

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

**SCHEDULE 14A**

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 under §240.14a-12

**Certara, 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 Rules 14a-6(i)(1) and 0-11.
-



## 2023 Proxy Statement





## Dear Fellow Stockholder,

On behalf of the Board of Directors and management of Certara, Inc., I cordially invite you to attend our annual meeting of stockholders on Tuesday, May 23, 2023, at 9:00 a.m. (Eastern Time). The 2023 Annual Meeting will be a virtual meeting of stockholders. You will be able to attend the 2023 Annual Meeting, vote your shares electronically and submit your questions during the meeting via live webcast by visiting [www.virtualshareholdermeeting.com/CERT2023](http://www.virtualshareholdermeeting.com/CERT2023). Stockholders will be able to listen, vote, and submit questions from their home or any location with internet connectivity.

To participate in the meeting, you must have the 16-digit number that is shown on your Notice of Internet Availability of Proxy Materials or on your proxy card if you elected to receive proxy materials by mail. The notice of meeting and proxy statement that follow describe the business that we will consider at the meeting.

We hope that you will be able to attend the meeting via our live webcast. However, regardless of whether you attend the meeting, your vote is very important. We are pleased to again offer multiple options for voting your shares. You may vote by telephone, via the internet, by mail or through our live webcast of the annual meeting, as described in this proxy statement.

Thank you for your continued support.

Sincerely,

A handwritten signature in black ink, appearing to read "William F. Feehery", with a stylized flourish at the end.

William F. Feehery  
Chief Executive Officer

April 10, 2023



**WILLIAM F. FEEHERY**  
Chief Executive Officer

# PROXY STATEMENT NOTICE OF 2023 ANNUAL MEETING OF STOCKHOLDERS

## Summary:



**MEETING DATE**  
May 23, 2023



**TIME**  
9:00 a.m. Eastern Time



**WEBCAST**  
[www.virtualshareholdermeeting.com/CERT2023](http://www.virtualshareholdermeeting.com/CERT2023)

The Annual Meeting of Stockholders of Certara, Inc. will be held on Tuesday, May 23, 2023, at 9:00 a.m. Eastern Time. You can attend the annual meeting via the internet, vote your shares electronically and submit your questions during the annual meeting, by visiting [www.virtualshareholdermeeting.com/CERT2023](http://www.virtualshareholdermeeting.com/CERT2023). You will need to have your 16-digit control number included on your Notice of Internet Availability of Proxy Materials or your proxy card (if you received a printed copy of the proxy materials) to join the annual meeting. We encourage you to allow ample time for online check-in, which will begin at 8:45 a.m. Eastern Time. For further information on how to participate in the meeting, please see Annual Meeting Information.

The annual meeting will be held to consider and vote upon the following proposals:

### PROPOSALS

- 1 Election of Class III directors;
- 2 Ratification of the appointment of our independent registered public accounting firm for 2023;
- 3 Non-binding advisory vote on named executive officer compensation; and
- 4 Conduct such other business as may be properly brought before the meeting.

This Proxy Statement and accompanying proxy card are first being made available on or about April 10, 2023. Only stockholders of record on March 28, 2023, may vote during the meeting. A list of these stockholders will be open for examination by any stockholder for any purposes germane to the 2023 Annual Meeting for a period of 10 days prior to the 2023 Annual Meeting by contacting our Investor Relations department at [ir@certara.com](mailto:ir@certara.com) and during the 2023 Annual Meeting at [www.virtualshareholdermeeting.com/CERT2023](http://www.virtualshareholdermeeting.com/CERT2023).

Please note that if you held common stock on March 28, 2023, in “street name” (that is, through a broker, bank or other nominee), you are considered the “beneficial owner” of those shares. As the beneficial owner of those shares, you have the right to direct your broker, bank or other nominee how to vote your shares. You will receive instructions from your broker, bank or other nominee that you must follow in order to have your shares of common stock voted.

Your vote is important to us. Even if you plan on participating in the annual meeting virtually, we recommend that you vote as soon as possible by telephone, by internet or by signing, dating and returning the proxy card in the postage-paid envelope provided.

Sincerely,

Richard M. Traynor  
*Senior Vice President, General Counsel, and Secretary*

Princeton, New Jersey  
April 10, 2023

100 Overlook Center, Suite 101, Princeton, NJ 08540




# TABLE OF CONTENTS

<b><u>Proxy Statement Summary</u></b>	<b><u>1</u></b>	<b><u>Audit Committee Matters</u></b>	<b><u>29</u></b>
<a href="#"><u>Voting Items and Board Recommendations</u></a>	<a href="#"><u>1</u></a>	<a href="#"><u>Services and Fees for 2022 and 2021</u></a>	<a href="#"><u>30</u></a>
<a href="#"><u>Voting Methods</u></a>	<a href="#"><u>1</u></a>	<a href="#"><u>Audit Committee Pre-Approval Process</u></a>	<a href="#"><u>30</u></a>
<a href="#"><u>Company Overview</u></a>	<a href="#"><u>1</u></a>	<a href="#"><u>Report of the Audit Committee</u></a>	<a href="#"><u>31</u></a>
<a href="#"><u>Director Nominees</u></a>	<a href="#"><u>2</u></a>		
<b><u>Annual Meeting Information</u></b>	<b><u>3</u></b>	<b><u>Compensation Discussion &amp; Analysis</u></b>	<b><u>32</u></b>
<a href="#"><u>Proxy Statement Materials</u></a>	<a href="#"><u>3</u></a>	<a href="#"><u>Executive Compensation</u></a>	<a href="#"><u>32</u></a>
<a href="#"><u>Questions and Answers You May Have About Our</u></a>	<a href="#"><u>3</u></a>	<a href="#"><u>Executive Summary</u></a>	<a href="#"><u>32</u></a>
<a href="#"><u>Annual Meeting and Voting</u></a>	<a href="#"><u>3</u></a>	<a href="#"><u>Summary of Executive Compensation Practices</u></a>	<a href="#"><u>32</u></a>
		<a href="#"><u>Elements of Our Compensation Program</u></a>	<a href="#"><u>34</u></a>
<b><u>Board and Governance Practices</u></b>	<b><u>9</u></b>	<b><u>Compensation Committee Report</u></b>	<b><u>41</u></b>
<a href="#"><u>Overview</u></a>	<a href="#"><u>9</u></a>		
<a href="#"><u>Corporate Governance Guidelines</u></a>	<a href="#"><u>9</u></a>	<b><u>Executive Compensation</u></b>	<a href="#"><u>42</u></a>
<a href="#"><u>Director Independence</u></a>	<a href="#"><u>9</u></a>	<a href="#"><u>Summary Compensation Table</u></a>	<a href="#"><u>42</u></a>
<a href="#"><u>Our Board of Directors</u></a>	<a href="#"><u>9</u></a>	<a href="#"><u>Outstanding Equity Awards at 2022 Year End</u></a>	<a href="#"><u>48</u></a>
<a href="#"><u>Background and Experience of Directors</u></a>	<a href="#"><u>10</u></a>	<a href="#"><u>Employment Agreements</u></a>	<a href="#"><u>50</u></a>
<a href="#"><u>Board Leadership Structure</u></a>	<a href="#"><u>11</u></a>	<a href="#"><u>CEO Pay Ratio</u></a>	<a href="#"><u>51</u></a>
<a href="#"><u>Board Self-Assessment</u></a>	<a href="#"><u>11</u></a>	<a href="#"><u>Termination and Severance</u></a>	<a href="#"><u>52</u></a>
<a href="#"><u>Board Meetings</u></a>	<a href="#"><u>12</u></a>	<a href="#"><u>Pay Versus Performance</u></a>	<a href="#"><u>57</u></a>
<a href="#"><u>Risk Oversight</u></a>	<a href="#"><u>12</u></a>		
<a href="#"><u>Sustainability</u></a>	<a href="#"><u>12</u></a>	<b><u>Proposal 3 — Advisory Vote to Approve the</u></b>	
<a href="#"><u>Board Diversity</u></a>	<a href="#"><u>13</u></a>	<b><u>2023 Compensation of Our Named Executive</u></b>	
<a href="#"><u>Policy on Hedging and Pledging</u></a>	<a href="#"><u>13</u></a>	<b><u>Officers</u></b>	<b><u>62</u></b>
<a href="#"><u>Committees</u></a>	<a href="#"><u>14</u></a>	<a href="#"><u>Vote Required for Approval</u></a>	<a href="#"><u>62</u></a>
<a href="#"><u>Code of Conduct</u></a>	<a href="#"><u>17</u></a>		
<a href="#"><u>Stock Ownership Requirements</u></a>	<a href="#"><u>17</u></a>	<b><u>Our Executive Officers</u></b>	<b><u>62</u></b>
<a href="#"><u>Communications With Our Board</u></a>	<a href="#"><u>17</u></a>		
<a href="#"><u>Director Compensation</u></a>	<a href="#"><u>18</u></a>	<b><u>Certain Relationships and Related Party</u></b>	
		<b><u>Transactions</u></b>	<b><u>64</u></b>
<b><u>Proposal 1 — Election of Class III Directors</u></b>	<b><u>21</u></b>	<a href="#"><u>Registration Rights Agreement</u></a>	<a href="#"><u>64</u></a>
<a href="#"><u>Vote Required for Approval</u></a>	<a href="#"><u>21</u></a>	<a href="#"><u>Stockholders Agreement</u></a>	<a href="#"><u>64</u></a>
<a href="#"><u>Nominees For Election For a Three Year Term</u></a>	<a href="#"><u>21</u></a>	<a href="#"><u>Indemnification of Directors and Officers</u></a>	<a href="#"><u>65</u></a>
<a href="#"><u>Expiring at the 2026 Annual Meeting</u></a>	<a href="#"><u>22</u></a>	<a href="#"><u>Related Persons Transaction Policy</u></a>	<a href="#"><u>65</u></a>
<a href="#"><u>Continuing Directors in Office for a Term Expiring at</u></a>	<a href="#"><u>24</u></a>		
<a href="#"><u>the 2024 Annual Meeting</u></a>	<a href="#"><u>24</u></a>	<b><u>Delinquent Section 16(A) Reports</u></b>	<b><u>65</u></b>
<a href="#"><u>Continuing Directors in Office for a Term Expiring at</u></a>	<a href="#"><u>26</u></a>		
<a href="#"><u>the 2025 Annual Meeting</u></a>	<a href="#"><u>26</u></a>	<b><u>Stock Ownership Table</u></b>	<b><u>65</u></b>
<b><u>Proposal 2 — Ratification of the Selection of</u></b>		<b><u>Other Matters</u></b>	<b><u>68</u></b>
<b><u>Our Independent Registered Public</u></b>		<a href="#"><u>Stockholder Recommendations and Nominations of</u></a>	
<b><u>Accounting Firm</u></b>	<b><u>28</u></b>	<a href="#"><u>Director Candidates</u></a>	<a href="#"><u>68</u></a>
<a href="#"><u>Vote Required for Approval</u></a>	<a href="#"><u>28</u></a>	<a href="#"><u>Submission of Stockholder Proposals and Board</u></a>	
		<a href="#"><u>Nominees for 2024</u></a>	<a href="#"><u>68</u></a>
		<a href="#"><u>Availability of 2022 Form 10-K</u></a>	<a href="#"><u>69</u></a>

## PROXY STATEMENT SUMMARY

This summary highlights selected information in the proxy statement. Please review the entire proxy statement and our Annual Report on Form 10-K for the fiscal year ended December 31, 2022, before voting.

### VOTING ITEMS AND BOARD RECOMMENDATIONS

PROPOSALS	BOARD RECOMMENDATION
<b>1</b> To elect three Class III directors.	 <b>FOR</b>
<b>2</b> To ratify the selection of RSM US LLP as our independent registered public accounting firm for 2023.	 <b>FOR</b>
<b>3</b> To conduct a non-binding advisory vote to approve the compensation of our named executive officers.	 <b>FOR</b>

### VOTING METHODS



#### INTERNET

Visit [www.proxyvote.com](http://www.proxyvote.com). You will need the 16-digit number included in your proxy card, voting instruction form or notice.



#### TELEPHONE

Call 1-800-690-6903 or the number on your voting instruction form. You will need the 16-digit number included in your proxy card, voting instruction form or notice.



#### MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope.



#### VIA WEBCAST DURING THE ANNUAL MEETING

Visit [www.virtualshareholdermeeting.com/CERT2023](http://www.virtualshareholdermeeting.com/CERT2023). You will need the 16-digit number shown on your proxy card, voting instruction form or notice. Online access begins at 8:45 a.m. Eastern Time.

### COMPANY OVERVIEW

Certara, Inc., incorporated on June 27, 2017, is a Delaware corporation, with its executive offices at 100 Overlook Center, Suite 101, Princeton, NJ 08540. In this proxy statement the words “Certara,” “Company,” “we,” “us,” or “our” refer to Certara, Inc. and include all of its consolidated subsidiaries, unless otherwise indicated or the context requires otherwise. References to “the Board” refer to our Board of Directors. Our Common stock is listed on The Nasdaq Global Select Market (“Nasdaq”) under the symbol “CERT.”

Certara delivers software products and technology-driven services to our customers to efficiently carry out and realize the full benefits of biosimulation in drug discovery, preclinical and clinical research, regulatory submissions and market access. We are a global leader in biosimulation, and the Company’s biosimulation software and technology-driven services help optimize, streamline, or even waive certain clinical trials to accelerate drug development programs, reduce costs, and increase the probability of success. Our software and services are underpinned by technologies such as natural language processing, deep learning and Bayesian analytics. When combined, these solutions allow us to offer customers end-to-end support across the entire product life cycle.

PROXY STATEMENT SUMMARY

## DIRECTOR NOMINEES

---

The Board has nominated the following as three Class III director candidates:

William Feehery  
Rosemary Crane  
Stephen McLean

The director candidates have been nominated for a three-year term to expire at the 2026 annual meeting of the Company's stockholders and once their successors have been elected and qualified. Detailed information about each nominee's background, skills and qualifications can be found under "Proposal 1 — Election of Directors."

**PROXY STATEMENT**  
**ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 23, 2023**

## ANNUAL MEETING INFORMATION

### PROXY STATEMENT MATERIALS

---

These proxy materials are being provided in connection with the solicitation of proxies by our Board of Directors for the Annual Meeting of Shareholders, which will be conducted via live webcast on Tuesday, May 23, 2023, at 9:00 a.m. Eastern Time. You can attend the annual meeting via the internet by visiting [www.virtualshareholdermeeting.com/CERT2023](http://www.virtualshareholdermeeting.com/CERT2023). This proxy statement and accompanying proxy card are first being made available on or about April 10, 2023. A copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2022, including financial statements, is being sent simultaneously with this proxy statement to each stockholder who requested paper copies of these materials and will also be available at [www.proxyvote.com](http://www.proxyvote.com). Unless otherwise indicated, references to “2022,” the “2022 fiscal year” and the “year ended December 31, 2022” refer to our fiscal year ended on December 31, 2022.

### QUESTIONS AND ANSWERS YOU MAY HAVE ABOUT OUR ANNUAL MEETING AND VOTING

---

#### When and where is the annual meeting held?

The annual meeting will be held on Tuesday, May 23, 2023, at 9:00 a.m. Eastern Time. Our 2023 Annual Meeting will be a virtual meeting of stockholders, which will be conducted exclusively by webcast.

#### How do I attend the annual meeting?

You will be able to attend the 2023 Annual Meeting, vote your shares electronically and submit your questions during the meeting via live webcast by visiting [www.virtualshareholdermeeting.com/CERT2023](http://www.virtualshareholdermeeting.com/CERT2023). You will be able to attend the 2023 Annual Meeting from any location with internet connectivity. You will not be able to attend the annual meeting in person.

#### Who may vote during the annual meeting?

You may vote if you owned shares of our common stock as of March 28, 2023, which is the record date for our annual meeting. You are entitled to one vote on each matter presented at the annual meeting for each share of common stock that you owned on that date. As of March 28, 2023, we had 159,614,011 shares of common stock outstanding (not including treasury shares).

#### Are all of the Company’s directors standing for election at the 2023 Annual Meeting?

No, only our Class III directors are standing for re-election at this time. Our Class I directors will stand for election in 2024, and our Class II directors will stand for election in 2025.

#### How do stockholders participate in the virtual meeting?

To participate in the meeting, you must have your 16-digit number that is shown on your Notice of Internet Availability of Proxy Materials (the “Notice”) or on your proxy card if you elected to receive proxy materials by mail. You may access the annual meeting by visiting [www.virtualshareholdermeeting.com/CERT2023](http://www.virtualshareholdermeeting.com/CERT2023). We will have technicians ready to assist you with any technical difficulties you may have accessing the virtual meeting or submitting questions. If you encounter any difficulties accessing the virtual meeting during the check-in or meeting time, please call the technical support number that will be posted on the virtual meeting log in page.



## ANNUAL MEETING INFORMATION

**Will stockholders be able to participate in the virtual meeting on the same basis stockholders would be able to participate in an in-person annual meeting?**

The virtual meeting format for the annual meeting will enable full and equal participation by all our stockholders from any place in the world that has internet connection at little to no cost, while protecting the health and well-being of our stockholders and other participants at the annual meeting.

We designed the format of the virtual meeting to ensure that stockholders who attend our annual meeting will be afforded the same rights and opportunities to participate as they would at an in-person meeting and to enhance stockholder access, participation and communication through online tools. We will take the following steps to ensure such an experience:

- providing stockholders with the ability to submit appropriate questions in advance of the meeting to ensure thoughtful responses from management and the Board of Directors;
- providing stockholders with the ability to submit appropriate questions real-time via the meeting website; and
- answering as many questions submitted in accordance with the meeting rules of conduct as possible in the time allotted for the meeting without discrimination.

**What is the difference between holding shares as a stockholder of record and as a beneficial owner?**

*Stockholder of Record.* If your shares are registered directly in your name with our transfer agent, Broadridge Corporate Issuer Solutions, Inc., you are considered to be the stockholder of record with respect to those shares, and we have sent the Notice directly to you. As a stockholder of record, you have the right to grant your voting proxy directly to us or to vote during the live webcast of the annual meeting.

