

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 14A  
(Rule 14a-101)**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. )**

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**Humacyte, Inc.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee paid previously with preliminary materials.
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rule 14a-6(i)(1) and 0-11

# Your **Vote** Counts!

**HUMACYTE, INC.**

2023 Annual Meeting  
Vote by June 6, 2023  
11:59 P.M. Eastern Time

HUMACYTE, INC.  
2525 E. NC HIGHWAY 54  
DURHAM, NC 27713



V14964-P93069

## You invested in HUMACYTE, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the stockholder meeting to be held on June 7, 2023.**

### Get informed before you vote

View the Notice & Proxy Statement and Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 24, 2023. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

#### Smartphone users

Point your camera here and  
vote without entering a  
control number



#### Vote Virtually at the Meeting\*

June 7, 2023  
8:00 A.M. Eastern Time

Virtually at:  
[www.virtualshareholdermeeting.com/HUMA2023](http://www.virtualshareholdermeeting.com/HUMA2023)

\*Please check the meeting materials for any special requirements for meeting attendance.

v1.1

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting and is not a form for voting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of four Class II directors to serve until the 2026 Annual Meeting of Stockholders. <b>Nominees:</b> 01) Gordon M. Binder 02) Todd M. Pope 03) Kathleen Sebelius 04) Rajiv Shukla	☑ For
2. Ratification of the selection of PricewaterhouseCoopers LLP by the Board of Directors as Humacyte, Inc.'s independent registered public accounting firm for the year ending December 31, 2023.	☑ For
<b>NOTE:</b> Such other business as may properly come before the meeting or any adjournment thereof.	

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Delivery Settings".