

**CHARTER OF THE AUDIT COMMITTEE OF
CELULARITY INC.**

Effective as of July 16, 2021

Purpose

This charter defines the role, authority and responsibility of the Audit Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Celularity Inc. (the “*Company*”). The Audit Committee is a standing committee whose purpose is to discharge the Board’s responsibilities relating to the oversight of the Company’s accounting and financial reporting processes and the audit of the Company’s financial statements. To fulfill this obligation, the Committee relies on:

- management for the preparation and accuracy of the Company’s financial statements; and for establishing effective internal control over financial reporting, and practices and procedures to ensure the Company’s compliance with accounting standards and applicable laws and regulations; and
- the Company’s independent registered public accounting firm for an unbiased, diligent audit or review, as applicable, of the Company’s financial statements and the effectiveness of the Company’s internal control over financial reporting.

Committee Membership

The Committee shall consist of at least three (3) directors. The members of the Committee shall be appointed by the Board based on recommendations of the Nominating and Governance Committee and may be removed by the Board in its discretion. The Board shall designate one member of the Committee as its chairperson (the “*Chairperson*”). Vacancies occurring on the Committee shall be filled by the Board. Resignation or removal of a Committee member from the Board for any reason shall automatically constitute resignation or removal from the Committee.

Each member of the Committee shall satisfy the independence, financial literacy and other qualification requirements of applicable law and such exchange, and at least one member of the Committee shall be “an audit committee financial expert” as defined in the rules and regulations of the Securities and Exchange Commission (“*SEC*”) and shall satisfy the applicable financial-sophistication requirements and any other requirement for accounting or related financial management expertise required by stock exchange listing requirements.

Committee Structure and Operations

The Committee shall meet as often as the Committee or the Chairperson deems necessary to perform the Committee’s responsibilities, but in any event no less frequently than once per calendar quarter. The Committee may meet by telephone or video conference and may take action by written consent. All meetings of the Committee shall be governed by the same rules regarding notice, quorum and voting requirements as are applicable to the full Board. Written minutes of the meetings of the Committee shall be duly filed in the Company records. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate.

At the request of a Committee member, any of the Company’s Chief Executive Officer (CEO), Chief Financial Officer (CFO), General Counsel or any other member of the executive management team may be invited to participate in all or part of any meeting of the Committee.

The Committee may delegate authority to the Chairperson, provided that decisions made pursuant to such delegated authority shall be reported to the full Committee at its next scheduled meeting.

The Company shall designate a member of the executive management team to act as liaison to the Committee who shall:

- communicate regularly with the Chairperson;
- assist the Chairperson in the preparation of Committee meeting agendas;
- assist the Committee in the recruitment of an independent registered public accounting firm and any advisors sought to be engaged by the Committee;
- liaise with the independent registered public accounting firm engaged by the Committee (the “*Audit Firm*”) and such advisors engaged by the Committee;
- collect and assemble meeting materials in coordination with the Chairperson, ensuring that relevant data is collected from within the Company and from the Audit Firm and advisors engaged by the Committee; and
- coordinate any Company actions necessary to give effect to the decisions of the Committee.

The Committee shall meet separately, and periodically, with management and representatives of the Audit Firm, and shall invite such individuals to its meetings as it deems appropriate, to assist in carrying out its duties and responsibilities. However, the Committee shall meet regularly without such individuals present.

The members of the Committee are not employees of the Company, and they do not perform management's or any Audit Firm's functions. The Committee relies on the expertise and knowledge of management, the internal auditors, and any Audit Firm in carrying out its oversight responsibilities. Management is responsible for preparing accurate and complete financial statements in accordance with generally accepted accounting principles (“*GAAP*”), crafting periodic reports, and establishing and maintaining appropriate accounting principles and financial reporting policies and satisfactory internal control over financial reporting. The Audit Firm will audit the Company's annual consolidated financial statements and, when required, the effectiveness of the Company's internal control over financial reporting and review the Company's quarterly financial statements. It is not the Committee's responsibility to prepare or certify the Company's financial statements, guarantee the audits or reports of the Audit Firm, certify as to whether any Audit Firm is “independent” under applicable law or stock exchange listing requirements, or ensure that the financial statements or periodic reports are complete and accurate, conform to GAAP, or otherwise comply with applicable law or stock exchange listing requirements or the Company's policies.