*Beneficial Owner.* If your shares are held in a stock brokerage account or by a bank or other intermediary, you are considered to be the beneficial owner of shares held in “street name,” and the Notice has been forwarded to you by your bank, broker, or other nominee (which is considered to be the stockholder of record with respect to those shares). As a beneficial owner, you have the right to direct your bank, broker, or other nominee on how to vote. Your bank, broker, or other nominee has sent you a voting instruction form for you to use in directing the bank, broker, or other nominee regarding how to vote your shares. However, since you are not the stockholder of record, you may not vote these shares during the live webcast of the annual meeting.

**How do I vote?**

If you plan to attend the annual meeting, you may vote and submit questions while attending the meeting via live webcast. You will need your 16-digit number that is shown on your Notice or your proxy card (if you received a printed copy of the proxy materials) in order to be able to enter the meeting. Shares held in your name as the stockholder of record may be voted by you, while the polls remain open, at [www.virtualshareholdermeeting.com/CERT2023](http://www.virtualshareholdermeeting.com/CERT2023) during the meeting.

**If your common stock is held in your name, there are three ways for you to vote by proxy:**

- If you received a paper copy of the proxy materials by mail, mail the completed proxy card in the enclosed return envelope;
- Call 1-800-690-6903; or
- Log on to the internet at [www.proxyvote.com](http://www.proxyvote.com) and follow the instructions at that site. The website address for internet voting is also provided on your Notice.

Telephone and internet voting will close at 11:59 p.m. Eastern Time on May 22, 2023. Proxies submitted by mail must be received prior to the meeting. Unless you indicate otherwise on your proxy card, the persons named as your proxies will vote your common stock:

- FOR the election of each of the Class III Director nominees named in this proxy statement (Proposal 1);
- FOR the ratification of the selection of our independent registered public accounting firm for 2023 (Proposal 2); and
- FOR the approval, on an advisory basis, of the compensation of our named executive officers (Proposal 3).

If your common stock is held in the name of your broker, bank or other nominee, then you should receive separate instructions from the holder of your common stock describing how to vote your common stock.

Even if you plan to attend the annual meeting via live webcast, we recommend that you vote your common stock in advance as described above so that your vote will be counted if you later decide not to participate in the virtual meeting.

#### **Can my broker vote my shares without instructions from me?**

If you are a beneficial owner whose shares are held of record by a brokerage firm, bank, broker-dealer or other similar organization, you must instruct them how to vote your shares. Please use the voting instruction form provided to you by your brokerage firm, bank, broker-dealer or other similar organization to direct them how to vote your shares. If you do not provide voting instructions, your shares will not be voted on the election of directors or any other proposal on which the brokerage firm, bank, broker-dealer or other similar organization does not have discretionary authority to vote. This is called a “broker non-vote.” In these cases, the brokerage firm, bank, broker-dealer or other similar organization can register your shares as being present at the annual meeting for purposes of determining the presence of a quorum but will not be able to vote on those matters for which specific authorization is required under applicable rules.

If you are a beneficial owner whose shares are held of record by a brokerage firm, bank, broker-dealer or other similar organization, your brokerage firm, bank, broker-dealer or other similar organization has discretionary voting authority under applicable rules to vote your shares on the ratification of the appointment of the Company’s independent registered public accounting firm (Proposal 2), even if the brokerage firm, bank, broker-dealer or other similar organization does not receive voting instructions from you. However, your brokerage firm, bank, broker-dealer or other similar organization does not have discretionary authority to vote on the election of directors (Proposal 1) and the advisory vote with respect to NEO compensation (Proposal 3) without instructions from you, in which case a broker non-vote will occur and your shares will not be voted on these matters.

#### **How is a quorum determined?**

Holders of record of a majority of the voting power of the issued and outstanding shares of capital stock of the Company entitled to vote at the annual meeting must be present in person or represented by proxy to constitute a quorum for the transaction of business at the meeting. Shares that vote with respect to at least one proposal to be considered at the annual meeting, votes to “Withhold” authority on the election of directors, and votes to “Abstain,” broker votes and broker non-votes (only when accompanied by broker votes with respect to at least one matter at the meeting) are counted as present and entitled to vote for purposes of determining a meeting quorum. No business may be conducted at the annual meeting if a quorum is not present. Stockholders attending the meeting through the live webcast will be considered present for the purposes of determining a meeting quorum. If a quorum is not present by attendance at the annual meeting or represented by proxy, the stockholders present by attendance at the meeting or by proxy may adjourn the meeting, until a quorum is present. If a new record date is fixed for the adjourned meeting, we will provide notice of the adjourned meeting to each stockholder of record entitled to vote at the meeting.

## ANNUAL MEETING INFORMATION

**What are the voting requirements to approve each of the proposals?**

PROPOSALS		VOTE REQUIRED	BROKER DISCRETIONARY VOTING ALLOWED
<b>1</b>	Election of Class III Directors.	Plurality of votes cast for each director nominee (the nominees receiving the most “FOR” votes).	No
<b>2</b>	Ratification of the Selection of our Independent Registered Public Accounting Firm for 2023.	Majority of the voting power of the shares of stock present in person or represented by proxy and entitled to vote on the matter.	Yes
<b>3</b>	An Advisory Vote to Approve the Compensation of our Named Executive Officers.	Majority of the voting power of the shares of stock present in person or represented by proxy and entitled to vote on the matter.	No

With respect to Proposal 1 (Election of Class III Directors), you may vote “For” or “Withhold” with respect to each director nominee. Only votes cast “For” a nominee will be counted in the election of directors. Votes cast to “Withhold” with respect to one or more nominees will result in those nominees receiving fewer votes but will not count as a vote against the nominees. The individuals who receive the highest number of votes are elected as directors up to the maximum number of directors to be elected at the meeting. This means that the three nominees receiving the highest number of votes at the annual meeting will be elected, even if these votes do not constitute a majority of the votes cast. Proxies may not be voted for more than three directors and stockholders may not cumulate votes in the election of directors.

With respect to Proposal 2 (Ratification of the Selection of our Independent Registered Public Accounting Firm), you may vote “For,” “Against,” or “Abstain.” If you abstain from voting on this matter, your shares will be counted as present and entitled to vote on that matter for purposes of establishing a quorum but will not be counted for purposes of determining the number of votes cast. Proposal 2 is the only proposal on which your broker is entitled to vote your shares if no instructions are received from you.

With respect to Proposal 3 (An Advisory Vote to Approve the Compensation of our Named Executive Officers), you may vote for “For,” “Against,” or “Abstain.” This proposal requires the favorable vote of the holders of a majority of the voting power of the shares of common stock present in person or represented by proxy at the annual meeting and entitled to vote on the proposal.

Abstentions will not affect the outcome of Proposals 1, 2 or 3 because abstentions are not considered votes cast on those proposals.

**Where can I find the voting results?**

The preliminary voting results will be announced at the 2023 Annual Meeting, and the final voting results will be reported in a Current Report on Form 8-K, which we will file with the SEC within four business days following the annual meeting.

**Can I revoke my proxy?**

You can revoke your proxy if your common stock is held in your name by:

- Filing written notice of revocation before our annual meeting with our Secretary at the address shown on the front of this Proxy Statement;
- Signing a proxy bearing a later date and delivering it before our annual meeting; or
- Attending the live webcast and voting online during the annual meeting.

If your common stock is held in the name of your broker, bank or other nominee, please follow the voting instructions provided by the holder of your common stock regarding how to revoke your proxy.

#### **Who participates in and pays for this proxy solicitation?**

Our Board of Directors solicits proxies on our behalf, and we will bear the expense of preparing, printing and mailing this proxy statement and the proxies we solicit. Proxies may be solicited by mail, telephone, personal contact and electronic means and may also be solicited by directors and officers in person, by the internet, by telephone or by facsimile transmission, without additional remuneration.

The Company will also request brokerage firms, banks, nominees, custodians and fiduciaries to forward proxy materials to the beneficial owners of shares of our common stock as of the record date, and we will reimburse them for the cost of forwarding the proxy materials in accordance with customary practice. Your cooperation in promptly voting your shares and submitting your proxy by the internet or telephone, or by completing and returning the enclosed proxy card (if you received your proxy materials in the mail), will help to avoid additional expense.

#### **Where can I find our corporate governance materials?**

Current copies of our Board's Corporate Governance Guidelines, Code of Conduct, and the charters for our Audit Committee, Compensation Committee, and Nominating and Corporate Governance Committee are available in the Corporate Governance section of the Investor Relations page on our website at [www.certara.com](http://www.certara.com). We are not, however, including the other information contained on or available through our website as a part of, or incorporating such information by reference into, this proxy statement.

#### **How do I eliminate paper and duplicative materials?**

*Internet availability* — Pursuant to rules adopted by the SEC, we are providing access to our proxy materials over the internet. Accordingly, we sent a Notice to our stockholders. All stockholders will have the ability to access the proxy materials on the website referred to in the Notice or request to receive a printed set of the proxy materials. Instructions on how to access the proxy materials over the internet or to request a printed copy may be found in the Notice.

*Important Notice* — Our 2023 Proxy Statement and Annual Report on Form 10-K for the fiscal year ended December 31, 2022, are available free of charge on the Investors Relations page on our website at [www.certara.com](http://www.certara.com). We will provide by mail, without charge, a copy of our 2022 Form 10-K at your request. Please direct all inquiries to our Investor Relations Department at Certara, Inc. at 100 Overlook Center, Suite 101, Princeton, New Jersey, 08540, or by email at [ir@certara.com](mailto:ir@certara.com).

*Householding* — Householding permits us to mail a single set of proxy materials to any household in which two or more different stockholders reside and are members of the same household or in which one stockholder has multiple accounts. If we household materials for future meetings, then only one copy of our 2022 Form 10-K and proxy statement will be sent to multiple stockholders who share the same address and last name, unless we have received contrary instructions from one or more of those stockholders. In addition, we have been notified that certain intermediaries (i.e., brokers, banks or other nominees) will household proxy materials for the annual meeting. If you wish to receive a separate copy of our 2022 Form 10-K and proxy statement or of future annual reports and proxy statements, then you may contact our Investor Relations Department by (i) mail at Certara, Inc., Attention: Investor Relations, 100 Overlook Center, Suite 101, Princeton, New Jersey, 08540, or (ii) email at [ir@certara.com](mailto:ir@certara.com). You can also contact your broker, bank or other nominee

## ANNUAL MEETING INFORMATION

to make a similar request. If we did not household your proxy materials for the 2023 Annual Meeting but you would like us to do so in the future, please contact our Investor Relations Department by mail or email as listed above.

**Information Not Incorporated by Reference**

The Audit Committee Report and Compensation Committee Report contained herein shall not be deemed to be “soliciting material” or “filed” with the SEC, nor shall such information be incorporated by reference into any filings under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent specifically incorporated by reference therein. In addition, we are not including any information contained on or available through our corporate website or any other website that we may maintain as part of, or incorporating such information by reference into, this proxy statement.

**Who is our transfer agent?**

Broadridge Corporate Issuer Solutions, Inc., or Broadridge, is the transfer agent for the common stock of Certara. Broadridge can be reached at (844) 998-0339 or via email at [shareholder@broadridge.com](mailto:shareholder@broadridge.com). You should contact Broadridge if you are a registered stockholder and have a question about your account, or if you would like to report a change in your name or address. Broadridge can be contacted as follows:

**Regular, Registered or Overnight Mail**

Broadridge Corporate Issuer Solutions, Inc.  
Attention: Interactive Workflow System  
1155 Long Island Avenue  
Edgewood, NY 11717

**Telephone Inquiries:**

Domestic Shareowners: (844) 998-0339 or  
TTY for hearing impaired: (855) 627-5080  
International Shareowners: (303) 562-9304 or  
TTY for hearing impaired: (720) 399-2074

**Website:** [www.shareholder.broadridge.com](http://www.shareholder.broadridge.com)

## BOARD AND GOVERNANCE PRACTICES

### OVERVIEW

The following section provides an overview of our Board of Directors and corporate governance practices. We have taken several actions to be responsive to stockholder feedback, including expanding our stockholder outreach efforts and enhancing our proxy disclosure to provide greater transparency to our stockholders.

### CORPORATE GOVERNANCE GUIDELINES

Our Board of Directors has adopted corporate governance guidelines, which describe the principles and practices that the Board will follow in carrying out its responsibilities. These guidelines cover a number of areas, including the role and responsibilities, size and composition of the board, independence of directors, selection of chairperson of the board and chief executive officer, conflicts of interest, change in present job responsibility, director orientation and continuing education, lead director, term limits, retirement age, board meetings, board committees, expectations of directors, management succession planning, evaluation of board performance, board compensation, communications with stockholders, implementation of stockholder agreements, and communications with non-management directors. A copy of our corporate governance guidelines is available on our website at [www.certara.com](http://www.certara.com) under “Investors — Corporate Governance — Documents & Charters.”

### DIRECTOR INDEPENDENCE

Pursuant to the corporate governance listing standards of the Nasdaq, a director employed by us cannot be deemed an “independent director.” Each other director will qualify as “independent” only if our Board affirmatively determines that he or she has no material relationship with us, either directly or as a partner, stockholder or officer of an organization that has a relationship with us. Ownership of a significant amount of our stock, by itself, does not constitute a material relationship.

Our Board has affirmatively determined that each of our directors, other than Dr. Feehery, qualifies as “independent” in accordance with the Nasdaq rules and applicable rules and regulations of the U.S. Securities and Exchange Commission. In making its determination, our Board considered and reviewed all information known to it (including information identified through directors’ questionnaires).

### OUR BOARD OF DIRECTORS

Our amended and restated certificate of incorporation provides that, subject to the right of holders of any series of preferred stock, the Board will be divided into three classes of directors, with the classes to be as nearly equal in number as possible, and with the directors serving staggered three-year terms, with only one class of directors being elected at each annual meeting of stockholders.

CLASS	DIRECTORS	TERM EXPIRES
III	R. Crane	2023
	W. Feehery	2023
	S. McLean	2023
I	J. Cashman	2024
	N. Killefer	2024
	D. Spaight	2024
II	E. Broshy	2025
	C. Collins	2025
	M. Walsh	2025

## BOARD AND GOVERNANCE PRACTICES

Our amended and amended restated certificate of incorporation and amended and restated bylaws provide that, subject to any rights of holders of preferred stock to elect additional directors under specified circumstances, the number of directors will be fixed from time to time exclusively pursuant to a resolution adopted by the Board. The number of directors currently fixed by the Board is nine.

On November 3, 2022, EQT Avatar Parent, L.P. (“EQT”) entered into an agreement to sell its shares of the Company’s common stock to Arsenal Saturn Holdings LP, an affiliate of Arsenal Capital Partners (together with certain of its affiliated investment funds, “Arsenal”). In connection with the EQT/Arsenal Transaction, the Company and Arsenal entered into a stockholder agreement (the “Stockholder Agreement”), dated November 3, 2022. Pursuant to the Stockholder Agreement, Arsenal will have the right to nominate two directors to our Board until the latest of: (i) from the closing date of the EQT/Arsenal Agreement transaction until the two-year anniversary thereof, for so long as Arsenal continues to own 100% of the shares Arsenal purchased in connection with the transaction, (ii) after the two-year anniversary of the closing date of the transaction, for so long as Arsenal beneficially owns at least 12% of the total number of Adjusted Shares Outstanding (as defined in and calculated by the Stockholders Agreement) and (iii) from the closing date of the transaction until the five-year anniversary thereof, for so long as Arsenal continues to own 100% of the shares Arsenal purchased in connection with the transaction, as such number of shares may be adjusted from time to time for any reorganization, recapitalization, stock dividend, stock split, reverse stock split or other similar changes in the Company’s capitalization. Arsenal’s right to nominate two directors to our Board will be reduced to the right to nominate one director to our Board if Arsenal beneficially owns at least 6%, but less than 12%, of the total number of Adjusted Shares Outstanding. Any individual designated by Arsenal to be nominated to our Board (any individual so designated, an “Arsenal Director Nominee”) must be (i) a full-time senior employee of Arsenal Capital Management LP or its affiliates, such as an investment partner, a senior partner or an operating partner, or (ii) another individual that Arsenal reasonably believes is appropriately qualified to serve as a director on the board of a public company, provided that the designation of any individual pursuant to clause (ii) is subject to the consent of the Board (excluding any Arsenal Director Nominees), acting in its sole discretion. See “Certain Relationships and Related Party Transactions — Stockholders Agreement.”

Pursuant to the Stockholders Agreement, for so long as Arsenal has the right to nominate any persons to our board, (i) we must include the Arsenal nominee on the slate that is included in our proxy statements relating to the election of directors of the class to which such persons belong and provide the highest level of support for the election of each such persons as we provide to any other individual standing for election as a director, and (ii) we must include on the slate that is included in our proxy statement relating to the election of directors only the Arsenal Director Nominee and the other nominees (if any) nominated by the Nominating and Corporate Governance Committee of our Board. In addition, Arsenal will agree with the Company to vote in favor of the Company slate that is included in our proxy statement. As long as the Board is classified, the Arsenal Director Nominees shall be Class I and Class III directors, as designated by Arsenal.

In the event that an Arsenal Director Nominee ceases to serve as a director for any reason (other than the failure of our stockholders to elect such individual as a director), Arsenal is entitled to appoint another nominee to fill the resulting vacancy.

Following the closing of the EQT/Arsenal transaction, Arsenal designated, and the Company appointed (i) Stephen McLean to continue to serve on the Board as a Class III director, and (ii) David Spaight to serve on the Board as a Class I director.

## BACKGROUND AND EXPERIENCE OF DIRECTORS

When considering whether directors and nominees have the experience, qualifications, attributes or skills, taken as a whole, to enable our Board to satisfy its oversight responsibilities effectively in light of our business and structure, the Board focused primarily on each person’s background and experience as reflected in the information discussed in each of the directors’ individual biographies set forth below. In addition, the Nominating and Corporate Governance Committee takes into account a candidate’s ability to contribute to the diversity of background and experience represented on the Board. We believe that our directors provide an appropriate



mix of experience and skills relevant to the size and nature of our business. Once appointed, directors serve until their term expires, they resign or they are removed by the stockholders.

