

**CHARTER OF THE NOMINATING AND CORPORATE
GOVERNANCE COMMITTEE OF
CELULARITY INC.
Effective as of July 16, 2021**

Purpose

The Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Celularity Inc. (the “*Company*”) is a standing committee whose purpose is to consider and make recommendations to the Board concerning matters pertaining to the Company’s governance and to identify, evaluate and recommend and communicate with candidates qualified to become Board members or nominees for directors of the Board consistent with criteria approved by the Board.

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

Committee Membership

The Committee shall consist of at least three (3) directors. The members of the Committee shall be appointed by the Board and may be removed by the Board in its discretion. The Board shall designate one member of the Committee as its chairperson (the “*Chairperson*”).

At such time, if any, as any class of equity securities of the Company is first listed for trading on any national securities exchange, each member of the Committee shall satisfy the independence and other qualification requirements of such exchange. Vacancies occurring on the Committee will be filled by the Board. Resignation or removal of a Committee member from the Board for any reason will automatically constitute resignation or removal from the Committee.

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 work and any recommendations to the Board.

At the request of a Committee member, any of the Company’s Chief Executive Officer (CEO), Chief Financial Officer, 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 any advisors sought to be engaged by the Committee;

- liaise with any such advisors engaged by the Committee;
- collect and assemble meeting materials in coordination with the Chairperson, ensuring that relevant information is collected from within the Company and any advisors engaged by 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 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.

The Committee will 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 terms 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 will 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 Chairperson shall have the delegated authority to act on behalf of the Committee in connection with (1) approval of the retention of director search firms (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.

Committee Authority and Responsibilities

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

Director Nominations

- Develop and recommend to the Board the criteria for Board membership, including those set forth in the Company’s Corporate Governance Principles, as they may be amended from time to time;
- Consider the needs of the Board in relation to the qualifications, experience, expertise and diversity of the Board as a whole;
- Recruit, as necessary, director candidates who satisfy those needs;
- Conduct appropriate inquiries into the backgrounds and qualifications of potential director candidates;
- Review director candidates recommended by stockholders;
- Make recommendations to the Board with respect to the nomination of director candidates and

incumbent directors for election by the Company's stockholders; and

- Facilitate stockholder communications with the Board and make any disclosures required by applicable law to exercise its authority.

Corporate Governance Principles

- Consider and recommend to the Board for adoption the Corporate Governance Principles by which the Board and individual directors shall be guided; and
- Periodically consider and recommend to the Board any changes to the Corporate Governance Principles the Committee deems appropriate.

Governing Documents

- Consider and recommend to the Board any changes in the Certificate of Incorporation and Bylaws of the Company the Committee deems appropriate.

Committees of the Board

- Consider and recommend the functions of the various committees of the Board; and
- Recommend members and chairpersons of the committees.

Committee Charters

- Consider and propose to the Board the initial charters of the Board's standing committees; and
- Consider any changes proposed by such committees concerning their charters and make recommendations to the Board concerning such changes.

Succession Planning

- Review periodically with the Chief Executive Officer the succession plans relating to positions held by senior executives.

Board and Committee Self-Evaluation

- Oversee the annual self-evaluation of the Board and its committees.

Continuing Education

- Institute plans or programs for the continuing education of directors and orientation of new directors, as it deems appropriate.

Public Policy Matters

- Monitor the Company's public policy activities, if any, through periodic reports from management.

Committee Matters

- 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 Board for approval; and
- Perform any other activities consistent with this charter or as the Board deems necessary or appropriate.