

**CHARTER OF THE TALENT AND COMPENSATION  
COMMITTEE OF THE BOARD OF DIRECTORS OF  
PROKIDNEY CORP.**

**As amended on May 14, 2026**

**I. PURPOSE OF THE COMMITTEE**

The purposes of the Talent and Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of ProKidney Corp., a Delaware corporation (the “Company”), shall be to oversee the Company’s compensation and employee benefit plans and practices, including its executive compensation plans, and its incentive-compensation and equity-based plans; to review and discuss with management the Company’s compensation discussion and analysis (“CD&A”) to the extent required to be included in the Company’s annual proxy statement or annual report on Form 10-K filed with the U.S. Securities and Exchange Commission (the “SEC”); to prepare the Compensation Committee Report required by the rules of the SEC; and to perform such further functions as may be consistent with this Charter or assigned by applicable law, the Company’s By-laws (as amended from time to time, the “By-laws”) or the Board.

**II. COMPOSITION OF THE COMMITTEE**

The Committee shall consist of two or more independent directors as determined from time to time by the Board; *provided* that the Committee may consist of a fewer number of independent directors during the phase-in and cure periods applicable to newly public companies under the Nasdaq Stock Market LLC (“Nasdaq”) listing standards, exceptions applicable for so long as the Company remains a “controlled company” under Nasdaq Listing Rule 5615(a)(7)(A), and applicable SEC rules. Each member of the Committee shall be qualified to serve on the Committee pursuant to the applicable independence and other compensation committee membership requirements of Nasdaq, subject to available exceptions (including the phase-in and cure periods applicable to newly public companies and companies that have ceased to be “controlled companies”), and any additional requirements that the Board deems appropriate. In addition to the general independence standard required for membership on the Committee, the Board must consider all factors specifically relevant to determining whether the director has a relationship to the Company that is material to that director’s ability to be independent from management in connection with the duties of a Committee member, including, but not limited to, (i) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to the director and (ii) whether the director is affiliated with the Company, any of its subsidiaries or an affiliate of a subsidiary. To the extent that the Board deems practicable and advisable, members of the Committee shall also qualify as “non-employee directors” within the meaning of Rule 16b-3 promulgated under the U.S. Securities Exchange Act of 1934, as amended (the “Exchange Act”), provided, however, that notwithstanding anything contained herein to the contrary, if not all members of the Committee qualify as non-employee directors, any grant of equity compensation to directors and officers (as defined by Rule 16a-1(f) of the Exchange Act) shall be made by the full Board or a subcommittee of the Committee comprised of at least two members who qualify as non-employee directors.

The chairperson of the Committee shall be designated by the Board; *provided* that if the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson.

Any vacancy on the Committee shall be filled by majority vote of the Board. No member of the Committee shall be removed except by majority vote of the Board.

### **III. MEETINGS AND PROCEDURES OF THE COMMITTEE**

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but at least once annually. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary; *provided* that no executive officer of the Company may be present during any portion of a Committee meeting in which deliberation or any vote regarding his or her compensation occurs.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

The Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate. The provisions of the By-laws relating to meetings of the Board shall apply equally to meetings of the Committee unless otherwise stated herein.

### **IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE**

#### ***A. Executive and Director Compensation***

The Committee shall have the following duties and responsibilities with respect to executive and director compensation:

1. **Compensation Philosophy.** To review and approve the Company's overall compensation philosophy and strategy.

2. **Corporate Goals.** To review and recommend to the Board annually the goals and objectives of the Company's executive compensation plans relevant to the compensation of the Chief Executive Officer and other executive officers (as determined by the Board), monitor progress toward achievement of the corporate goals and recommend that the Board certify achievement of the goals.

3. **Executive Compensation Plans.** To review periodically any executive compensation plans of the Company in light of the Company's goals and objectives with respect to such plans, and, if the Committee deems it appropriate, adopt new or amend existing executive compensation plans.

4. **Compensation of the Chief Executive Officer.** To review and recommend to the Board for approval the Chief Executive Officer's equity and non-equity compensation

(including cash-based incentive compensation) based upon an evaluation of the performance of the Chief Executive Officer, including in light of any goals and objectives of the Company's executive compensation plans that were set for the Chief Executive Officer. In recommending the long-term incentive component of the Chief Executive Officer's compensation, the Committee shall consider factors as it determines relevant, which may include, for example, the Company's performance and relative shareholder return, the value of similar awards to chief executive officers of comparable companies, and the awards given to the Chief Executive Officer in past years.

5. **Compensation of the Executive Officers.** To determine and approve equity and non-equity compensation (including cash-based incentive compensation) for all executive officers of the Company (other than the Chief Executive Officer) based upon an evaluation of the performance of such executive officers in light of the goals and objectives of any executive compensation plans of the Company. To the extent that long-term incentive compensation is a component of such executive officer's compensation, the Committee shall consider all relevant factors in determining the appropriate level of such compensation, including the factors applicable with respect to the Chief Executive Officer.

6. **Director Compensation.** To evaluate annually the appropriate level of compensation for Board and Committee service by non-employee directors, and to make recommendations to the Board regarding such compensation.