AREAS OF EXPERTISE/LEADERSHIP QUALITIES	TOTAL MEMBERS
<b>EXECUTIVE LEADERSHIP</b>	
CEO Experience	6
CFO Experience	2
CTO/R&D Experience	2
COO Experience	1
<b>INDUSTRY BACKGROUND</b>	
Pharmaceutical/Biotech	6
Pharma Services/Tech	4
Technology (IT/Software/Cybersecurity)	4
<b>SKILLS</b>	
Mergers and Acquisitions	8
Investor Relations	8
Sales & Marketing	7
Operations	7
Corporate Governance/Ethics	7
Financial/Audit & Risk	6
Human Capital Management/Compensation	6
Global/International Business	4
Technology (IT/Software/Cybersecurity)	3
Science/R&D	2

## BOARD LEADERSHIP STRUCTURE

Our Board has no policy with respect to the separation of the offices of chief executive officer and chairperson of the board. It is the Board's view that rather than having a rigid policy, the Board, upon consideration of all relevant factors and circumstances, will determine, as and when appropriate, whether the two offices should be separate. It is the policy of our Board that whenever the chairperson of the Board is also the chief executive officer or is a director who does not otherwise qualify as an "independent director," the independent directors will elect from among themselves a lead director of the Board.

Currently, our leadership structure separates the offices of chief executive officer and chairperson of the board with Dr. Feehery serving as our chief executive officer and Mr. Cashman serving as chairperson of the Board. We believe this is appropriate as it provides Dr. Feehery with the ability to focus on our day-to-day operations while allowing Mr. Cashman to lead our Board in its fundamental role of providing advice to and oversight of management.

## BOARD SELF-ASSESSMENT

The Board conducts an annual self-assessment to determine whether the Board and its committees are functioning effectively. Among other things, the Board's self-assessment seeks input from the directors on whether they have the tools and access necessary to perform their oversight function as well as suggestions for improvement of the Board's functioning. In addition, our Audit Committee, Compensation Committee, and



BOARD AND GOVERNANCE PRACTICES

Nominating and Corporate Governance Committee each conduct their own annual self-assessment, which includes an assessment of the adequacy of their performance as compared to their respective charters.

BOARD MEETINGS

The Board met eight times during the fiscal year that ended December 31, 2022. Each of the directors who were on the Board during the 2022 fiscal year attended at least 75% of the aggregate of (i) the total number of meetings of the Board and (ii) the total number of meetings held by all committees of the Board on which he or she served that were held during the time he or she served. We encourage our Board to attend annual meetings of our stockholders. All of our then-current directors attended the 2022 annual meeting.

RISK OVERSIGHT

Our Board has extensive involvement in the oversight of risk management related to us and our business and accomplishes this oversight through regular reporting by the Audit Committee.

THE PURPOSE OF THE AUDIT COMMITTEE IS TO ASSIST THE BOARD IN FULFILLING ITS FIDUCIARY OVERSIGHT RESPONSIBILITIES RELATING TO:

1	2	3
The quality and integrity of our financial statements, including oversight of our accounting and financial reporting processes, internal controls and financial statement audits.	Our compliance with legal and regulatory requirements.	Our independent registered public accounting firm’s qualifications, performance and independence.
4	5	6
Our corporate compliance program, including our Code of Conduct Policy and anti-corruption compliance policy, and investigating possible violations thereunder.	Our risk management policies and procedures, including those related to data privacy and cybersecurity.	The performance of our internal audit function.

Through its regular meetings with management, including the finance, legal, and IT functions, the Audit Committee reviews and discusses all significant areas of our business and summarizes for the Board all areas of risk and the appropriate mitigating factors. In addition, our Board receives periodic detailed operating performance reviews from management.

SUSTAINABILITY

Certara is committed to understanding, monitoring and managing our social, environmental and economic impact to support sustainable development. This sense of corporate social responsibility manifests itself in several ways, including:

- Conducting our business in a responsible, honest, and ethical manner
- Acting as responsible stewards of the environment
- Ensuring a safe and healthy working environment for our employees

- Supporting universal human rights
- Respecting and supporting the diverse cultures and individuals that form our Company

Our Board, through the Nominating and Corporate Governance Committee, is ultimately responsible for our environmental, social and governance (“ESG”) strategy.

For more details, we refer you to our 2022 Sustainability Report (as updated from time to time), available under the Corporate Governance section of our Investor Relations website ([ir.certara.com](http://ir.certara.com)), neither of which report nor website are incorporated herein by reference.

## BOARD DIVERSITY

In accordance with Nasdaq Rule 5606, the below chart provides information on each of our director's voluntary, self-identified characteristics and reflects compliance with Nasdaq Rule 5605(f)(3) by having at least one director who identifies as female.

### BOARD DIVERSITY MATRIX (AS OF MARCH 15, 2023)

#### Board Size:

Total Number of Directors	9			
---------------------------	---	--	--	--

Gender:	Female	Male	Non-Binary	Did Not Disclose Gender
Directors	3	4	—	2

#### Demographic Information:

White	3	4		
Did Not Disclose Demographic Background	2			

### BOARD DIVERSITY MATRIX (AS OF MARCH 15, 2022)

#### Board Size:

Total Number of Directors	10			
---------------------------	----	--	--	--

Gender:	Female	Male	Non-Binary	Did Not Disclose Gender
Directors	3	4	—	3

#### Demographic Information:

Asian		1		
White	3	3		
Did Not Disclose Demographic Background	3			

## POLICY ON HEDGING AND PLEDGING

The Company recognizes that hedging against losses in Company stock is not appropriate or acceptable trading activity for individuals employed by or serving the Company. We have incorporated prohibitions on various hedging activities within our insider trading policy, which policy applies to directors, officers, employees, and other Company insiders. The policy prohibits all such directors, officers, employees and other Company insiders from trading in options, warrants, puts and calls or similar instruments on the Company's securities and from selling such securities “short” (i.e., selling stock that is not owned and borrowing the shares to make delivery). Such parties are also prohibited from engaging in any transactions (including prepaid variable forward contracts, equity swaps, collars and exchange funds) that are designed to hedge or offset any decrease in the market value of the Company's equity securities.

## BOARD AND GOVERNANCE PRACTICES

**COMMITTEES**

The standing committees of our Board consist of an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. Our chief executive officer and other executive officers regularly report to the non-executive directors and the Audit, Compensation, and Nominating and Corporate Governance Committees to ensure effective and efficient oversight of our activities and to assist in proper risk management and the ongoing evaluation of management controls. We believe that the leadership structure of our Board provides appropriate risk oversight of our activities.

**AUDIT COMMITTEE****Members****The current members are:**

Matthew Walsh (Chair)  
Cynthia Collins  
Eran Brosky

*Audit Committee Members during fiscal year 2022:***Prior to April 5, 2022**

Matthew Walsh (Chair),  
Cynthia Collins,  
Nancy Killefer, and  
Stephen McLean

**As of April 7, 2022**

Matthew Walsh  
(Chair),  
Cynthia Collins, and  
Stephen McLean

**As of July 11, 2022**

Matthew Walsh  
(Chair),  
Eran Brosky,  
Cynthia Collins, and  
Stephen McLean

**December 8, 2022**

Matthew Walsh (Chair),  
Eran Brosky and  
Cynthia Collins

**Meetings Held:**

During the fiscal year ended December 31, 2022, 12 meetings were held.

**Purpose:**

The primary purpose of our Audit Committee is to:

- assist our Board in (i) its oversight and monitoring of the quality and integrity of our financial statements, including oversight of our accounting and financial reporting processes, internal controls and financial statement audits, (ii) its oversight of our compliance with legal and regulatory requirements, (iii) assessing our independent registered public accounting firm's qualifications, performance and independence, and (iv) assessing the performance of our internal audit function;
- appoint, compensate, retain, oversee and terminate the Company's independent registered public accounting firm and pre-approve, or adopt appropriate procedures to pre-approve, all audit and non-audit services, if any, to be provided by the independent registered public accounting firm;
- conduct and review with the Board an annual self-assessment of the Audit Committee;
- prepare any report of the Audit Committee required by the rules and regulations of the SEC for inclusion in our annual proxy statement;
- review and reassess the Audit Committee charter at least annually,
- report to the Board on a regular basis; and
- oversee corporate risks, including cybersecurity and data privacy, and provide periodic updates to the Board on such oversight activities.

Our Board has determined that each member of the Audit Committee is "independent" within the meaning of the rules of both the Nasdaq corporate governance standards and independence requirements of Rule 10A-3

of the Exchange Act. Our Board has also determined that Mr. Walsh qualifies as an “audit committee financial expert” within the meaning of the rules of the SEC.

Our Audit Committee charter is available on our website at [www.certara.com](http://www.certara.com) under Investors — Corporate Governance — Documents & Charters. A copy may be obtained by writing to Certara, Inc., 100 Overlook Center, Suite 101, Princeton, New Jersey 08540, Attention: Secretary.

## COMPENSATION COMMITTEE

### Members:

#### The current members are:

Nancy Killefer (Chair)  
James Cashman III  
Rosemary Crane  
David Spaight

#### Compensation Committee Members during fiscal year 2022:

<u>Prior to February 10, 2022</u>	<u>As of February 10, 2022</u>	<u>As of April 7, 2022</u>	<u>As of July 21, 2022</u>	<u>As of December 8, 2022</u>
Carol Gallagher (Chair), James Cashman III, Eric Liu, and Mason Slaine	Carol Gallagher (Chair), James Cashman III, Nancy Killefer and Eric Liu	Nancy Killefer (Chair), James Cashman III, and Eric Liu	Nancy Killefer (Chair), James Cashman III, Rosemary Crane, and Eric Liu	Nancy Killefer (Chair), James Cashman III, Rosemary Crane, and David Spaight

### Meetings Held:

During the fiscal year ended December 31, 2022, 15 meetings were held.

### Purpose:

The purpose of the Compensation Committee is to assist our Board in discharging its responsibilities relating to, among other things,

- establishing our compensation philosophy
- approving the compensation of our executive officers and directors;
- establishing and administering our incentive and equity-based compensation plans; and
- preparing the compensation committee report required to be included in our proxy statement under the rules and regulations of the SEC.

All of the members of the Compensation Committee are independent under applicable rules and regulations of the SEC and the Nasdaq.

Our Compensation Committee charter is available on our website at [www.certara.com](http://www.certara.com) under Investors — Corporate Governance — Documents & Charters. A copy may be obtained by writing to Certara, Inc., 100 Overlook Center, Suite 101, Princeton, New Jersey 08540, Attention: Secretary.

## BOARD AND GOVERNANCE PRACTICES

**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE****Members:****The current members are:**

Eran Broshy (Chair)  
James Cashman III  
Nancy Killefer  
Stephen McLean

*Nominating and Corporate Governance Committee Members during fiscal year 2022:*

<u>Prior to April 7, 2022</u>	<u>As of April 7, 2022</u>	<u>As of October 10, 2022</u>	<u>As of December 8, 2022</u>	<u>As of December 24, 2022</u>
Eric Liu (Chair), James Cashman III, Carol Gallagher, Nancy Killefer, and Mason Slaine	Eric Liu (Chair), James Cashman III, Nancy Killefer, and Mason Slaine	Eric Liu (Chair), Eran Broshy, James Cashman III, Nancy Killefer, and Mason Slaine	Eran Broshy (Chair), James Cashman III, Nancy Killefer, Stephen McLean, and Mason Slaine	Eran Broshy (Chair), James Cashman III, Nancy Killefer, and Stephen McLean

**Meetings Held:**

During the fiscal year ended December 31, 2022, seven meetings were held.

**Purpose:**

The purpose of our Nominating and Corporate Governance Committee is to assist our Board in discharging its responsibilities relating to:

- identifying individuals qualified to become new board members, consistent with criteria approved by the Board;
- reviewing the qualifications of incumbent directors to determine whether to recommend them for reelection and selecting, or recommending that the Board select, the director nominees for the next annual meeting of stockholders;
- identifying Board members qualified to fill vacancies on any committee of the Board and recommending that the Board appoint the identified member or members to the applicable committee;
- reviewing our corporate governance principles and recommending changes thereto to the Board;
- overseeing the Company's ESG programs and strategy; and
- overseeing the evaluation of the board and management and handling such other matters that are specifically delegated to the committee by the Board from time to time.

All of the members of the Nominating and Corporate Governance Committee are independent under applicable rules and regulations of the SEC and the Nasdaq.

Our Board has adopted a written charter for the Nominating and Corporate Governance Committee, which is available on our website at [www.certara.com](http://www.certara.com) under Investors — Corporate Governance — Documents & Charters. A copy may be obtained by writing to Certara, Inc., 100 Overlook Center, Suite 101, Princeton, New Jersey 08540, Attention: Secretary.

## Succession Planning

Our Compensation Committee is responsible for overseeing and managing the management succession planning process. Our Committee periodically (at least annually) reviews management succession plans with respect to the chief executive officer and other executive officers and provides updates on the succession plans to the full Board for its consideration. These plans include planning in the event of an emergency or retirement.

## Compensation Committee Interlocks and Insider Participation

Compensation decisions are made by our Compensation Committee. None of our current or former executive officers or employees currently serves, or has served during our last completed fiscal year as a member of our Compensation Committee and, during that period, none of our executive officers served as a member of the compensation committee (or other committee serving an equivalent function) of any other entity whose executive officers served as a member of our Board.

We have entered into certain indemnification agreements with our directors officers and are party to certain transactions with Arsenal as described in “Certain Relationships and Related Party Transactions — Registration Rights Agreement,” “— Stockholders Agreement,” and “— Indemnification of Directors and Officers,” respectively.

## CODE OF CONDUCT

---

We have adopted a Code of Conduct Policy (the “Code of Conduct”) applicable to all employees, executive officers, and directors that addresses legal and ethical issues that may be encountered in carrying out their duties and responsibilities, including the requirement to report any conduct they believe to be a violation of our Code of Conduct. Our Code of Conduct is available on our website, [www.certara.com](http://www.certara.com). The information available on or through our website is not part of this proxy statement. If we ever amend or waive any provision of our Code of Conduct that applies to our principal executive officer, principal financial officer, principal accounting officer, or any person performing similar functions, we intend to satisfy our disclosure obligations with respect to any such waiver or amendment by posting the information on our internet website set forth above rather than by filing a Form 8-K.

## STOCK OWNERSHIP REQUIREMENTS

---

In order to further align the interests of our Board members with the interests of our stockholders, the Board has adopted director stock ownership guidelines for non-employee directors.

Each non-employee director that receives a cash and/or stock retainer for their service as a director has a target minimum common stock ownership requirement of five times the value of the annual cash retainer (excluding committee retainers) paid by us to the non-employee director pursuant to our then current director compensation plan. Non-employee directors are expected to meet this minimum target within five years of becoming subject to the ownership guidelines. Following the five-year transition period, until the target minimum level is achieved, non-employee directors subject to the guidelines will be expected to retain not less than 100% of the number of shares of Qualifying Stock (as defined in the stock ownership guidelines) awarded to him or her under the Company’s equity incentive plans, subject to limited exceptions.

## COMMUNICATIONS WITH OUR BOARD

---

Stockholders and other interested parties may write to our Board, the chairman of any of the Audit, the Compensation, the Nominating and Corporate Governance Committees, or to our independent directors as a group at Certara, Inc., c/o General Counsel, 100 Overlook Center, Suite 101, Princeton, New Jersey 08540. The Board considers stockholder questions and comments to be important and will endeavor to respond promptly and appropriately, even though the Board may not be able to respond to all stockholder inquiries directly.

## BOARD AND GOVERNANCE PRACTICES

Our Board has developed a process to assist with managing inquiries and communications. The General Counsel will review and compile any stockholder communications and may summarize such communications prior to forwarding to the appropriate party. The General Counsel will not forward communications that are not relevant to the duties and responsibilities of the Board and are more appropriately addressed by management, including spam, junk mail and mass mailings, product or service inquiries, new product or service suggestions, resumes or other forms of job inquiries, opinion surveys and polls, business solicitations or advertisements, or other frivolous communications.

## DIRECTOR COMPENSATION

The following table describes the components of our non-management directors' compensation program in effect during the fiscal year ended December 31, 2022, which were established based on peer benchmarking:

COMPENSATION ELEMENT <sup>(1)</sup>	COMPENSATION <sup>(3)</sup>
Annual Cash Retainer Fee for the Chairman	\$ 75,000
Annual Cash Retainer for Each Other Non-Employee Director (pro-rated for any partial year of services)	\$ 50,000
Annual Equity Retainer <sup>(2)</sup>	\$185,000
<b>ANNUAL CASH RETAINER FEES:</b>	
Audit Committee (Chair)	\$ 20,000
Audit Committee (Member)	\$ 10,000
Compensation Committee (Chair)	\$ 15,000
Compensation Committee (Member)	\$ 7,500
Nominating and Corporate Governance Committee (Chair)	\$ 10,000
Nominating and Corporate Governance Committee (Member)	\$ 5,000

- (1) A director who is also a Company employee receives no compensation for serving as a director.
- (2) Each director receives an annual grant of RSUs, which, for 2022, was determined by dividing the approved value of the award by the volume-weighted average stock price for the Company (the "VWAP") for the 60 trading days prior to the date of the annual meeting. The RSUs will vest on the earlier of the one-year anniversary of the date of grant or the date of the Company's next annual stockholder meeting at which time they are settled in stock or, at the Compensation Committee's election, in cash.
- (3) The director compensation plan permits any non-employee director to waive all or a portion of their compensation under such plan from time to time upon notice to the Board. Messrs. Liu, McLean, Spaight and Waxman have elected to waive their compensation under such plan.

### Directors Deferral Plan

Our Board of Directors has adopted a Directors Deferral Plan. All directors who are not employees of the Company are eligible to participate in the Directors Deferral Plan.

**Deferral Elections.** Under the terms of the Directors Deferral Plan, our non-employee directors may elect to defer all or a portion of their annual cash compensation and/or all of the Company stock issued upon settlement of their annual RSUs, in each case in 25% increments, in the form of deferred stock units credited to an account maintained by the Company. The number of deferred stock units credited in respect of annual cash compensation is determined by dividing the dollar amount of the deferred cash compensation by the fair market value of a share of the Company's common stock on the date the cash compensation would otherwise have been paid to the director. Deferred stock units will be awarded from, and subject to the terms of, the 2020 Incentive Plan.

Each deferred stock unit represents the right to receive a number of shares of our common stock equal to the number of deferred stock units initially credited to the director's account plus the number of deferred stock units credited as a result of any dividend equivalent rights (to which deferred stock units initially credited to a director's account are entitled).