Committee Authority and Responsibilities

The Committee shall have access to all Company books, records, facilities and personnel as deemed necessary or appropriate by any member of the Committee. If the Committee concludes that it must retain legal, accounting or other outside advisors, it may do so and determine compensation for those advisors at the Company's expense. The Committee may also pay any ordinary administrative expenses it deems appropriate in carrying out its duties at the expense of the Company. The Committee shall have authority to require that any of the Company's personnel or outside advisors attend any meeting of the Committee or meet with any member of the Committee or any of its advisors.

The Committee's duties and responsibilities shall include the following:

Independent Audit Firm

- select, retain, compensate, oversee and terminate, in its discretion, the Audit Firm for the purpose of auditing the Company's annual financial statements and its internal control over financial reporting and reviewing the Company's first, second and third quarterly financial statements;
- select, retain, compensate, oversee and terminate, in its discretion, any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company;
- approve all audit engagement fees and terms;
- pre-approve all audit and permitted non-audit and tax services that may be provided by the Audit Firm or other registered public accounting firms, and establish policies and procedures for the Committee's pre-approval of permitted services by the Audit Firm and other registered public accounting firms on an on-going basis;
- at least annually, obtain and review a report by the Audit Firm that describes (a) the Audit Firm's internal quality control procedures, (b) any issues raised by the most recent internal quality control review, peer review or Public Company Accounting Oversight Board review or inspection of the Audit Firm or by any other inquiry or investigation by governmental or professional authorities in the past five years regarding one or more audits carried out by the Audit Firm and any steps taken to deal with any such issues, and (c) all relationships between the Audit Firm and the Company or any of its subsidiaries; and discuss with the Audit Firm this report and any relationships or services that may impact the objectivity and independence of the Auditor Firm;
- review and discuss with the Audit Firm (a) its responsibilities under generally accepted auditing standards and the responsibilities of management in the audit process, (b) the overall audit strategy, (c) the scope and timing of the annual audit, (d) any significant risks identified during the Audit Firm's risk assessment procedures, and (e) when completed, the results, including significant findings, of the annual audit;
- review and discuss with the Audit Firm (a) all critical accounting policies and practices to be used in the audit; (b) all alternative treatments of financial information within generally accepted accounting principles ("**GAAP**") that have been discussed with management, the ramifications of the use of such alternative treatments and the treatment preferred by the Audit Firm; and (c) other material written communications between the Audit Firm and management;
- review with management and the Audit Firm (a) any major issues regarding accounting principles and financial statement presentation, including any significant changes in the Company's selection or application of accounting principles; (b) any significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including the effects of alternative GAAP methods; and (c) the effect of regulatory and accounting initiatives and off-balance sheet structures on the Company's financial statements;
- keep the Audit Firm informed of the Committee's understanding of the Company's relationships and transactions with related parties that are significant to the Company; and review and discuss with the Audit Firm its evaluation of the Company's identification of, accounting for, and disclosure of its relationships and transactions with related parties, including any significant matters arising from the audit regarding the Company's relationships and transactions with related parties;
- review with management and the Audit Firm the adequacy and effectiveness of the Company's financial reporting processes, internal control over financial reporting and disclosure controls and procedures, including any significant deficiencies or material weaknesses in the design or operation of, and any material changes in, the Company's processes, controls and procedures and

any special audit steps adopted in light of any material control deficiencies, and any fraud involving management or other employees with a significant role in such processes, controls and procedures, and, as applicable, review and discuss with management and the Audit Firm disclosure relating to the Company's financial reporting processes, internal control over financial reporting and disclosure controls and procedures to be included in any report to the SEC, as applicable, or any exhibit or schedule to any such report;

