "Pre-Approval Policy").
5. Set hiring policies for the Company's hiring of employees or former employees of the Independent Auditors, as required by regulations and by applicable stock exchange listing standards.
6. Review and approve, at least on an annual basis, and consistent with the Pre-Approval Policy, all audit and non-audit services (including the fees and terms thereof) to be provided

by the Independent Auditors.

7. Periodically review and evaluate the performance of the lead audit partner of the Independent Auditors, oversee the rotation of the lead audit partner responsible for the Company's audit and review and consider the selection of the lead audit partner.
8. Periodically consider whether there should be a rotation of the Independent Auditors.
9. Review and discuss with the Independent Auditor any audit problems and the Company management's response, including any restrictions on the scope of the Independent Auditor's activities or on access to requested information, and any significant disagreements with management (including resolution of any such disagreements).
10. Review and discuss with the Independent Auditors the reports delivered to the Committee by the Independent Auditors regarding:
 - critical accounting policies, critical audit matters, estimates and practices used;
 - alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, the ramifications of the alternatives and the treatment preferred by the Independent Auditors; and
 - other material written communications between the Independent Auditors and the Company's management, such as any management letter or schedule of unadjusted differences.

E. Compliance; Values and Ethics. With respect to the Company's compliance process and its values and ethics practices, the Committee will:

1. Oversee the Company's (i) compliance with applicable laws and regulations, (ii) compliance framework and (iii) compliance program.
2. Oversee the investigation and follow-up (including disciplinary action) of any instances of material or significant noncompliance, including reports that involve actual or alleged violations of the Company's Code of Conduct and Ethics.
3. Review ongoing investigations, findings of any examinations by regulatory authorities, and the Company's responses to such investigations, findings and examinations.
4. Review and discuss quarterly updates from the Company's management and legal counsel regarding compliance matters.
5. Investigate any matter brought to the attention of the Committee within the scope of its duties if, in the judgment of the Committee, such investigation is necessary or appropriate.
6. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential and anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
7. Oversee the Company's systems and controls for ethical behavior and the prevention of bribery and receive and respond to reports on non-compliance.

F. Risk Management; Fraud. With respect to the Company's risk management and its processes for preventing and detecting fraud, the Committee will:

1. Annually review the Company's risk profile, including without limitation with respect to cybersecurity matters.
2. Obtain an annual report on management's implementation and maintenance of an appropriate Company-wide risk management process, as appropriate.
3. Review the risk management processes established and maintained by management and the procedures in place to ensure that they are operating as intended.
4. Review with management the Company's major financial risk exposures and the steps management has taken to monitor such exposures, including the Company's procedures and any related policies, with respect to risk assessment and risk management.
5. Receive and discuss quarterly updates from management regarding the Company's risk management processes and systems of internal control.
6. Oversee management's arrangements for the prevention, deterrence and detection of fraud and for management's responses to allegations of fraud.
7. Review any allegations of fraud disclosed to the Committee involving management or any employee of the Company with a significant role in the Company's internal controls over financial reporting, legal compliance or corporate governance.
8. Challenge management and auditors, both internal and the Independent Auditors, to ensure that the Company has in place appropriate antifraud programs and controls and to ensure that investigations are undertaken if fraud is detected.

G. General. With respect to the authority, responsibilities and performance of the Committee pursuant to this Charter, the Committee will:

1. Periodically review the status of any legal matters or regulatory changes that could have a significant impact on the Company's financial statements.
2. Review and, where appropriate, approve or waive conflicts of interest or related party transactions consistent with the corporate policies on conflicts of interest and related party transactions.
3. Carry out any other responsibilities and duties delegated to it by the Board or as the Committee deems necessary or appropriate consistent with its purpose.

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 and terminate legal counsel, other consultants, accountants, 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. The Company will provide for appropriate funding, as determined

by the Committee, for:

- payment of compensation to the Independent Auditor and any legal counsel and other consultants, accountants, experts and advisors retained by the Committee; and
- ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its functions.

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 Chair, in consultation with the other members 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 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 and the Chair may hold private meetings with their advisors, the Independent Auditors, or other members of the internal audit function 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 Chair 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 Chair 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, which may include additional compensation for the Chair.

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 report to the Board any changes the Committee determines are appropriate.