**Settlement of Deferred Stock Units.** Directors may elect that settlement of deferred stock units be made or commence on (i) the first business day in a year following the year for which the deferral is made, (ii) following termination of service on our Board of Directors or (iii) the earlier of (i) or (ii). Directors may elect that deferred stock units be settled in a single one-time distribution or in a series of up to 15 annual installments. In addition, deferred stock unit accounts will be settled upon a Change in Control (as defined in the 2020 Incentive Plan) or upon a director's death.

**Administration; Amendment and Termination.** Our Compensation Committee administers the Directors Deferral Plan. The Directors Deferral Plan or any deferral may be amended, suspended, or discontinued by our Compensation Committee at any time in the Compensation Committee's discretion; provided that no amendment, suspension or discontinuance will reduce any director's accrued benefit, except as required to comply with applicable law. Our Compensation Committee may terminate the Directors Deferral Plan at any time, as long as the termination complies with applicable tax and other requirements.

### Director Compensation Table

The table below summarizes the total compensation paid to or earned by each person who is not an employee of us or any of our parents or subsidiaries during the fiscal year ended December 31, 2022. Directors who are employees of the Company receive no compensation for their service as directors and are therefore not identified in the table below.

Name	Fees Earned or Paid in Cash (\$) <sup>(1)</sup>	Stock Awards (\$) <sup>(2)(3)</sup>	Total (\$)
James Cashman III	137,500	174,902	312,402
Eran Broshy <sup>(4)</sup>	29,497	208,447	237,944
Cynthia Collins	60,000	174,902	234,902
Rosemary Crane <sup>(5)</sup>	25,625	210,816	236,441
Carol Gallagher <sup>(6)</sup>	18,269	—	18,269
Nancy Killefer	69,264	174,902	244,166
Eric Liu <sup>(7)(8)</sup>	—	—	—
Stephen McLean <sup>(7)</sup>	—	—	—
Mason Slaine <sup>(9)</sup>	55,833	174,902	230,735
David Spaight <sup>(7)(10)</sup>	—	—	—
Matthew Walsh	70,000	174,902	244,902
Ethan Waxman <sup>(7)(8)</sup>	—	—	—

(1) These amounts represent retainer, committee, board and independent director meeting fees earned during the fiscal year ended December 31, 2022. The amounts reported do not include any reasonable out-of-pocket expenses incurred in attending meetings for which the Company reimburses each non-management director.

(2) This column reflects the grant date fair value of 9,067 RSUs granted on May 18, 2022 to Messrs. Cashman, Walsh, Ms. Collins, and Ms. Killefer as calculated in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718. Dr. Gallagher resigned from the Board on April 5, 2022, and did not receive a grant in 2022. Mr. Broshy joined the Board on July 13, 2022, and received 9,360 RSUs and Ms. Crane joined the Board on July 21, 2022, and received 9,324 RSUs. All the grants were determined by dividing \$185,000 by the VWAP for the Company for the 60 trading days prior to the date of the grant. The RSUs will vest on the earlier of the one-year anniversary of the date of grant or the date of the Company's next annual stockholder meeting at which time they are settled in stock or, at the Compensation Committee's election in cash. The assumptions used by the Company in calculating these amounts are set forth in Note 13 to our financial statements included in our 2022 Form 10-K.



## BOARD AND GOVERNANCE PRACTICES

- (3) For each non-management director, the aggregate number of RSUs held as of December 31, 2022, is as follows: James Cashman, 16,126 units; Eran Broshy, 9,360 units; Cynthia Collins, 9,067 units; Rosemary Crane, 9,324 units; Carol Gallagher, no units; Nancy Killefer, 9,067 units; Mason Slaine, no units; and Matthew Walsh 9,067 units. Messrs. Eric Liu, Stephen McLean, David Spaight and Ethan Waxman elected to waive the annual grant of RSUs. Under the Director Deferral Plan, Mr. Cashman has elected to defer his 2021 annual equity award in the amount of 7,059 RSUs until January 1, 2024. Mr. Slaine's unvested RSUs were automatically forfeited on December 23, 2022.
- (4) Mr. Broshy was appointed to the Board on July 13, 2022.
- (5) Ms. Crane was appointed to the Board on July 21, 2022.
- (6) Dr. Gallagher resigned from the Board effective April 5, 2022.
- (7) Mr. McLean and Mr. Spaight are employees of an Institutional Stockholders (as defined in the Stockholders Agreement, dated as of November 3, 2022) and do not receive a cash and/or stock retainer to serve as a director of the Company.
- (8) Messrs. Liu and Waxman resigned from the Board effective December 8, 2022.
- (9) Mr. Slaine resigned from the Board on December 23, 2022.
- (10) Mr. Spaight was appointed to the Board effective December 8, 2022.

## PROPOSAL 1 — ELECTION OF CLASS III DIRECTORS

Our business and affairs are managed under the direction of our board. Our board currently consists of nine directors.

Our amended and restated certificate of incorporation provides that, subject to the right of holders of any series of preferred stock, our Board will be divided into three classes of directors, with the classes to be as nearly equal in number as possible, and with the directors serving staggered three- year terms, with only one class of directors being elected at each annual meeting of stockholders. Accordingly, approximately one-third of our Board will be elected each year. The resignation of Mr. Liu, Mr. Waxman, and Mr. Slaine in December 2022 created an imbalance in the number of directors in each class. As a result, Mr. Broshy was reclassified from a Class III to a Class II director in order to re-establish an equal number of three directors in each class.

Unless otherwise specified in the proxy, the shares voted pursuant thereto will be cast for each of Ms. Crane, Dr. Feehery, and Mr. McLean. If, for any reason, at the time of election any of the nominees named should decline or be unable to accept his or her nomination or election, it is intended that such proxy will be voted for a substitute nominee, who would be recommended by our Board. Our Board, however, has no reason to believe that any of the nominees will be unable to serve as a director.

### VOTE REQUIRED FOR APPROVAL

---


Our amended and restated bylaws provide for a plurality voting standard for the election of directors. Under this voting standard, once a quorum has been established, the nominees who receive the highest number of votes are elected as directors up to the maximum number of directors to be elected at the meeting. This means that the three nominees receiving the highest number of votes at the 2023 Annual Meeting will be elected, even if these votes do not constitute a majority of the votes cast. Only votes cast “For” a nominee will be counted in the election of directors. Votes that are “Withheld” with respect to one or more nominees will result in those nominees receiving fewer votes but will not count as a vote against the nominees.

PROPOSAL 1 — ELECTION OF CLASS III DIRECTORS

NOMINEES FOR ELECTION FOR A THREE YEAR TERM EXPIRING AT THE 2026 ANNUAL MEETING

We provide below biographical information for each director nominee, including key experience, qualifications and skills such director nominee contributes to the Board in light of our current needs and business priorities.

The Board unanimously recommends that you vote FOR each of the following Class III candidates:

WILLIAM FEEHERY, PH.D. <span>Age 53</span>	
 <p><i>Director Since:</i> 2019</p> <p><i>Board Committees:</i> None</p>	<p><i>Current Public Company Directorships:</i></p> <ul style="list-style-type: none"><li>▪ West Pharmaceutical Services, Inc., a manufacturer of packing components and delivery systems for pharmaceutical, biotech and medical device companies.</li></ul> <p><i>Experience and Career Highlights:</i></p> <p>Dr. Feehery has served as Chief Executive Officer of Certara since June 2019. He joined Certara from DuPont, where he served since 2013 as President of Industrial Biosciences, a global biotechnology business that experienced significant growth and profitability under his leadership. He started at DuPont in 2002 and served in a number of operating roles in high-growth businesses, and he also has previous experience in venture capital and as a consultant for the Boston Consulting Group. He holds both a Ph.D. in chemical engineering and an MBA from MIT, was a Churchill Scholar at Cambridge University and received his BSE in chemical engineering from the University of Pennsylvania. His doctorate, awarded while he was the recipient of a National Science Foundation Fellowship, involved developing software and mathematical methods for modeling dynamic systems. Dr. Feehery also serves as a trustee of the Winston Churchill Foundation of the United States.</p> <p><i>Qualifications:</i></p> <p>We believe Dr. Feehery brings to our Board of Directors extensive experience managing global technology businesses, which together with his experience leading the Company as our Chief Executive Officer, makes him well qualified to serve as one of our Directors.</p>

**ROSEMARY CRANE****Age 63**

*Director Since:*  
July 2022

*Board Committees:*

- Compensation Committee

*Current Public Company Directorships:*

- Catalent Pharma Solutions, Inc., a provider of delivery technologies, development, drug manufacturing, biologics, gene therapies and consumer health products.
- Tarsus Pharmaceuticals, Inc., a biopharmaceuticals company.
- Teva Pharmaceutical Industries Limited, a provider of generics and biopharmaceuticals.

*Experience and Career Highlights:*

Ms. Crane served as President and Chief Executive Officer of MELA Sciences, Inc. from 2013 to 2014. She was Head of Commercialization and a partner at Appletree Partners from 2011 to 2013. From 2008 to 2011, she served as President and Chief Executive Officer of Epocrates Inc. Ms. Crane served in various senior executive positions at Johnson & Johnson from 2002 to 2008, including as Group Chairman, OTC & Nutritional Group from 2006 to 2008, as Group Chairman, Consumer, Specialty Pharmaceuticals and Nutritionals from 2004 to 2006, and as Executive Vice President of Global Marketing for the Pharmaceutical Group from 2002 to 2004. Prior to that, she held various positions at Bristol-Myers Squibb from 1982 to 2002, including as President of U.S. Primary Care and as President of Global Marketing and Consumer Products. Ms. Crane has served on the board of directors of Catalent Pharma Solutions, Inc. since 2018. From 2015 to 2019, she served as Vice Chairman of the Board of Zealand Pharma A/S. From 2017 to March 2019, she served on the board of directors of Edge Therapeutics. Ms. Crane received an M.B.A. from Kent State University and a B.A. in communications and English from the State University of New York.

*Qualifications:*

We believe Ms. Crane is qualified to serve on our Board of Directors due to her extensive experience in the pharmaceutical industry and her public-company board experience.

**STEPHEN MCLEAN****Age 65**

*Director Since:*  
2013

*Board Committees:*

- Nominating and Corporate Governance Committee

*Current Public Company Directorships:*

None

*Experience and Career Highlights:*

Mr. McLean has served as a Partner at Arsenal Capital, a private equity firm, since 2010. He currently serves on the board of directors of a number of private companies, including WIRB Copernicus Group, Inc., a clinical services organization to the pharmaceutical industry; CellCarta (fka Caprion HistoGeneX BioSciences, Inc.), a provider of specialized research services in the development of immunology and oncology focused drugs; Accumen, Inc., a provider of technology-enabled solutions to optimize clinical laboratories and imaging departments; Best Value Healthcare LLC, a patient-centered, physician-led and population health-focused healthcare company. Mr. McLean previously served as director of BioIVT, LLP, a provider of biospecimens for drug discovery; Pharma Value Demonstration, Inc., a provider of services to generate and communicate the value and effectiveness of drugs; TractManager Inc., a provider of contract and spend optimization solutions for hospitals and payers. He is also a founder and Chairman of the International Biomedical Research Alliance, a non-profit organization dedicated to training biomedical researchers in collaboration with the National Institutes of Health, Oxford and Cambridge Universities.

*Qualifications:*

We believe Mr. McLean contributes to our Board of Directors his insight into the healthcare industry, gained from founding, investing in, and serving as a director of multiple healthcare companies as well as his knowledge of finance.

## PROPOSAL 1 — ELECTION OF CLASS III DIRECTORS

**CONTINUING DIRECTORS IN OFFICE FOR A TERM EXPIRING AT THE 2024 ANNUAL MEETING****JAMES CASHMAN III****Age 69****Director Since:**

Chairman of the Board since December 1, 2021 and a director since May 2018

**Board Committees:**

- Compensation Committee
- Nominating and Corporate Governance Committee

**Current Public Company Directorships:**

National Instruments Corp, a producer of automated test equipment and virtual instrumentation software.

**Experience and Career Highlights:**

Mr. Cashman served as Chairman of the board of directors of ANSYS Inc., an engineering simulation software company, from January 2017 until his retirement in April 2019. Prior to becoming Chairman of ANSYS, he was the Chief Executive Officer and a director of ANSYS from February 2000 to December 2016.

**Qualifications:**

We believe Mr. Cashman contributes to our Board of Directors his expertise in the areas of technical, financial, operations and sales management.

**NANCY KILLEFER****Age 69****Director Since:**

August 2021

**Board Committees:**

- Compensation Committee (Chair)
- Nominating & Corporate Governance Committee

**Current Public Company Directorships:**


- Cardinal Health, Inc., a distributor of pharmaceuticals, a global manufacturer and distributor of medical and laboratory products, and a provider of performance and data solutions for healthcare facilities.
- Meta Platforms, Inc. (f/k/a Facebook, Inc.), builds technologies that help people connect, find communities and grow businesses.
- Natura & Company, a manufacturer and supplier of personal care products.

**Experience and Career Highlights:**

Ms. Killefer spent more than 15 years as a Senior Partner at McKinsey & Company. During that time, she was Director of the Washington, DC office and Managing Partner of the Public Sector Practice. Ms. Killefer left McKinsey & Company for three years in 1997 to serve as Assistant Secretary for Management, Chief Financial Officer, and Chief Operating Officer of the United States Department of the Treasury.

**Qualifications:**

We believe that Ms. Killefer is qualified to serve on our Board of Directors due to her extensive leadership and consulting expertise, and her public-company board experience.

DAVID SPAIGHT		Age 64
	<i>Current Public Company Directorships:</i>	None
	<i>Experience and Career Highlights:</i>	Mr. Spaight has served as an Operating Partner at Arsenal Capital, a private equity firm, since 2016. He currently serves as Executive Chairman of the board of directors of two private companies, including CellCarta, a provider of specialized research services in the development of immunology and oncology focused drugs; and Accumen, Inc., a provider of technology-enabled solutions to optimize clinical laboratories and imaging departments. Mr. Spaight also served as Executive Chairman of the board of directors of BioIVT, LLP, a provider of biospecimens for drug discovery. He previously served as Chairman and CEO of WIL Research, a global contract research organization (CRO), providing preclinical services to the biopharmaceutical industry; President of MDS Pharma Services, a global CRO providing services from early discovery through late-stage clinical trials; and senior executive roles with Fisher Scientific and PerkinElmer. Mr. Spaight also served as Chairman of the Association of Clinical Research Organizations (ACRO) and was a member of the ACRO Board for four years.
	<i>Director Since:</i>	December 2022
	<i>Board Committees:</i>	<ul style="list-style-type: none"><li>▪ Compensation Committee</li></ul>
<i>Qualifications:</i>		We believe Mr. Spaight contributes to our Board of Directors his insight into the life sciences industry, gained from over 35 years in leadership positions including multiple executive chairman roles.

## PROPOSAL 1 — ELECTION OF CLASS III DIRECTORS

**CONTINUING DIRECTORS IN OFFICE FOR A TERM EXPIRING AT THE 2025 ANNUAL MEETING****ERAN BROSHY****Age 64**

*Director Since:*  
July 2022

*Board Committees:*

- Nominating and Corporate Governance Committee (Chair)
- Audit Committee

*Current Public Company Directorships:*

Theravance Biopharma, Inc., a biopharmaceutical company primarily focused on the discovery, development and commercialization of respiratory medicines.

*Experience and Career Highlights:*

Over the past decade Mr. Broshy has served as a board director on multiple healthcare boards, and additionally has partnered with select private equity firms (including Providence Equity, Linden, Court Square, Tailwind, and Nordic Capital) to support their healthcare investment efforts. Mr. Broshy previously served for over a decade as the chief executive officer (until 2008) and chairman of the board of directors (until 2010) of inVentiv Health, Inc., a privately held company (and until August 2010, a Nasdaq listed company) that delivers a broad range of clinical and commercialization services to pharmaceutical and life sciences companies globally. Prior to joining inVentiv, Mr. Broshy was a management consultant with The Boston Consulting Group (BCG) for 15 years, including as the partner responsible for BCG's healthcare practice across the Americas. He also served as president and chief executive officer of Coelacanth Corporation, a privately held biotechnology company. Mr. Broshy currently serves on the board of privately held directors of Theravance Biopharma (Nasdaq: TBPH) and of Thirty Madison, a privately held healthcare company. Within the previous five years Mr. Broshy has also served on the board of directors of Magellan Health and as chairman of the board of directors of Clario (previously ERT) and of DermaRite, both privately held healthcare companies. He currently also serves as a member of the Corporation of the Massachusetts Institute of Technology ("MIT"), as chairman of the American Friends of the Open University of Israel, and on the board of governors of the American Jewish Committee.

*Qualifications:*

We believe that Mr. Broshy's contributes his insight in the healthcare industry as well as through his finance and capital markets experience.

**CYNTHIA COLLINS****Age 64**

*Director Since:*  
August 2021

*Board Committees:*

- Audit Committee

*Current Public Company Directorships:*

- DermTech, Inc., a molecular diagnostic company.
- Poseida Therapeutics, Inc., a cell and gene therapy company.

*Experience and Career Highlights:*

Ms. Collins has been Chief Executive Officer for a number of companies in the pharmaceutical and biotechnology industry. Most recently, she was the Chief Executive Officer and a member of the board of directors of Editas Medicine, Inc., a gene-editing biotechnology company. Prior to that, she was the Chief Executive Officer of Human Longevity, Inc., Gen Vee and Sequoia Pharmaceuticals. Ms. Collins has also held senior management positions at GE Healthcare, Beckman Coulter, and Baxter Healthcare. Ms. Collins also serves on the board of Nutcracker Therapeutics, Inc., a privately held company.

*Qualifications:*

We believe that Ms. Collins is qualified to serve on our Board of Directors due to her extensive experience in the pharmaceutical and biotechnology industry, her leadership and management experience, and her service as a director of other biotechnology companies.

**MATTHEW WALSH****Age 56**

*Director Since:*  
August 2017

*Board Committees:*

- Audit Committee (Chair)

*Current Public Company Directorships:*

None

*Experience and Career Highlights:*

Mr. Walsh has served as Executive Vice President and Chief Financial Officer of Organon & Co., a global pharmaceutical business since June 2020. Prior to Organon, he served as Executive Vice President and Chief Financial Officer of Allergan, a publicly traded, global biopharmaceutical company, from 2018 until the sale of the company to Abbvie in 2020. From 2008 to 2018, Mr. Walsh served as Chief Financial Officer of Catalent, a global provider of delivery technologies, development, and manufacturing solutions to the life sciences industry. Before Catalent, from 2006 to 2008, he was President, Chief Financial Officer and Acting Chief Executive Officer at Escala Group, Inc.