- review and discuss with the Audit Firm any other matters required to be discussed by applicable auditing standards, including PCAOB Auditing Standards No. 1301, Communications with Audit Committees;
- review and discuss with the Audit Firm and management the Company's annual audited financial statements (including the related notes), and the form of audit opinion to be issued by the Audit Firm on the financial statements.
- as applicable, recommend to the Board that the audited financial statements be included in the Company's annual report to the SEC; and
- review and approve the Company hiring policies for employees or former employees of the Audit Firm that participated in any capacity in any audit of the Company's financial statements.
- review the annual audited financial statements, the quarterly financial statements and the Company's "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Risk Factors," as appropriate, with management and the Audit Firm. The Committee will be responsible for recommending to the Board whether the proposed annual audited financial statements should be included in the Company's Annual Report on Form 10-K.

Investments

- review and approve a written Investment Policy prepared by the CFO, which shall include such matters as overall asset allocation ranges/concentration limits, individual components of the portfolio, quality of investments, and the criteria for the selection of the Investment Managers, if any;
- review the performance of the Company's Investment Managers, if any; and
- review management's procedures to cause the investment portfolio to be in accordance with the Investment Policy.

Employee Concerns and Code of Conduct

- establish and oversee procedures for (a) the confidential, anonymous submission by Company employees of concerns or complaints regarding accounting, internal control over financial reporting, or auditing matters, and (b) receipt, retention and treatment of such submissions by the Company;
- oversee the Company's hotline or whistleblower process, review the log of incoming calls that relate to possible fraudulent activity, and understand the procedures to prohibit retaliation against whistleblowers;
- enable open line of communication between the Committee and whistleblowers; and
- monitor compliance with the Company's Code of Conduct and Business Ethics (the "*Code*"), and investigate any alleged breach or violation of the Code, and enforce the provisions of the Code.

Company Legal and Compliance Matters

- review with the Company's General Counsel legal and regulatory matters, including legal cases against or regulatory investigations of the Company, that could have a material impact on the

Company's financial statements; and

- oversee the Company's programs, policies and procedures related to compliance and information asset security, including cybersecurity and data protection.

Earnings Releases

- discuss with management the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies, including the type and presentation of information, paying particular attention to any pro forma or adjusted non-GAAP information.

Related Party Transactions

- review and, after taking into account the factors it deems relevant, make a recommendation to the Board with respect to any transaction involving a Related Party (as defined herein) that would be material to the Company (a "**Material Related Party Transaction**");
- review and, after taking into account the factors it deems relevant, in its discretion, approve any transaction, other than a Material Related Party Transaction, involving a Related Party, that involves an amount that exceeds \$120,000 (other than executive officer and non-employee compensation); and

A "**Related Party**" means any (a) holder of more than five percent (5%) of any class of the Company's voting securities, (b) director or executive officer of the Company, (c) nominee for director, (d) immediate family member of a person described in (a), (b), or (c) (such immediate family member being any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of such director, executive officer or nominee for director), and (e) person sharing the household of a person described in (a), (b), or (c).

Proxy Report

- The Committee will oversee the preparation of any report of the Committee required by applicable law or stock exchange listing requirements to be included in the Company's annual proxy statement.

Internal Auditors

- The Committee will review the audit plan of the Company's internal audit team and discuss with that team the adequacy and effectiveness of the Company's scope, staffing, and general audit approach. The Committee will review any significant reports prepared by the Company's internal auditors, as well as management's response. The head of the internal auditors will also report to and be evaluated by the Committee.

Outside Advisors

The Committee shall have authority, in its sole discretion, to retain or obtain advice and assistance from legal counsel or other advisors ("**Advisors**"). The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Advisors retained by the Committee. Additionally, the Committee shall have the sole authority to retain, at the Company's expense, and terminate any Advisors. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Advisor retained by the Committee.

Committee Matters

The Committee shall:

- Annually review the Committee's own performance and review the results of the evaluation to the Board in such manner as the Committee deems appropriate;
- Review and reassess the adequacy of this charter annually and recommend any proposed changes to the Company's Nominating and Governance Committee for approval; and
- Perform any other activities consistent with this charter or as the Board deems necessary or appropriate.