

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

Effective as of July 16, 2021

Purpose

The Compensation Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Celularity Inc. (the “*Company*”) is a standing committee whose purpose is to discharge the Board’s responsibilities relating to the compensation of the executive officers of the Company; to consider, recommend, administer and implement the Company’s compensation plans, policies and programs, including incentive-compensation plans and equity-based plans; and when required, to review and discuss with management the Company’s compensation disclosures in the “Compensation Discussion and Analysis” section of the Company’s annual reports, registration statements and proxy statements filed with the Securities and Exchange Commission (the “*SEC*”) and prepare and review the Committee report on executive compensation included in the Company’s annual proxy statement.

This charter defines the role, authority and responsibility of the Committee.

Committee Membership

The Committee shall be comprised 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*”). Resignation or removal of a Committee member from the Board for any reason will automatically constitute resignation or removal from the Committee.

At such time, if any, as any class of equity securities of the Company are first listed for trading on any national securities exchange, the members of the Committee shall satisfy the independence and other qualification requirements of such exchange and applicable law, subject to any transition or grace periods with respect to such requirements. At such time, if any, as any class of equity securities is registered pursuant to the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), each member shall be (1) a “non-employee director” within the meaning of Rule 16b-3 promulgated under the Exchange Act, and (2) an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder.

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), 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; provided, however, in all cases the CEO and any other such officers shall not be present during deliberations or voting on his or her compensation.

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 Chairperson shall have the delegated authority to act on behalf of the Committee in connection with (1) approval of the retention of compensation consultants and outside service providers and advisors (including negotiation and execution of their engagement letters) and (2) as may otherwise be determined by the Committee. The Committee also may form and delegate authority to one or more subcommittees consisting of one or more members of the Board to the extent allowed under applicable law and stock exchange listing requirements. By delegating an issue to the Chairperson or a subcommittee, the Committee does not surrender any authority over that issue. Any action or decision of the Chairperson or a subcommittee will be presented to the full Committee at its next scheduled meeting. By approving this Charter, the Board delegates authority to the Committee with respect to these responsibilities.

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 any compensation consultant sought to be engaged by the Committee;
- liaise with any such compensation consultant engaged by the Committee, and legal counsel and other Advisors (defined below) to the Committee;
- collect and assemble meeting materials in coordination with the Chairperson, ensuring that relevant data is collected from within the Company and from any compensation consultant engaged by the Committee, and legal counsel and other advisors to the Committee; and
- coordinate any Company actions necessary to give effect to the decisions of the Committee.

The Committee shall have authority, in its sole discretion, to retain or obtain advice and assistance from compensation consultants, legal counsel or other advisors (“*Advisors*”). The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Advisor 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. The Committee may select, or receive advice from, an Advisor, other than in-house legal counsel, only after taking into consideration the following factors:

- the provision of other services to the Company by the person that employs the Advisor;
- the amount of fees received from the Company by the person that employs the Advisor, as a percentage of the total revenue of the person that employs the Advisor;
- the policies and procedures of the person that employs the Advisor that are designed to prevent conflicts of interest;
- any business or personal relationship of the Advisor with a member of the compensation committee;
- any stock of the Company owned by the Advisor; and
- any business or personal relationship of the Advisor or the person employing the Advisor with officers of the Company within the meaning of Rule 16a-1(f) under the Act.

Nothing in this Charter requires an Advisor to be independent, only that the Committee consider the

foregoing enumerated independence factors before selecting, or receiving advice from, an Adviser. The Committee may select, or receive advice from, any Advisers it prefers, including ones that are not independent, after considering the independence factors outlined above.

Committee Authority and Responsibilities

The Committee will have access to all Company books, records, facilities and personnel as deemed necessary or appropriate by any member of the Committee.

The Committee's duties and responsibilities shall include the following; provided, however, that this list of responsibilities is intended to be a guide and to remain flexible to account for changing circumstances and needs. Accordingly, the Committee may depart from or supplement such responsibilities, and establish policies and procedures, to the extent permitted by applicable law and stock exchange listing requirements. The Board will retain the right to act on all such matters without limiting the Committee's authority, subject to compliance with applicable law and stock exchange listing requirements. The members of the Committee are not employees of the Company, and they do not perform management's functions. The Committee relies on the expertise and knowledge of management in carrying out its oversight responsibilities.

Executive Officer Compensation

- Review, oversee and approve (or make recommendations to the Board for approval of) the Company's overall compensation strategy and policies.
- Annually review and approve corporate goals and objectives relevant to the CEO's compensation and evaluate the CEO's performance in light of those goals and objectives, and recommend to the Board the CEO's compensation based on this evaluation and in accordance with any applicable employment agreement then in effect.
- Annually review and approve the corporate goals and objectives and the compensation of:
 - the Company's principal financial officer ("**PFO**"); and
 - each other person who is a vice president in charge of a principal business unit of the Company, a division or function (such as sales, administration or finance), any other officer of the Company who performs a policy making function or any other person who performs similar policy making functions for the Company (such officers other than the CEO and PFO, "**Other Executive Officers**"). Executive officers of subsidiaries may be deemed executive officers of the Company if they perform such policy making functions for the Company.
- Review and approve, for the CEO, the PFO and all Other Executive Officers:
 - base salary;
 - annual incentive compensation;
 - long-term incentive compensation;
 - special or supplemental benefits; and
 - employment and change-in-control agreements and any and all revisions, modifications or amendments to such agreements.
- Annually review and recommend to the Board any changes with respect to any existing compensation plans of the Company and annually assess the desirability of proposing, and make recommendations to the Board with respect to, any new compensation plans and any increase in shares reserved for issuance under existing equity-based plans.

- In connection with the administration of the Company’s risk management program, as in effect from time to time, monitor and assess risks associated with the Company’s compensation policies and consult with the executive management team regarding such risks.
- Review, as needed, whether compensation practices, including sales incentives, for sales and marketing personnel are aligned with the Company’s compliance obligations.

Compensation Discussion and Analysis and Committee Report

- Review and discuss with management any “Compensation Discussion and Analysis” and report of the Committee required to be included in any filing with the SEC.

Stock Compensation Plan Administration

- Administer, in accordance with their terms, all equity compensation plans of the Company, including but not limited to equity incentive compensation plans.
- Grant options and other share-based awards in accordance with the terms of the Company’s equity compensation plans. The Committee may, in its discretion, authorize the CEO to grant options and other share-based awards from an annual pool of shares under a plan to employees of the Company other than the CEO, the PFO or any Other Executive Officers.

Non-Employee Director Compensation

The Committee shall review and assess annually all compensation, including cash and equity-based compensation, paid by the Company to its non-employee directors, and recommend to the Board any changes to such compensation the Committee deems appropriate.

Committee Matters

- Annually review the Committee’s own performance and review the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it 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.
- Perform any other activities consistent with this charter or as the Board deems necessary or appropriate.