*Qualifications:*

We believe Mr. Walsh contributes deep experience in the pharmaceutical industry, as well as financial and accounting expertise, to our Board of Directors.



## PROPOSAL 2 — RATIFICATION OF THE SELECTION OF OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

After recommendation by the Company's management and approval by the Audit Committee and the full Board, the Company has appointed RSM US LLP ("RSM") as our independent registered public accounting firm to audit our consolidated financial statements for the fiscal year ending December 31, 2023. CohnReznick LLP ("CohnReznick") previously served as our independent registered accounting firm and reported on our consolidated financial statements from October 2019 through the filing of Form 10-Q for the quarter ending March 31, 2022.

The Audit Committee periodically considers whether to rotate our independent auditor in order to assure continuing auditor independence. The Board and the members of the Audit Committee believe that the retention of RSM as the Company's independent auditor for fiscal year 2023 is in the best interests of the Company and its stockholders.

We expect that representatives of RSM will attend the annual meeting and will have the opportunity to make a statement if they so desire and to respond to appropriate questions.

Although stockholder ratification is not required, the appointment of RSM is being submitted for ratification at the annual meeting with a view towards soliciting stockholders' opinions, which the Audit Committee will take into consideration in future deliberations. If RSM's selection is not ratified at the Annual Meeting, the Audit Committee will consider the engagement of other independent accountants. The Audit Committee may terminate RSM's engagement as our independent accountant without the approval of our stockholders whenever the Audit Committee deems termination appropriate.

### VOTE REQUIRED FOR APPROVAL

---

Approval of this Proposal 2 requires the affirmative vote (i.e., "For" votes) of a majority of the voting power of the shares of stock present in person or represented by proxy and entitled to vote thereon at our annual meeting. A vote to "Abstain" will count as "present" for purposes of this proposal and will have the same effect as a vote "Against" this proposal.

***The Board unanimously recommends that you vote FOR this Proposal.***

## AUDIT COMMITTEE MATTERS

### CHANGE OF REGISTERED PUBLIC ACCOUNTING FIRM

---

On March 24, 2022, the Audit Committee and the full Board of Directors of the Company approved the dismissal of CohnReznick as the Company's independent registered public accounting firm upon filing Form 10-Q for the quarter ending March 31, 2022, and further approved the engagement of RSM, contingent upon completion of RSM's acceptance procedures, as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2022. RSM subsequently accepted retention as the Company's independent registered public accounting firm.

The audit reports of CohnReznick on the Company's financial statements for the years ended December 31, 2021 and 2020 did not contain an adverse opinion or a disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope, or accounting principles, other than a change in accounting principle explanatory paragraph indicating that the Company had changed its method of accounting for leases as of January 1, 2021 due to the adoption of Financial Accounting Standards Board Accounting Standards Codification Topic 842, Leases.

During the two most recent fiscal years ended December 31, 2021, and through the subsequent interim period preceding March 25, 2022 (i) there were no disagreements between the Company and CohnReznick on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedures, which disagreements, if not resolved to the satisfaction of CohnReznick, would have caused CohnReznick to make reference thereto in its reports on the Company's financial statements for such years; and (ii) there was one "reportable event" within the meaning of Item 304(a)(1)(v) of Regulation S-K under the Securities Act of 1933, as amended, ("Regulation S-K"), whereby CohnReznick issued an adverse opinion on our internal control over financial reporting at December 31, 2021 as a result of identifying a material weakness related to the Company's information technology general controls over the Company's cloud-based software system that supports project set-up and time submissions for services provided to the Company's customers. The Audit Committee discussed this material weakness with CohnReznick and has authorized CohnReznick to respond fully to the inquiries of RSM concerning the material weaknesses.

During the Company's two most recent fiscal years and the subsequent interim period preceding the engagement of RSM, neither the Company nor anyone on its behalf consulted with RSM with respect to: (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's consolidated financial statements, and no written or oral advice of RSM was provided to the Company that was an important factor considered by the Company in reaching a decision as to the accounting, auditing, or financial reporting issue; or (ii) any matter that was either the subject of a "disagreement" (as defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions related thereto), or any "reportable event" (as defined in Item 304(a)(1)(v) of Regulation S-K).

The Company provided each of CohnReznick and RSM with a copy of the information required by Item 304(a) of Regulation S-K, which was also filed with the SEC in Current Reports on Form 8-K, filed on March 30, 2022 (the "2022 Form 8-K"). The Company requested that CohnReznick review such disclosures and furnish a letter addressed to the U.S. Securities and Exchange Commission stating whether or not it agrees with the statements made therein. A copy of CohnReznick's letter was filed as an exhibit to the 2022 Form 8-K.

## SERVICES AND FEES FOR 2022 AND 2021

The following table provides information about the fees billed for services rendered by RSM from April 1, 2023 through December 31, 2022 and CohnReznick from January 1, 2023 to March 31, 2022, and CohnReznick for the fiscal year ended December 31, 2021:

Fees	2022		Total	2021
	RSM*	CohnReznick**		CohnReznick
Audit Fees	\$1,096,425	\$183,750	\$1,280,175	\$1,885,347
Audit Related Fees	—	—	—	—
Tax Fees	—	—	—	—
All Other Fees	\$ 106,114	\$215,250	\$ 321,364	—

\* RSM fees relate to services provided starting on April 1, 2023, including fees related to the review and auditing of the financial statements in quarterly reports on Form 10-Q and financial statements included in our annual report on Form 10-K.

\*\* CohnReznick fees include audit fees related to review of the Form 10-Q for the quarter ended March 31, 2022.

A description of the types of services provided in each category is as follows:

**Audit Fees** — Include the aggregate fees for professional services rendered in connection with the audit of the Company's financial statements, and the review of the Company's interim financial statements, as well as fees for services that generally only the independent registered public accounting firm can be reasonably expected to provide, including comfort letters, consents, and review of registration statements filed with the SEC.

**Audit-Related Fees** — Includes fees associated with the audit of our employee benefit plans, accounting consultations related to GAAP and the application of GAAP to proposed transactions.

**Tax Fees** — Includes fees associated with tax compliance at international locations, domestic and international tax advice and planning and assistance with tax audits and appeals.

**All Other Fees** — Includes the aggregate fees recognized for professional services provide by either CohnReznick or RSM, other than those services described above.

## AUDIT COMMITTEE PRE-APPROVAL PROCESS

Under our Audit Committee's charter, the Audit Committee must pre-approve all audit and other permissible non-audit services proposed to be performed by the Company's independent registered public accounting firm. The Committee may delegate authority to one or more independent members to grant pre-approvals of audit and permitted non-audit services; provided that any such preapprovals shall be presented to the full Committee at its next scheduled meeting. The following shall be "prohibited non-audit services."

- bookkeeping or other services related to the accounting records or financial statements of the Company;
- financial information systems design and implementation;
- appraisal or valuation services, providing fairness opinions or preparing contribution-in-kind reports;
- actuarial services;
- internal audit outsourcing services;
- management functions or human resources;
- broker or dealer, investment adviser or investment banking services;
- legal services and expert services unrelated to the audit; and

- any other service that the PCAOB or SEC prohibit through regulation.

Notwithstanding the foregoing, pre-approval is not necessary for minor non-audit services if: (a) the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of revenues paid by the Company to its registered public accounting firm during the fiscal year in which the non-audit services are provided; (b) such services were not recognized by the Company at the time of the engagement to be non-audit services; and (c) such services are promptly brought to the attention of the Audit Committee and approved prior to the completion of the audit by the Audit Committee or by one or more members of the Audit Committee who are members of the Board to whom authority to grant such approvals has been delegated by the Audit Committee.

## REPORT OF THE AUDIT COMMITTEE

---

The Audit Committee provides assistance to the Directors by fulfilling its responsibilities and duties as outlined in its charter, including its oversight of the quality and integrity of the Company's financial statements, the performance and independence of the independent registered public accounting firm, and the performance of the Company's internal audit function. The Audit Committee's responsibility is one of oversight. The Company's management is responsible for the preparation and the integrity of the Company's financial statements and the Company's independent registered public accounting firm is responsible for auditing those financial statements in accordance with the standards of the PCAOB and to issue reports thereon. The Audit Committee does not provide any expert or other special assurance as to the Company's financial statements or any expert or professional certification as to the work of our independent registered public accounting firm.

In performance of its oversight function, the Audit Committee reviewed and discussed our audited financial statements for the fiscal year ended December 31, 2022, with management and our independent registered public accounting firm. The Audit Committee reviewed and discussed with our independent registered public accounting firm their judgments as to the quality and acceptability of our accounting principles and such other matters as are required to be discussed by PCAOB and the SEC. In addition, the Audit Committee received from our independent registered public accounting firm written disclosures and a letter regarding their independence as required by applicable rules of the PCAOB regarding such firm's communications with the Audit Committee and discussed with the independent auditors their independence from us and our management, as well as whether any non-audit services provided by the independent registered public accounting firm are compatible with maintaining its independence.

Based on the reviews and discussions described above, the Audit Committee recommended to the Board of Directors the inclusion of the audited financial statements in the Annual Report on Form 10-K for the fiscal year ended December 31, 2022, for filing with the SEC.

In addition, the Audit Committee has appointed RSM as our independent registered public accounting firm for the fiscal year ending December 31, 2023. The Board concurred with the selection of RSM. The Board has recommended to our stockholders that they ratify and approve the selection of RSM as our independent registered public accounting firm for the fiscal year ending December 31, 2023.

### Members of the Audit Committee

Matthew Walsh (Chair)

Eran Broshy

Cynthia Collins

Notwithstanding any statement in any of our filings with the SEC that might be deemed to incorporate part or all of any filings with the SEC by reference, including this proxy statement, the foregoing Audit Committee Report is not incorporated into any such filings (including any future filings).

## COMPENSATION DISCUSSION & ANALYSIS

### EXECUTIVE COMPENSATION

This section contains a discussion of the material elements of compensation awarded to, earned by or paid to our named executive officers (“NEOs”), which includes our chief executive officer, our chief financial officer, and each of our three other most highly compensated executive officers who served in such capacities for the fiscal year ended December 31, 2022. Our NEOs for fiscal year 2022 were:

William F. Feehery	Chief Executive Officer
M. Andrew Schemick	Chief Financial Officer <sup>(1)</sup>
Leif E. Pedersen	President, Software
Patrick F. Smith	President, Integrated Drug Development
Robert P. Aspbury	President, Simcyp

(1) On March 1, 2023, John E. Gallagher III has been appointed as the Company's Chief Financial Officer, effective April 1, 2023. Mr. Gallagher will succeed Mr. Schemick in this role. Mr. Schemick remains employed with the Company in a senior executive role.

### EXECUTIVE SUMMARY

The primary intent of our executive compensation program is to provide competitive pay tied to Certara's short-term and long-term success. This pay-for-performance framework enables us to attract, motivate and retain top talent that will help us achieve our strategic objectives and realize increased stockholder value. To achieve these goals, we have adopted the following program objectives:

- reward achievement of both operating performance and strategic objectives;
- align the interests of our executive management team and our stockholders by varying compensation based on short-term and long-term business results and delivering a large portion of total pay tied to Company equity;
- differentiate rewards based on performance against business objectives to drive a pay-for-performance culture, with a major portion of executive pay based on achievement of financial performance goals; and
- promote a balanced incentive focus that does not encourage unnecessary or unreasonable risk-taking.

### SUMMARY OF EXECUTIVE COMPENSATION PRACTICES

#### Executive Compensation Objectives and Philosophy

Delivering on our strategic goals and creating value for stockholders requires a strong focus on attracting, engaging and retaining a talented senior management team. We accomplish this by aligning executive compensation with business results and stockholder interests. We offer a competitive compensation program that allows our management team to share in the Company's financial success when they deliver performance that helps achieve short and long-term corporate goals and increases in stockholder value. On an overall basis, target total compensation for our NEOs is calibrated to be at or above the market median for cash and at or above the market median for equity of our peer group (as defined below) and size-appropriate general industry survey data. We view this target as appropriate due to our desire to attract and retain the best talent in a competitive industry. We believe that aligning executive compensation to the long-term financial health of the organization promotes business performance and stockholder interests.

Certain executives may be above or below market median for cash and median for equity, depending on their individual experience level and the value of their role to the organization. In addition, the majority of

compensation for all NEOs is in the form of variable compensation and therefore earned compensation can be above or below target depending on both our Company and the individual's performance.

We deliver executive compensation through a combination of the following components:

COMPONENT	RATIONALE
Base Salary	Provides a fixed and predictable level of compensation to our NEOs.
Annual Incentive Bonuses	Provides a variable level of cash compensation, in addition to base salary, which is tied directly to annual financial goals, for both the overall business and specific business units, and individual performance.
Long-term Equity Compensation	Provides long-term stock unit awards that provide time-based and/or performance-based vesting.
Benefits and Perquisites	Ensures both broad-based employee benefits, intended to attract and retain employees, as well as provide retirement, health and welfare security, with limited perquisites.
Severance and other benefits payable upon qualifying terminations of employment or a change of control	Encourages the continued attention and dedication of our NEOs and provides reasonable individual security to enable our NEOs to focus on our best interests, particularly when considering strategic alternatives.

For additional detail on these components of compensation, see “*Elements of our Compensation Program*” below.

## Compensation Determination Process

### *Role of the Compensation Committee and Management*

Our Compensation Committee is responsible for, among other things, overseeing our compensation policies and practices, determining the compensation of our CEO, and reviewing and approving compensation of other executive officers. Our CEO works closely with the Compensation Committee in managing our executive compensation program and attends meetings of the Compensation Committee. Because of his daily involvement with the executive team, our CEO makes recommendations to the Compensation Committee regarding compensation for the executive officers other than himself. Our CEO does not participate in discussions with the Compensation Committee regarding his own compensation.

### *Role of the Compensation Consultant*

From January 1, 2022, to June 16, 2022, Frederick W. Cook & Co., Inc. (“FW Cook”), an independent compensation consulting firm, assisted in evaluating the elements and levels of our executive compensation for our executive officers and directors. On June 16, 2022, the Compensation Committee engaged Korn Ferry as its new, independent compensation consultant. Korn Ferry provided guidance with respect to the ongoing review of our executive compensation programs, including peer group development, benchmarking executive compensation and incentive (short and long-term) design. In connection with this appointment, the Compensation Committee assessed Korn Ferry’s independence and determined that Korn Ferry is independent and that there are no conflicts of interest raised by the work performed by them.

For 2022 compensation decisions, Korn Ferry assisted the Compensation Committee in developing a peer group (the “2022 Peer Group”) of the following 16 companies, which were selected using relevant financial

## COMPENSATION DISCUSSION &amp; ANALYSIS

metrics, including average market capitalization, revenue, market capitalization to revenue ratio, EBITDA, as well as other factors, such as number of employees, industry, and business segment. Our 2022 Peer Group consists of the following:

- 
- |                                       |                            |
|---------------------------------------|----------------------------|
| ▪ AbCellera Biologics Inc.            | ▪ Medpace Holdings, Inc.   |
| ▪ Accolade, Inc.                      | ▪ Model N, Inc.            |
| ▪ Alkermes plc                        | ▪ NextGen Healthcare, Inc. |
| ▪ Altair Engineering Inc.             | ▪ Omnicell, Inc.           |
| ▪ Aspen Technology, Inc.              | ▪ Qualys, Inc.             |
| ▪ Computer Programs and Systems, Inc. | ▪ Repligen Corporation     |
| ▪ Health Catalyst, Inc.               | ▪ Schrödinger, Inc.        |
| ▪ HealthEquity, Inc.                  | ▪ SPS Commerce, Inc.       |
- 

The 2022 Peer Group was selected to represent companies in the software, life sciences tools and services, and health care technology industries that are within an appropriate size range as compared to us, with relatively comparable financial and employee metrics.

### Accomplishments Achieved by Executive Team During Fiscal Year 2022

---

During the fiscal year ended December 31, 2022, we continued to execute on our core financial and business objectives. Our key financial and operational results were as follows:

- ✔ Revenue was \$335.6 million, compared to \$286.1 million in 2021, representing growth of 17% over 2021 on a reported basis
- ✔ Net income was \$14.7 million, compared to net loss of \$13.3 million in 2021, representing an increase of \$28.0 million over 2021
- ✔ Grew the number of customers with annual customer value of \$100,000 or more in revenue from 299 in 2021 to 370 in 2022.
- ✔ 57 customers with annual contract value > 1,000,000, an increase of 12% from 2021.
- ✔ For the 9<sup>th</sup> consecutive year, Certara customers who use the Company's biosimulation software and technology-drive services received 90% of the US FDA novel drug approvals (excluding diagnostic agents).
- ✔ Released Simcyp Discovery Simulator software, a new product to assist scientists working in small molecule drug discovery and translational research to make early-stage development decisions using physiologically-based pharmacokinetic modeling and simulation.
- ✔ Released the new Pinnacle 21 Data Exchange product, an integrated module that streamlines the process of ingesting clinical trial data from external sources.
- ✔ Successfully acquired and integrated two complementary software and services businesses

### ELEMENTS OF OUR COMPENSATION PROGRAM

---

#### Base Salaries

The objective of our compensation program is to compensate our executives for performing the requirements of their positions and provide them with a level of cash income predictability and stability with respect to a portion of their total compensation. The Compensation Committee believes that base salaries for executives should reflect competitive levels of pay and factors unique to each executive, such as experience and breadth of responsibilities, performance, individual skill set, time in the role, pay relative to peers within the Company, and base pay in previous roles outside of the Company. Base salaries may be adjusted at times to deal with competitive pressures, changes in job responsibilities, and cost-of-living adjustments.