7. **Employment and Severance Arrangements.** To determine and approve the terms for any employment agreements, severance or termination arrangements and any other compensatory contracts or arrangements to be made with any executive officer of the Company (other than the Chief Executive Officer) and to review and recommend to the Board for approval the terms for any employment agreements, severance or termination arrangements to be made with the Chief Executive Officer.

8. **Advisory Votes.** The Committee shall advise the Board on management proposals to shareholders on executive compensation matters, including advisory votes on executive compensation and frequency of such votes, and proposals received from shareholders on executive compensation matters, and the Committee shall oversee management's engagement with shareholders and proxy advisory firms on executive compensation matters if the Committee deems it appropriate. The Committee shall review the results of such votes and consider any implications in connection with the Committee's ongoing determinations and recommendations regarding the Company's executive compensation policies and practice.

9. **CD&A.** If applicable, to review and discuss with management the Company's CD&A and, based on that review and discussion, to recommend to the Board that the CD&A be included in the Company's annual proxy statement or annual report on Form 10-K.

10. **Risk Assessment.** To review compensation arrangements for the Company's employees to evaluate whether incentive and other forms of pay encourage unnecessary or excessive risk taking, and review and discuss, at least annually, the relationship between risk management policies and practices, corporate strategy and the Company's compensation arrangements.

11. **Clawback Policy.** To review and approve the terms of any compensation recoupment “clawback” policy for directors and executive officers, including, without limitation, a policy designed to comply with the rules or regulations adopted by the SEC and Nasdaq pursuant to Section 10D of the Exchange Act.

12. **Compensation Committee Report.** To prepare the Compensation Committee Report required by the rules and regulations of the SEC, if any, for inclusion in the Company’s annual proxy statement or annual report on Form 10-K.

13. **Additional Functions.** To perform such other functions as assigned by law, the By-laws or the Board.

***B. General Compensation and Employee Benefit Plans***

The Committee shall have the following duties and responsibilities with respect to the Company’s general compensation and employee benefit plans, including incentive-compensation and equity-based plans:

1. **Plan Objectives.** To review periodically the goals and objectives of the Company’s general compensation plans and other employee benefit plans, including incentive-compensation and equity-based plans, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate.

2. **Plan Amendments.** To review periodically the Company’s general compensation plans and other employee benefit plans, including incentive-compensation and equity-based plans, in light of the goals and objectives of these plans, and amend (except where Board or shareholder approval is required by law or the terms of the plan), or recommend that the Board amend, these plans if the Committee deems it appropriate.

3. **Equity-Based Plans.** To review and recommend to the Board for approval all equity-based plans to be submitted for shareholder approval under the Nasdaq Listing Standards, and to review and, in the Committee’s sole discretion, approve all equity-compensation plans that are exempt from such shareholder approval requirement.

4. **Additional Duties.** To perform such duties and responsibilities as may be assigned to the Board or the Committee under the terms of any compensation or other employee benefit plan, including any incentive-compensation or equity-based plan.

***C. Miscellaneous***

The Committee shall perform such additional activities, and consider such other matters, consistent with the scope of the Committee’s responsibilities under this Charter, the By-laws and applicable Nasdaq rules, including:

1. **Review of Charter.** To review and reassess the adequacy of this Charter annually and recommend to the Board for approval any proposed changes to this Charter.

2. **Performance Evaluation of the Committee.** To evaluate the performance of the Committee annually in accordance with Section VII.

## **V. ROLE OF CHIEF EXECUTIVE OFFICER**

The Chief Executive Officer may make, and the Committee may consider, recommendations to the Committee regarding the Company's compensation and employee benefit plans and practices, including its executive compensation plans, its incentive-compensation and equity-based plans with respect to executive officers (other than the Chief Executive Officer).

## **VI. DELEGATION OF AUTHORITY**

The Committee may form subcommittees consisting of one or more of its members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided, however*, that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole. Any such subcommittee shall report its actions and recommendations to the Committee.

## **VII. EVALUATION OF THE COMMITTEE**

The Committee shall, no less frequently than annually, evaluate its performance. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate.

The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

## **VIII. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS**

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser retained by the Committee, the expense of which shall be borne by the Company. The Committee may select a compensation consultant, legal counsel or other adviser to the Committee only after taking into consideration all factors relevant to that person's independence from management, including the following:

1. The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
2. The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
3. The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
4. Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
5. Any securities of the Company owned by the compensation consultant, legal counsel or other adviser; and
6. Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

The Committee shall conduct the independence assessment with respect to any compensation consultant, legal counsel or other adviser that provides advice to the Committee, other than: (i) in-house legal counsel; and (ii) any compensation consultant, legal counsel or other adviser whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: (1) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; or (2) providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the compensation consultant, and about which the compensation consultant does not provide advice.

Nothing herein requires a compensation consultant, legal counsel or other adviser to be independent, only that the Committee consider the enumerated independence factors before selecting or receiving advice from a compensation consultant, legal counsel or other adviser. The Committee may select or receive advice from any compensation consultant, legal counsel or other adviser it prefers, including ones that are not independent, after considering the six independence factors outlined above.

Nothing herein shall be construed: (1) to require the use or retention of a compensation consultant, legal counsel or other adviser to the Committee; (2) to require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel or other adviser to the Committee; or (3) to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

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While the members of the Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating,

any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable law.

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