The following table reflects the annual base salaries of our NEOs as of December 31, 2022, and December 31, 2021, respectively:

Name	Base Salary as of December 31, 2022	Base Salary as of December 31, 2021
William F. Feehery	\$795,675	\$772,500
M. Andrew Schemick	\$418,000	\$400,000
Leif E. Pedersen	\$408,850	\$395,000
Patrick F. Smith	\$381,100	\$282,168
Robert P. Aspbury <sup>(1)</sup>	\$334,022	\$312,622

(1) Dr. Aspbury's base salary is expressed in U.S. dollars. Because he is paid in British Pounds Sterling (GBP) monthly based on the exchange rate at the time his new salary is approved, his actual compensation received when those monthly payments are converted back to US dollars based on the exchange rate at the time of each monthly payment, equals \$305,496, as shown on the Summary Compensation Table. Going forward, the Company intends to express his base salary in GBP so that the currency conversion will only occur one-way (GBP to US Dollars).

The annual base salary for our NEOs were increased in 2022 from 2021 to (i) help ensure the retention of these executive officers, and (ii) ensure consistency with the general guideline established by our Compensation Committee of targeting total direct compensation for executive officers at the relevant median amount, based on our compensation peer group. Mr. Smith's salary increase also reflects his promotion to President, IDD at the end of 2021, and his migration from the IDD profit plan program to the AIB Plan.

## Annual Bonus Opportunities

### *Annual Incentive Bonus Plan*

The Annual Incentive Bonus Plan ("AIB Plan") is designed to motivate our NEOs to achieve short-term performance goals and tie a portion of their annual compensation to the performance of the Company for that year. Each NEO is eligible for an annual bonus award under our annual cash-based AIB Plan. For fiscal year 2022, all our NEOs participated in the AIB Plan.

The AIB Plan awards are determined using two principal factors: (i) an individual's target bonus percentage, which is expressed as a percentage of his/her base salary ("Individual Target"); and (ii) a multiplying factor based on the achievement of certain corporate and divisional goals established by our Compensation Committee at the beginning of each year ("Multiplier"). As expressed formulaically, the bonus amount for each senior executive is determined as follows: Individual Target X Multiplier (which is based on and correlates to the achievement of divisional or corporate goals). The Compensation Committee may then make further adjustments, considering individual performance and any other factors it deems relevant but that are not otherwise captured in the formula.

The Individual Target for each NEO is established within each NEOs' employment agreement and may be adjusted from time to time by the Compensation Committee in connection with such NEO's promotion or performance. In setting the applicable Individual Target, the Compensation Committee reviews past performance of each NEO and contributions made to the Company, the annual benchmarking provided by our independent compensation consultant, and the relationship of pay levels to other senior executives at the Company. It then determines a target bonus deemed appropriate to increase focus on performance-based pay, ensure retention, and motivate performance against the Company's strategic initiatives. As indicated below, certain Individual Targets were either added or increased in 2022 from 2021 to (i) reflect additional responsibilities related to a promotion (in the case of Patrick Smith, who moved from our IDD business unit profit plan to the



## COMPENSATION DISCUSSION &amp; ANALYSIS

corporate AIB Plan), and (ii) better align the pay level among senior executives (in the case of Robert Aspbury). The Individual Targets under the 2022 and 2021 AIB Plan for our NEOs were as follows:

Named Executive Officer	2022 Target Bonus (Expressed as a Percentage of Base Salary)	2021 Target Bonus (Expressed as a Percentage of Base Salary)
William F. Feehery	75	75
M. Andrew Schemick	50	50
Leif E. Pedersen	50	50
Patrick F. Smith	50	N/A
Robert P. Aspbury	50	40

For 2022, the Compensation Committee selected a combination of adjusted EBITDA and revenue as the key financial metrics for determining the Multiplier portion of the AIB Plan calculation, with adjusted EBITDA achievement contributing 80% relative weight to the Multiplier, and revenue achievement contributing 20% relative weight to the Multiplier. The financial achievement metrics are determined for the overall company, and also determined for each business unit, with each NEO's Multiplier calculated on some combination of overall Company and/or business unit performance. For Dr. Feehery and Mr. Schemick, 20% of their Multiplier under the AIB Plan was tied to the achievement of Company-wide financial metrics and 80% was tied to the average financial metrics achievement of each of the divisions within the Company (the "Blended Rate"). For Mr. Pedersen, Dr. Smith and Dr. Aspbury, 20% of their Multiplier was based on Company-wide adjusted financial metrics achievement, and 80% was based on the financial metrics achievement of the respective business unit each such individual leads (the "Division Rate"). These allocations were selected to ensure that Dr. Feehery's and Mr. Schemick's focus was equally distributed across the corporate functions and business units, and the other NEOs were primarily focused on the business units that they lead, while still having an important stake in the overall success of Company. We believe that this encourages collaboration across the business units, as well as building our business in the interest of "one Certara" at the enterprise level.

The amounts paid to the NEO participants under the AIB Plan were calculated by multiplying each NEO participant's Individual Target by the Multiplier tied to either the Blended Rate or Division Rate. For achievement above a threshold level of the adjusted EBITDA and revenue goals, the Multiplier was based on a pre-determined scale (with a range of 50% to 200%), which may be adjusted by the Compensation Committee outside the pre-determined scale to reflect overall individual and Company performance.

The Multiplier under the AIB Plan for our NEOs was as follows:

Named Executive Officer	2022 Multiplier
William F. Feehery	91%
M. Andrew Schemick	91%
Leif E. Pedersen	103%
Patrick F. Smith	121%
Robert P. Aspbury	111%

The following table illustrates the calculation of the bonuses payable to our NEOs under the 2022 AIB Plan:

Named Executive Officer	2022 Base Salary (\$)	2022 Target Bonus %	Target Bonus Amount (\$)	Multiplying Factor (as Adjusted by Compensation Committee)	Total Bonus Paid (\$)
William F. Feehery	795,675	75	596,756	91%	543,048
M. Andrew Schemick	418,000	50	209,000	91%	190,190
Leif E. Pedersen	406,850	50	203,425	103%	209,528
Patrick F. Smith	381,100	50	190,550	121%	231,328
Robert P. Aspbury	334,022	50	167,011	111%	185,382

#### *Long-Term Equity Incentive Awards*

We believe that successful performance over the long term is aided by the use of equity-based awards, which create an ownership culture among our employees and provides an incentive to contribute to the continued growth and development of our business. Equity-based awards also allow for a portion of our executive compensation to be “at-risk” and directly tied to the performance of our business. The Compensation Committee has adopted a long-term equity structure that annually awards NEOs market-based equity opportunity in the form of time-based RSUs and PSUs. All RSUs and PSUs are settled in shares of common stock. For 2022, 50% of the LTI value granted to NEOs was issued in RSUs, and 50% was issued in PSUs.

#### Fiscal 2022 Grants

On April 1, 2022, we granted RSUs and PSUs to each of our NEOs as follows:

Named Executive Officer	2022 Long-Term Incentive Value <sup>(1)</sup>	Long-Term Incentive as a Percentage of Base Salary	RSUs	PSUs
William F. Feehery	\$4,883,430	614%	109,740	109,740
M. Andrew Schemick	\$1,775,817	425%	39,906	39,906
Leif E. Pedersen	\$1,154,286	284%	25,939	25,939
Patrick F. Smith	\$1,154,286	303%	25,939	25,939
Robert P. Aspbury	\$1,154,286	346%	25,939	25,939

(1) The grant date value shown in this column is based on the number of RSUs and PSUs granted multiplied by the closing stock price on the grant date (April 1, 2022). The number of RSUs and PSUs granted on the grant date was determined based on the following dollar values, divided by \$25.06, which is the VWAP for the 60 trading days prior to and including March 15, 2022, which is the date the Compensation Committee authorized the grants: William F. Feehery: \$5,500,000; M. Andrew Schemick: \$2,000,000; Leif E. Pedersen: \$1,300,000; Patrick F. Smith: \$1,300,000; Robert P. Aspbury: \$1,300,000.

The amount of the equity-based awards granted to each NEO was determined by taking into consideration each NEO’s total direct compensation and alignment to our philosophy of at or above market median total for compensation and equity.

For specific vesting terms of our equity awards and a description of equity awards made prior to fiscal year 2022, see “— Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards Table.”

#### Vesting of Restricted Stock and Restricted Stock Units and During Fiscal Year 2022

As discussed below under “— Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards Table — Pre-IPO Class B Units and Converted Restricted Stock,” prior to our December 2020 IPO (the “IPO”), long-term equity incentive awards were granted to our NEOs under the Company’s prior (2017)

## COMPENSATION DISCUSSION &amp; ANALYSIS

equity incentive plan in the form of Class B Profits Interest Units (“Class B Units”), which were 50% time-vesting and 50% performance-vesting. In connection with the IPO, all outstanding Class B Units were converted into shares of restricted stock granted under The Certara, Inc. 2020 Incentive Plan (the “2020 Incentive Plan”), with the unvested Class B Units being converted into time-based restricted common stock. For all recipients of Class B Units that were converted into time-based restricted common stock, the vesting period is five years (20% per year, with annual cliff vesting) from the date of the original grant. The one exception is our CEO, Dr. Feehery, whose vesting period is four years, with monthly vesting after the first year. Because the performance vesting portion of the Class B Units was primarily based on the cash-on-cash return on investment of the prior controlling partner of the Company, the timing of which was outside the control of management, the board of directors and Compensation Committee at the time felt that it was more equitable and incentivizing to tie all post-IPO vesting to continued employment with the Company.

As discussed below under “— Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards Table — Post-IPO Awards,” our NEOs were awarded PSUs and RSUs in 2021 under our 2020 Incentive Plan. The one-third of the RSUs granted to our NEOs on April 1, 2021, vested on April 1, 2022. The PSUs granted in 2021 will not be distributed until the end of the applicable Performance Period (fiscal years 2021–2023), but, as of January 1, 2022, each NEO is entitled to one-third of the “Earned PSUs” (as such term is defined in the 2021 PSU Award Agreement), as determined after the end of the Performance Period.

### *Benefits and Perquisites*

While our compensation philosophy focuses on performance-based forms of compensation while providing only minimal executive benefits and perquisites, we provide to all our employees, including our NEOs, broad-based, non-cash compensation, such as employee benefits that are intended to attract and retain employees while providing them with retirement and health and welfare security, which include:

- **U.S. 401(k) Plan.** We maintain a tax-qualified defined contribution 401(k) savings plan (the “401(k) Plan”), in which all our U.S.-based employees, including our U.S.-based NEOs, are eligible to participate. The 401(k) Plan allows participants to contribute up to 100% of their compensation on a pre-tax basis into individual retirement accounts, subject to the maximum annual limits set by the Internal Revenue Service. The 401(k) Plan also allows the Company to make employer matching contributions. The Company has historically made employer matching contributions of up to 50% of our employees’ deferral, limited to the first 6% of each employee’s compensation, except for one division for which we matched 100% of our employees’ deferral up to 6% of compensation. Participants’ contributions to the 401(k) Plan are immediately fully vested. Participants vest in the matching contributions we make to their accounts after four years of service, at the rate of 25% per year, except for one division in which they fully vest after three years of service.
- **U.K. Pension Plan.** The Company also operates a Group Personal Pension Plan covering all U.K. employees, including our UK-based NEO, Dr. Aspbury. Employees are auto-enrolled in the plan who are at least 22 years of age and paid more than £10,000 a year, up to the State Pension Age. However, all employees who are between the ages of 16 and 75 can elect to join the plan. The Company contributes an additional 8% of salary for those employees who have registered for the plan, which exceeds their duties under U.K. auto enrolment legislation.
- **Health and Welfare Benefits.** Our U.S.-based employees, including our U.S.-based NEOs, are generally eligible to participate in our health and welfare benefit plans, which offer medical, dental, vision, life and disability insurance coverage, and dependent care flexible spending accounts and health savings and health reimbursement accounts. We also offer a voluntary legal plan and voluntary disability coverage.
- **Other Benefits and Perquisites.** There are no additional benefits or perquisites offered at this time, other than those specifically mentioned in this Compensation Discussion & Analysis. For example, we do not currently sponsor any retiree medical or pension benefit plans, club memberships, automobile allowance, use of corporate aircraft for personal travel, or any other personal benefits.

*Severance and Change of Control Benefits.*

We do not have a formal severance policy. However, we do provide severance benefits to our NEOs through their employment agreements, in order to offer competitive total compensation packages and be competitive in our executive attraction and retention efforts. The NEOs' employment agreements provide for severance payments and benefits upon a qualifying termination of employment ("Qualifying Termination"), which is a termination by the Company without cause or a resignation by the executive for good reason. See "Executive Compensation Tables — Termination and Severance — Potential Payments to NEOs Upon Termination of Employment or Change of Control," which describes the payments to which each of the NEOs may be entitled under their respective employment agreements.

In addition, our equity awards provide for accelerated vesting upon certain termination events and as more fully described below under "Executive Compensation Tables — Termination and Severance — Potential Payments to NEOs Upon Termination of Employment or Change of Control."

## Stock Ownership and Retention Policy

To align the interests of management with those of our stockholders, certain of our executives and non-employee directors (the "Covered Persons") are required to hold a specific level of equity ownership as outlined below (1).

POSITION	STOCK OWNERSHIP MULTIPLE	SHARES INCLUDED
<b>CEO</b>	Five times base salary	<ul style="list-style-type: none"> <li>Stock purchased on the open market;</li> </ul>
<b>Other NEOs</b>	Two times base salary	<ul style="list-style-type: none"> <li>Stock obtained through stock option exercises or pursuant to any Company stock purchase plan;</li> </ul>
<b>Non-Executive Directors</b>	Five times annual cash retainer	<ul style="list-style-type: none"> <li>Restricted stock and RSUs subject to time and service conditions only (i.e., excluding those still subject to performance conditions);</li> <li>Deferred stock units;</li> <li>Stock held in a 401(k) or other similar vehicle (2); and</li> <li>Stock beneficially owned in a trust, by a spouse and/or minor children.</li> </ul>

(1) Reflects amendments to the stock ownership guidelines approved by the Compensation Committee in 2023.

(2) Only applicable to executive officers.

Compliance with this policy is measured on February 1 of each year (the "Compliance Date"). Any Covered Person who does not meet the threshold on the Compliance Date will be required to retain 100% of any Company equity acquired (net of taxes) through the exercise of stock options or the vesting of time-based restricted stock, RSUs, or PSUs, until the next Compliance Date. Until the applicable ownership level is achieved, Covered Persons must retain 100% of the net shares granted to them. As of February 1, 2022, all NEOs satisfied their minimum equity ownership thresholds. The following Directors also satisfied the minimum ownership threshold requirement: Mr. Cashman, Mr. Walsh, Ms. Collins, and Ms. Killefer. Mr. Spaight and Mr. McLean are not considered a Covered Person under the relevant policy as they employees of an Institutional Stockholders (as defined in the Stockholders Agreement) and do not receive a cash and/or stock retainer to serve as a director of the Company.

## COMPENSATION DISCUSSION &amp; ANALYSIS

**Additional Information About our Executive Compensation Program**

---

*Hedging and Pledging*

In order to ensure that our directors and officers do not put personal gain in conflict with the best interests of the Company and its stockholders or otherwise give the appearance of impropriety, our Insider Trading Policy prohibits directors and employees from trading in options, warrants, puts and calls or similar instruments on the Company's securities or selling such securities "short." Nor may our directors or officers engage in any transaction (including prepaid variable forward contracts, equity swaps, collars and exchange funds) that are designed to hedge or offset any decrease in the market value of the Company's equity securities.

Furthermore, no Certara employee or director may purchase the Company's securities on margin, or borrow against any account in which the Company's securities are held, or pledge the Company's securities as collateral for a loan, without first obtaining pre-clearance from the Company's General Counsel, who is under no obligation to approve any request for pre-clearance and may determine not to permit the arrangement for any reason.

*Tax, Accounting, and Regulatory Considerations*

Under the Tax Cuts and Jobs Act, companies may not deduct "performance-based" compensation in excess of \$1 million to NEOs under Section 162(m) of the Internal Revenue Code (the "Code"). We consider any tax implications when making decisions about executive compensation, and we may provide compensation that is not fully deductible if it is believed to be in the best long-term interests of our stockholders.

We also consider the impact of other regulatory provisions in making executive compensation decisions, including Section 409A of the Code regarding non-qualified deferred compensation, and Section 280G of the Code regarding compensation pursuant to a change in control.

Additionally, we follow FASB ASC Topic 718 for our stock-based compensation awards. Topic 718 requires that the cost to be recognized for equity awards made to our employees and Board members is based on the grant date "fair value" of such awards, even though the recipient might never actually realize any value from their awards. We consider the impact of Topic 718 when granting stock-based awards to ensure that the expense resulting from its application is reasonable.

**Compensation Committee Interlocks and Insider Participation**

---

Our Compensation Committee currently consists of Ms. Killefer, Ms. Crane, and Messrs. Cashman and Spaight.

Mr. Cashman served on the Compensation Committee during all of fiscal 2022 and Ms. Killefer was appointed to the Committee in February and appointed chair in April 2022; Ms. Crane was appointed in July 2022; and Mr. Spaight was appointed in December 2022. None of the members of the Compensation Committee is currently, or has been at any time, one of our officers or employees. None of these directors had any relationships requiring disclosure by us under the SEC's rules requiring disclosure of certain relationships and related-party transactions. None of our executive officers currently serves, or in the past fiscal year has served, as a member of the board of directors or compensation committee of any entity that has one or more executive officers serving on our Board or Compensation.

## COMPENSATION COMMITTEE REPORT

The Compensation Committee reviewed and discussed with Company management the foregoing Executive Compensation section. Based on such review and discussion, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion & Analysis be included in this proxy statement for filing with the SEC.

### Members of the Compensation Committee (1)

Nancy Killefer, Chair  
James E. Cashman III  
Rosemary A. Crane  
David Spaight

(1) Compensation Committee Members during fiscal year 2022:

Prior to February 10, 2022	Carol Gallagher (Chair), James Cashman III, Eric Liu, and Mason Slaine
As of February 10, 2022	Carol Gallagher (Chair), James Cashman III, Nancy Killefer and Eric Liu
As of April 7, 2022	Nancy Killefer (Chair), James Cashman III, and Eric Liu
As of July 21, 2022	Nancy Killefer (Chair), James Cashman III, Rosemary Crane, and Eric Liu
As of December 8, 2022	Nancy Killefer (Chair), James Cashman III, Rosemary Crane, and David Spaight

## EXECUTIVE COMPENSATION

The tables below reflect the compensation of the Company's NEOs. See "Compensation Discussion & Analysis" for an explanation of our compensation and philosophy program.

### SUMMARY COMPENSATION TABLE

The following table provides summary information concerning compensation paid or accrued by us to or on behalf of our Chief Executive Officer, Chief Financial Officer, and each of our three other most highly compensated executive officers who served in such capacities at fiscal year-end, collectively known as our NEOs, for services rendered to us during each of the last three years.

Name and Principal Position	Year <sup>(1)</sup>	Salary (\$) <sup>(2)</sup>	Bonus (\$) <sup>(3)</sup>	Equity Awards (\$) <sup>(4)(5)</sup>	Non-Equity Incentive Plan Compensation (\$) <sup>(6)</sup>	All Other Compensation (\$) <sup>(7)</sup>	Total (\$)
<b>William F. Feehery</b> Chief Executive Officer	2022	795,675	—	4,883,430	543,048	12,172	6,234,325
	2021	772,500	—	4,999,995	463,500	8,700	6,244,695
	2020	772,500	—	2,238,677	602,555	12,514	3,626,241
<b>M. Andrew Schemick</b> Chief Financial Officer	2022	418,000	—	1,775,817	190,190	9,150	2,393,157
	2021	400,000	—	1,900,025	160,000	8,700	2,468,725
	2020	362,602	—	1,199,515	235,691	9,132	1,806,940
<b>Leif Pedersen</b> President, Software	2022	406,850	—	1,154,286	209,528	9,150	1,779,814
	2021	395,000	—	1,300,062	31,600	7,511	1,734,173
	2020	119,471	116,500	1,572,000	52,254	1,172	1,867,397
<b>Patrick Smith</b> President, IDD	2022	381,100	—	1,154,286	231,328	9,150	1,775,864
<b>Robert Aspbury</b> President, Simcyp	2022	305,496	—	1,154,286	185,382	27,209	1,672,373
	2021	314,925	32,865	1,312,005	70,066	25,194	1,855,055

(1) Dr. Aspbury was not an NEO in 2020 and Dr. Smith was not an NEOs in 2020 or 2021.

(2) Mr. Pedersen's employment commenced on September 7, 2020, and his 2020 Salary amount reflects the prorated portion of his annual salary of \$375,000.

Dr. Aspbury's 2022 compensation was paid in British pound sterling (GBP). His 2022 Salary listed above was derived from converting his monthly salary into US dollars based on the monthly exchange rates during 2022. The monthly exchange rate used for the conversation was 1 US dollar to the following number of GBPs for each of the months from January to December of 2022, respectively: 1.3383, 1.3391, 1.3230, 1.2957, 1.2441, 1.2350, 1.1996, 1.1982, 1.1340, 1.1282, 1.1753, and 1.2171.

Dr. Aspbury's 2021 compensation was paid in British pound sterling (GBP). His 2021 salary listed above was derived from converting his monthly salary into US dollars based on the monthly exchange rates during 2021. The monthly exchange rate used for the conversation was 1 US dollar to the following number of GBPs for each of the months from January to December of 2021, respectively: 1.3716, 1.3937, 1.3778, 1.3922, 1.4176, 1.3850, 1.3912, 1.3770, 1.3455, 1.3694, 1.3354, and 1.3497.

(3) Amounts reported in this column reflects (i) a signing bonus to Mr. Pedersen upon his joining the Company and (ii) a signing bonus to Dr. Aspbury upon his joining the Company on April 15, 2019, paid in three equal annual installments.

(4) Amounts reported in this column for 2022 reflect the aggregate grant date fair value of RSUs and PSUs granted on April 1, 2022. See Note 2 ("Summary of Significant Accounting Policies — (s) Equity Based compensation") and Note 13 ("Equity-Based Compensation") to our audited consolidated financial statements in our 2022 Annual Report for a discussion of the valuation of our equity-based awards.

Amounts reported in this column for 2021 reflect the aggregate grant date fair value of RSUs and PSUs granted on April 1, 2021 (except for Dr. Aspbury, who was awarded 18,315 units on April 1, 2021, and 5,495 units on July 1, 2021. See Note 2 ("Summary of Significant Accounting Policies — (s) Equity Based compensation") and Note 13 ("Equity-Based Compensation") to our audited consolidated financial statements in our 2021 Annual Report for a discussion of the valuation of our equity-based awards.

Amounts reported for 2020 represent the aggregate grant date value of Class B Profits Interest Units granted to our NEOs under our 2017 Incentive Plan. See Note 13 to our audited consolidated financial statements in our 2022 Annual Report.

(5) The value of the 2022 awards at the grant date (which include 50% RSUs and 50% PSUs) assuming the highest level of performance

conditions will be achieved is as follows: (i) for Dr. Feehery: \$5,738,030; (ii) for Mr. Schemick: \$2,086,585; (iii) for Mr. Pedersen: \$1,356,285; (iv) for Dr. Smith: \$1,356,285; and (v) for Dr. Aspbury: \$1,356,285. In March 2023, the Committee amended the Plan and the maximum payout will now be 100%.

The value of the 2021 awards at the grant date (which include 50% RSUs and 50% PSUs) assuming the highest level of performance conditions will be achieved is as follows: (i) for Dr. Feehery: \$7,541,201; (ii) for Mr. Schemick: \$2,865,698; (iii) for Mr. Pedersen: \$1,960,754; and (iv) for Dr. Aspbury: \$1,964,380.

- (6) Amounts shown reflect annual payments under our AIB Plan earned with respect to the fiscal year covered based on the achievement of financial and strategic performance objectives that were established by our Compensation Committee at the beginning of such fiscal year. See “Compensation Discussion & Analysis — Annual Bonus Opportunities — Annual Bonus Plan” above.
- (7) The table below shows the components of this column:

Name	Life Insurance Premiums	401(k) Plan Match	Other	Total
Dr. Feehery (2022)	\$ 3,022	\$ 9,150	—	\$12,172
Dr. Feehery (2021)	—	\$ 8,700	—	\$ 8,700
Dr. Feehery (2020)	\$ 4,264	\$ 8,250	—	\$12,514
Mr. Schemick (2022)	—	\$ 9,150	—	\$ 9,150
Mr. Schemick (2021)	—	\$ 8,700	—	\$ 8,700
Mr. Schemick (2020)	\$ 810	\$ 8,109	\$ 213	\$ 9,132
Mr. Pederson (2022)	—	\$ 9,150	—	\$ 9,150
Mr. Pedersen (2021)	—	\$ 7,511	—	\$ 7,511
Mr. Pedersen (2020)	—	\$ 1,172	—	\$ 1,172
Dr. Smith (2022)	—	\$ 9,150	—	\$ 9,150
Dr. Smith (2021)	—	8,700	—	\$ 8,700
Dr. Aspbury (2022)	—	—	\$27,209 <sup>(a)</sup>	\$27,209
Dr. Aspbury (2021)	—	—	\$25,194 <sup>(a)</sup>	\$25,194

(a) Reflects the amount the Company paid towards Dr. Aspbury's pension in the United Kingdom.



## EXECUTIVE COMPENSATION

## Grants of Plan-Based Awards

The following table presents information regarding awards granted during fiscal year ended December 31, 2022, to each NEO under the Company's plans, including possible and future payouts under non-equity incentive plan awards and equity incentive plan awards of RSUs and PSUs.

Name	Approval Date	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Equity Incentive Plan Awards Payouts Under Equity Incentive Plan Awards			Grant Date Fair Value of Stock and Option Awards <sup>(1)</sup>
			Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)	
W. Feehery	(2)		278,486	566,973	1,113,945				
	(3)	3/15/2022 4/1/2022				54,870	109,740	219,480	\$ 2,441,715
	(4)	3/15/2022 4/1/2022					109,740		\$ 2,441,715
M. Schemick	(2)		104,500	209,000	418,000				
	(3)	3/15/2022 4/1/2022				19,953	39,906	79,812	\$ 887,909
	(4)	3/15/2022 4/1/2022					39,906		\$ 887,909
L. Pedersen	(2)		101,713	203,425	406,850				
	(3)	3/15/2022 4/1/2022				12,970	25,939	51,878	\$ 577,143
	(4)	3/15/2022 4/1/2022					25,939		\$ 577,143
P. Smith	(2)		95,275	190,550	381,100				
	(3)	3/15/2022 4/1/2022				12,970	25,939	51,878	\$ 577,143
	(4)	3/15/2022 4/1/2022					25,939		\$ 577,143
R. Aspbury	(2)		83,506	167,011	334,022				
	(3)	3/15/2022 4/1/2022				12,970	25,939	51,878	\$ 577,143
	(4)	3/15/2022 4/1/2022					25,939		\$ 577,143

- (1) This column reflects the aggregate grant date fair value of the RSU awards and PSU awards, as applicable, granted to each NEO in the 2022 fiscal year without any reduction for risk of forfeiture as calculated in accordance with FASB ASC Topic 718 as of the date of grant. The grant date fair value of the PSUs is shown at target performance.
- (2) This row reflects the possible payouts with respect to grants of annual incentive awards under the Company's AIB Plan for performance in the fiscal year ended December 31, 2022. Each of the NEOs is assigned a target bonus which is a percentage of the NEO's base salary as of such fiscal year end. The amounts of annual incentive bonus awards actually paid in April 2023 for performance in the 2022 fiscal year are disclosed in the Non-Equity Incentive Plan Compensation column and related footnote thereto of the Summary Compensation Table above. For more information regarding the terms of these annual incentive bonus awards, please see "Compensation Discussion & Analysis — Elements of Our Compensation Program — Annual Bonus Opportunities."
- (3) This row reflects the threshold, target and maximum number of PSUs awarded in 2022. Each PSU award was granted with a target number of units, with an actual payment based upon the achievement of performance targets. These grants of PSUs were made under the 2020 Incentive Plan. The PSUs are determined based on average performance metrics for fiscal years 2022, 2023 and 2024, and will be distributed in early 2025. See "Compensation Discussion & Analysis — Elements of Our Compensation Program — Long-Term Equity Awards — Fiscal 2022 Grants."
- (4) This row reflects the number of RSUs awarded in 2022. These grants of RSUs, which were made under the 2020 Incentive Plan, vest in three equal installments on April 1, 2023, 2024 and 2025, subject to continued employment requirements, employment agreements and award terms, as applicable. See "Compensation Discussion & Analysis — Elements of Our Compensation Program — Long-Term Equity Awards — Fiscal 2022 Grants."

## Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards Table

---

### *Pre-IPO Class B Units and Converted Restricted Stock*

Prior to our IPO, equity awards granted to our NEOs were made by our former majority equity holder, EQT pursuant to the EQT 2017 Incentive Plan ("2017 Incentive Plan"). This equity was granted in the form of "Class B Units," which were "profits interests" under U.S. federal income tax law having economic characteristics similar to stock appreciation rights (i.e., representing the rights to share in any increase in the equity value of EQT that exceeds specified thresholds).

In connection with the IPO, on December 10, 2020, all outstanding unvested Class B Units, including those held by our NEOs, were exchanged for newly issued shares of our restricted common stock on the basis of a ratio that took into account the number of unvested Class B Units held, the applicable distribution threshold applicable to such Class B Units and the value of distributions that the holder would have been entitled to receive had EQT liquidated on the date of such replacement in accordance with the terms of the distribution "waterfall" set forth in the Partnership Agreement. The vested Class B Units were exchanged into shares of our common stock held by EQT using the same formula. These unvested restricted shares were subject to the same time-vesting schedule that had applied to the time-vesting Class B Units with a few key differences:

- (i) Such restricted shares will not vest upon a change in control unless the NEO's employment is terminated without cause following the change in control, with the exception of Dr. Feehery, whose shares will vest upon a change in control regardless of termination; and
- (ii) Such shares received in exchange for performance-based vesting Class B Units would not be subject to performance-based vesting conditions, but instead vest as to 20% on each anniversary of the grant date of the Class B Units, with the exception of Dr. Feehery whose performance-based Class B Units fully vested upon the IPO and were replaced with shares of common stock.

Following the completion of the exchanges of Class B Units described above, except for the restricted stock granted to Dr. Feehery, the unvested restricted shares granted to our NEOs vest as to 20% of the recipient's time-based vesting Class B Unit award on each anniversary of the grant date of such Class B Unit award, subject to the NEO's continued employment through each applicable vesting date. The unvested restricted shares granted to Dr. Feehery that are outstanding as of December 31, 2022, vest as to 25% of Dr. Feehery's time-based vesting Class B Unit award on the first anniversary of the grant date of such Class B Unit award, and as to 2.0833% monthly thereafter, subject to his continued employment. Except as provided above, all vesting of shares of restricted stock will cease immediately upon an NEO's termination of employment for any reason and all unvested shares of restricted stock will be immediately cancelled and forfeited without consideration upon such termination. With respect to the unvested shares of restricted stock granted to Dr. Feehery, upon his termination of employment without cause, for good reason or due to death or disability, such unvested shares of restricted stock that are scheduled to vest during the 12-month period following such termination will immediately vest on termination.

### *Post-IPO Equity Awards*

The 2020 Incentive Plan was approved by our stockholders on December 10, 2020. The purpose of the 2020 Incentive Plan is to provide a means through which to attract, retain and motivate key personnel and strengthen officer, director, and employee commitment to the Company's welfare while aligning their interests with those of our stockholders. Awards may be granted to employees, directors, officers, consultants, or advisors to the Company or our subsidiaries.

The following types of awards may be made under the 2020 Incentive Plan:

- Options;
- Restricted Stock and RSUs; and

## EXECUTIVE COMPENSATION

- Other Equity-Based Awards and Cash-Based Awards.

In 2022, the Compensation Committee authorized the issuance of two types of awards to our NEOs: (i) RSUs and (ii) PSUs. The detailed characteristics of these two types of awards are set forth below.

The 2020 Incentive Plan provides that no more than the number of shares of common stock equal to the plan share reserve may be issued in the aggregate pursuant to the exercise of incentive stock options. The “plan share reserve” was established with 20,000,000 shares, provided, however, that the plan share reserve shall be increased on the first day of each fiscal year beginning with the 2021 fiscal year to an amount equal to the lesser of (i) the positive difference, if any, between (x) 4.0% of the outstanding common stock on the last day of the immediately preceding fiscal year and (y) the plan share reserve on the last day of the immediately preceding fiscal year and (ii) a lower number of shares of our common stock as determined by our Board of Directors. No increases in the plan share reserve were made in either 2021 or 2022. As of December 31, 2022, the plan share reserve consists of 16,783,913 shares. The maximum number of shares of common stock granted during a single fiscal year to any non-employee director, taken together with any cash fees paid to such non-employee director during the fiscal year, may not exceed \$1,000,000 in total value, except for certain awards made to a non-executive chair of our Board of Directors. Certain “substitute awards” will not be counted against the plan share reserve.

All awards granted under the 2020 Incentive Plan will vest and/or become exercisable in such manner and on such date or dates or upon such event or events as determined by the Compensation Committee, which administers the 2020 Incentive Plan. Such events may include performance-related conditions. Additionally, the Compensation Committee has discretion to make certain adjustments to awards and terms of awards under the 2020 Incentive Plan in response to certain events. The Compensation Committee may also determine that awards granted under the 2020 Incentive Plan include dividends or dividend equivalents.

No award may be granted under the 2020 Incentive Plan after the tenth anniversary of the effective date (as defined therein), but awards granted before then may be extended beyond that date. The Compensation Committee may amend or terminate this plan at any time (with stockholder approval, where required).

Awards are generally not transferrable other than by will or the laws of descent and distribution, but the Compensation Committee may permit certain transfers. Additionally, all awards are subject to (i) reduction, cancellation, forfeiture or recoupment to the extent necessary to comply with any claw back, forfeiture, other similar policy adopted by the Board of Directors or the Compensation Committee, and (ii) applicable law. The Compensation Committee may also provide for a cancellation of or forfeiture of gain on awards if a participant engages in any detrimental activity (including, but not limited to, any activity that would be grounds to terminate the participant’s employment or service for cause).

#### *2022 RSUs and PSUs Grants*

Long-term equity for our NEOs in 2022 was issued in the form of RSUs and PSUs, with 50% of the total award value attributed to each type of grant. The RSUs granted in 2022 vest annually on the grant anniversary date in three equal amounts (1/3 each) over a three-year period. The PSUs are subject to the Company achieving certain financial performance goals over a three-year performance period comprised of fiscal years 2022, 2023 and 2024 (the “Performance Period”). The PSUs are bifurcated into equal tranches: “Tranche 1” PSUs, which are subject to a performance condition based on year-over-year revenue growth; and “Tranche II” PSUs, which are subject to a performance condition based on unlevered free cash flow growth. For each Tranche, there is a threshold, target, and maximum level of achievement. A “Weighted Percentage” is then ascribed to the applicable level of achievement, starting at 50% for threshold achievement, 100% for target achievement, and 135% for maximum achievement. Any performance achievement under 50% is ascribed a weighted percentage of 0% and any performance achievement above maximum is ascribed a performance achievement of 135%. Unless otherwise determined by the Compensation Committee, if actual performance with respect to any Tranche is between (i) threshold and target or (ii) target and maximum levels of achievement, the Weighted Percentage is determined using linear interpolation between such numbers, rounding to the

nearest whole percentage point. Following the end of the Performance Period, the Compensation Committee will determine (i) the final Weighted Percentage with respect to each Tranche of PSUs by taking the average Weighted Percentages calculated for each fiscal year of the Performance Period and (ii) the adjustment to the final number of PSUs distributed, which will equal the sum of (a) the number of Tranche I PSUs multiplied by (b) the final Weighted Percentage applicable to Tranche I PSUs multiplied by (c) the quotient, the numerator of which is the PSU recipients number of full years of employment during the performance period and the denominator of which is three (rounded up to the nearest whole unit), plus (x) the number of Tranche II PSUs multiplied by (b) the final Weighted Percentage applicable to Tranche II PSUs multiplied by (c) the quotient, the numerator of which is the PSU recipients number of full years of employment during the performance period and the denominator of which is 3 (rounded up to the nearest whole unit).

The threshold, target and maximum level of achievement for both Tranches I and II originally required growth of 15%, 20%, and 25%, respectively, for each year during the Performance Period. In each case, the threshold, target, and maximum were set five percentage points higher than those of the 2021 PSUs.

At the beginning of 2022, the Committee established the Tranche I and II goals inclusive of the uplift in revenue and free cash flow that followed the acquisition of Pinnacle 21 on October 1, 2021. The 20% target, for example, was based on an expected 15% growth plus an additional 5% in growth attributable to the Pinnacle 21 acquisition. However, the Committee later recognized that future acquisitions are unpredictable and may not have the same financial benefit as Pinnacle 21. As such, the Committee determined that the original terms and goals of the 2022 PSUs were inappropriate and may adversely incentivize executive behavior and potentially harm company performance. Additionally, the Committee believed executives may be unfairly penalized if a material acquisition, similar to Pinnacle 21, is not repeated in fiscal years 2022 or 2023.

Given these concerns, on March 29, 2023, the Compensation Committee modified the 2022 PSU award agreements to more accurately measure for expected revenue and free cash flow growth rates. The Committee desired to maintain challenging growth goals but also allow flexibility for future acquisitions, if any. For years two and three of the Performance Period only (fiscal years 2023 and 2024), the Committee modified the growth goals such that the 20% target will remain if revenue and free cash flow growth in a measurement year attributable to a material acquisition is greater than 5%. If, however, no acquisition occurs or the revenue and free cash flow growth attributable to an acquisition is less than 5%, the PSU target will revert to 15%. In effect, the 2022 PSU grants have the same revenue and free cash flow growth rates as the 2021 PSUs, but with more challenging performance hurdles should a material transaction occur.

In recognition of this modified program, the Committee capped the maximum achievement for the overall plan at 100%, effectively eliminating the an above-target payout.

Following certain termination or other events, the NEOs are entitled to accelerated vesting of their equity awards as further described below under “— Potential Payments to NEOs Upon Termination of Employment or Change of Control.”

## EXECUTIVE COMPENSATION

## OUTSTANDING EQUITY AWARDS AT 2022 YEAR END

## Outstanding Equity Awards at December 31, 2022

The following table provides information regarding outstanding awards made to our NEOs as of 2022 fiscal year end.

Name	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$) <sup>(1)</sup>	Stock Awards	
			Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$) <sup>(1)</sup>
William Feehery	248,444 <sup>(2)</sup>	3,992,495	170,790 <sup>(3)</sup>	2,744,595
William Feehery			201,315 <sup>(4)</sup>	3,235,132
M. Andrew Schemick	117,259 <sup>(5)</sup>	1,884,352	63,106 <sup>(6)</sup>	1,014,113
M. Andrew Schemick			74,705 <sup>(7)</sup>	1,200,509
Leif Pedersen	153,672 <sup>(8)</sup>	2,469,509	41,813 <sup>(9)</sup>	671,935
Leif Pedersen			49,749 <sup>(10)</sup>	799,466
P. Smith	22,074 <sup>(11)</sup>	354,729	35,707 <sup>(12)</sup>	573,811
P. Smith			25,939 <sup>(13)</sup>	416,840
R. Aspbury	180,464 <sup>(14)</sup>	2,900,056	41,813 <sup>(15)</sup>	671,935
R. Aspbury			49,749 <sup>(16)</sup>	799,466

- (1) Calculated using the closing market price of common stock on the Nasdaq on December 30, 2022, of \$16.07 per share.
- (2) With respect to Dr. Feehery, the amount in this column consists of (i) 172,452 shares of restricted stock (from an initial award of 862,239 shares) and (ii) 75,992 shares of restricted stock (from an original award of 182,368 shares). The restricted stock was granted (i) on June 3, 2019, and vests monthly (28,742 shares) on the third of each month, and (ii) on August 31, 2020, and vests monthly (3,999 shares) on the last day of the month. Each award vests at 25% after the first year, and then at 1.04% per month for the next three years.
- (3) With respect to Dr. Feehery, the number in this column consists of 109,740 RSUs granted on April 1, 2022, and 61,050 RSUs granted on April 1, 2021, (from an initial award of 91,575 restricted stock units). The remaining two-thirds of the April 1, 2021, RSU award are scheduled to vest and settle on April 1, 2023, and 2024. The April 1, 2022, RSU award will vest over three years, one year after the grant date.
- (4) The number in this column consists of 109,740 target PSUs issued on April 1, 2022, and 91,575 target PSUs issued on April 1, 2022. Performance objectives that have been previously established apply to the target PSUs. Target PSUs are scheduled to be paid out sometime between 2024 and 2025, respectively, if the performance measurers for the April 1, 2022, and April 1, 2021, grants are reached. Each vesting is subject to the terms of the award and the criteria for continued employment.
- (5) With respect to Mr. Schemick, the number in this column consists of 117,259 shares of restricted stock (from an initial award of 195,431 shares). The restricted stock was granted on August 31, 2020, and 39,086 shares will vest annually on each of August 31, 2023, and 2024, and 39,087 shares will vest on August 31, 2025. The award vests over a period of five equal payments.
- (6) With respect to Mr. Schemick, the number in this column consists of 39,906 RSUs granted on April 1, 2022, and 23,200 RSUs granted on April 1, 2021, (from an initial award of 34,799 RSUs). The remaining two-thirds of the April 1, 2021, RSU award are scheduled to vest and settle on April 1, 2023, and 2024. The April 1, 2022, RSU award will vest over three years on April 1 each year following the year of grant.
- (7) The number in this column consists of 39,906 target PSUs issued on April 1, 2022, and 34,799 target PSUs issued on April 1, 2021. Performance objectives, which have been previously established, apply to the target performance stock units. Target performance units are scheduled to be paid out sometime between 2024 and 2025, respectively, if the performance measurers for the April 1, 2022, and April 1, 2021, grants are reached. Each vesting is subject to the terms of the award and the criteria for continued employment.
- (8) With respect to Mr. Pedersen the number in this column consists of 153,672 shares of restricted stock (from an initial award of

256,118 shares). The restricted stock was granted on September 9, 2020, and 51,224 shares will vest annually on each of September 9, 2023, 2024 and 2025. The award vests over a period of five equal payments.

- (9) With respect to Mr. Pedersen, the number in this column consists of 25,939 RSUs granted on April 1, 2022, and 15,874 RSUs issued on April 1, 2021, (from an initial award of 23,810 RSUs). The remaining two-thirds of the April 1, 2021, RSU award are scheduled to vest and settle on April 1, 2023, and 2024. The April 1, 2022, RSU award will vest over three years, one year after the grant date.
- (10) The number in this column consists of 25,939 target PSUs issued on April 1, 2022, and 23,810 target PSUs issued on April 1, 2021. Performance objectives, which have been previously established, apply to the target PSUs. Target PSUs are scheduled to be paid out sometime between 2024 and 2025, respectively, if the performance measures for the April 1, 2022, and April 1, 2021, grants are reached. Each vesting is subject to the terms of the award and the criteria for continued employment.
- (11) With respect to Dr. Smith, the number in this column consists of 22,074 shares of restricted stock (from an initial award of 44,147 shares of restricted stock). The restricted stock was granted on April 16, 2019, and 11,037 shares will vest annually on each of April 1, 2023, and 2024. The award vests over a period of five equal payments.
- (12) With respect to Dr. Smith, the number in this column consists of 25,939 RSUs granted on April 1, 2022, and 9,768 RSUs granted on April 1, 2021 (from an initial award of 14,652 RSUs), and (ii) an award of 25,939 RSUs. The remaining two-thirds of the April 1, 2021, RSU award are scheduled to vest and settle on April 1, 2023, and 2024. The April 1, 2022, RSU award will vest over three years, one year after the grant date.
- (13) The number in this column consists of 25,939 target PSUs issued on April 1, 2022. Performance objectives, which have been previously established, apply to the target PSUs. Target PSUs are scheduled to be paid out sometime in 2025, respectively, if the performance measures for the April 1, 2022, grant each reached. The vesting is subject to the terms of the award and the criteria for continued employment.
- (14) With respect to Dr. Aspbury, the number in this column consists of (i) 44,110 shares of restricted stock (from an initial award of 86,218 shares), (ii) 93,206 shares of restricted stock (from an initial award of 155,324) and (iii) 44,148 shares of restricted stock (from an original award of 88,294 shares). The restricted stock vests as follows: (i) 22,074 shares will vest annually on each of April 15, 2023, and 2024, (ii) 21,555 shares will vest annually on each November 8, 2023, and 2024 and (iii) 31,068 shares will vest annually on August 31, 2023, and 31,069 shares of will vest annually on each of August 31, 2024 and 2025. The awards vest over a period of five equal payments.
- (15) With respect to Dr. Aspbury, the number in this column consists of (i) 5,939 RSUs granted on April 1, 2022, (ii) 3,664 RSUs granted on July 1, 2021 (from an initial award of 5,495 RSUs) and (iii) 12,210 RSUs granted on April 1, 2021 (from an original award of 18,315 RSUs). The remaining two-thirds of the April 1, 2021, and July 1, 2021, RSUs are scheduled to vest and settle on April 1, 2023, and 2024, and July 1, 2023, and 2024. The April 1, 2022, RSU award will vest over three years, one year after the grant date.
- (16) The number in this column consists of 25,939 target PSUs granted on April 1, 2022, and 23,810 target PSUs granted on April 1, 2021, and July 1, 2021. Performance objectives, which have been previously established, apply to the target PSUs. Target PSUs are scheduled to be paid out sometime between 2024 and 2025, respectively, if the performance measures for the April 1, 2022, and April 1, 2021, and July 1, 2021, grants are reached. Each vesting is subject to the terms of the award and the criteria for continued employment.

## OPTION EXERCISES AND STOCK VESTED

The following table provides information regarding the amounts received by our NEOs upon exercise of options or similar instruments or the vesting of stock or similar instruments during our most recent fiscal year.

Name	Stock Awards	
	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$) <sup>(1)</sup>
William Feehery <sup>(2)</sup>	421,006	8,415,140
M. Andrew Schemick <sup>(3)</sup>	144,515	2,549,174
Leif Pedersen <sup>(4)</sup>	51,223	1,799,976
Patrick Smith <sup>(5)</sup>	31,281	550,830
Robert Aspbury <sup>(6)</sup>	82,631	1,285,916

(1) Calculated using the closing market price of Common Stock on the Nasdaq on the vesting date (or the prior date closing if the vesting falls on a weekend or holiday).

(2) The total includes 30,525 RSUs that vested on April 1, 2022, as well as 405,680 shares of restricted stock that vested during the year. The vesting dates and stock prices for the restricted shares for Dr. Feehery were as follows for fiscal year 2022: January 3 (\$28.73); January 31 (\$26.73); February 3 (\$25.73); February 28 (\$25.34); March 3 (\$20.73); March 31 (\$21.48); April 3 (\$22.25);



## EXECUTIVE COMPENSATION

- April 29 (\$18.35); May 3 (\$18.76); May 31 (\$20.32); June 3 (\$19.37); June 30 (\$21.46), July 1 (\$22.09); July 29 (\$22.99) August 3 (\$23.09); August 31 (\$15.67); September 3 (\$15.10); September 30 (\$13.28); October 3 (\$13.40); October 31 (\$12.23); November 3 (\$11.92); November 30 (\$16.98); December 3 (\$17.47), and December 31 (\$16.07). The RSUs had a vesting date of April 1, 2022, and a \$22.25 stock price.
- (3) The total includes 11,559 RSUs that vested on April 1, 2022, as well as 132,916 shares of restricted shares that vested during the year. The vesting dates and stock prices for the restricted shares for Mr. Schemick were as follows for fiscal year 2022: August 15 (\$17.89) and August 31 (\$15.67). The RSUs had a vesting date of April 1, 2022, and a \$22.25 stock price.
  - (4) The total includes 7,936 RSUs that vested on April 1, 2022, as well as 51,223 shares of restricted shares that vested during the year. The vesting date and stock price for the restricted shares for Mr. Pedersen was September 9 (\$16.28). The RSUs had a vesting date of April 1, 2022, and a \$22.25 stock price.
  - (5) The total includes 8,515 RSUs as well as 22,78163 shares of restricted shares that vested during the year. The vesting dates and stock prices for the restricted shares for Dr. Smith were as follows for fiscal year 2022: April 14 (\$21.05) and August 15 (\$17.89). The RSUs vesting dates and stock prices for 2022 were as follows: April 1 (\$22.25) and November 1 (\$12.49).
  - (6) The total includes 7,936 RSUs and 74,965 shares of restricted shares that vested during the year. The vesting dates and stock prices for the restricted shares for Dr. Aspbury were as follows for fiscal year 2022: April 14 (\$21.05); July 1 (\$22.09); August 31 (\$15.67); and November 8 (\$13.64). The RSUs vesting dates and stock prices for 2022 were as follows: April 1 (\$22.25) and July 1 (\$22.09).

EMPLOYMENT AGREEMENTS*William F. Feehery*

Effective as of May 14, 2019, we entered into an employment agreement with Dr. Feehery (the “Feehery Agreement”) to serve as our CEO commencing on June 3, 2019. The Feehery Agreement provides for an initial annual base salary and an annual discretionary bonus based upon achievement of specific individual and Company performance objectives to be established by our Board of Directors or the Compensation Committee. Dr. Feehery’s base salary and annual bonus are subject to annual review and possible increases, as may be determined by the Compensation Committee from time to time.

In the event that any payment, benefit or distribution pursuant to the terms of the Feehery Agreement or otherwise becomes subject to the excise taxes under Section 4999 of the Code, such payments will be subject to reduction to an amount equal to 2.99 times Dr. Feehery’s “base amount” (as defined in Section 280G(b)(3) of the Code).

The Feehery Agreement also provides certain rights relating to compensation associated with a Change of Control. See — “Potential Payments to NEOs Upon Termination of Employment or Change of Control.”

Dr. Feehery is also party to a restrictive covenants agreement that contains indefinite covenants of confidentiality of information and non-disparagement, and covenants of non-competition and non-solicitation of our employees and customers during employment and for the one-year period thereafter.

*M. Andrew Schemick*

Effective as of July 11, 2014, we entered into an employment agreement with Mr. Schemick (the “Schemick Agreement”). The Schemick Agreement provides for an initial annual base salary and an annual discretionary bonus based upon achievement of specific individual and Company performance objectives to be established by our Board of Directors or the Compensation Committee. Mr. Schemick’s base salary and annual bonus are subject to annual review and possible increases, as may be determined by the Compensation Committee from time to time.

The Schemick Agreement also provides for certain rights relating to compensation associated with a Change of Control. See — “Potential Payments to NEOs Upon Termination of Employment or Change of Control.”

The Schemick Agreement also imposes certain restrictive covenants on Mr. Schemick, including indefinite covenants of confidentiality of information and non-disparagement, covenants relating to intellectual property and covenants of non-competition during employment and for the one-year period thereafter, and non-solicitation of our employees and customers during employment and for the two-year period thereafter.

*Leif E. Pedersen*

Effective as of July 30, 2020, we entered into an employment agreement with Mr. Pedersen (the “Pedersen Agreement”). The Pedersen Agreement provides for an initial annual base salary and a discretionary annual bonus based upon achievement of specific individual and Company performance objectives to be established by our Board of Directors or the Compensation Committee. Mr. Pedersen’s base salary is subject to annual review and possible increases, as may be determined by the Compensation Committee from time to time.

The Pedersen Agreement also provides for certain rights relating to compensation associated with a Change of Control. See — “Potential Payments to NEOs Upon Termination of Employment or Change of Control.”

The Pedersen Agreement also imposes certain restrictive covenants on Mr. Pedersen, including indefinite covenants of confidentiality of information and non-disparagement, covenants relating to intellectual property and covenants of non-competition during employment and for the one-year period thereafter, and non-solicitation of our employees and customers during employment and for the two-year period thereafter.

*Patrick F. Smith*

Effective September 2, 2016, we entered into an employment agreement with Dr. Smith (the “Smith Agreement”). The Smith Agreement provides for an initial annual base salary and annual discretionary bonus based upon achievement of specific individual and Company performance objectives to be established by our Board of Directors or the Compensation Committee. Dr. Smith’s base salary is subject to annual review and possible increases, as may be determined by the Compensation Committee from time to time.

The Smith Agreement also provides certain rights relating to compensation associated with a Change of Control. See — “Potential Payments to NEOs Upon Termination of Employment or Change of Control.”

The Smith Agreement also imposes certain restrictive covenants on Dr. Smith, including indefinite covenants of confidentiality of information and covenants relating to intellectual property and covenants of non-competition (for a period of one year thereafter) and non-solicitation of our employees (for a period of two years) and customers (for a one-year period) during employment and for the one-year period thereafter.

*Robert P. Aspbury*

Effective April 15, 2019, we entered into an employment agreement with Dr. Aspbury (the “Aspbury Agreement”). The Aspbury Agreement provides for an initial annual base salary and annual discretionary bonus based upon achievement of specific individual and Company performance objectives to be established by our Board of Directors or the Compensation Committee. Dr. Aspbury’s base salary is subject to annual review and possible increases, as may be determined by the Compensation Committee from time to time.

The Aspbury Agreement also provides certain rights relating to compensation associated with a Change of Control. See — “Potential Payments to NEOs Upon Termination of Employment or Change of Control.”

The Aspbury Agreement also imposes certain restrictive covenants on Dr. Aspbury, including indefinite covenants of confidentiality of information and covenants relating to intellectual property and covenants of non-competition and non-solicitation of our employees and customers during employment and for the one-year period thereafter.

CEO PAY RATIO

We are providing the ratio of the total annual compensation of our CEO to the total annual compensation of our median compensated employee (“median employee”) for the first time.

Our determination of which employee was the median employee for compensation purposes was based on compensation data for all employees (other than our CEO) as of October 1, 2022 (the “Determination Date”), which was in the last three months of our 2022 fiscal year. Our employee population as of the Determination Date consisted of 1,175 individuals in the United States and in international locations (including our consolidated



## EXECUTIVE COMPENSATION

subsidiaries) who were employed by us on a full-time, part-time, or seasonal basis, including employees on a leave of absence. Contractors and other non-employees were not included in our employee population.

To identify the median-paid employee among our employees (other than the CEO), we used total cash compensation, based on our payroll data, which includes regular base pay, overtime pay, retroactive pay, and any cash bonuses and commissions, for the trailing twelve-month period preceding October 1, 2022 (“Determination Period”). We annualized the cash compensation for those employees who were hired during that Determination Period. For employees who qualify and participate in our annual bonus program but did not receive a bonus in 2022 for their 2021 contributions due to starting employment in the fourth quarter of 2021, we assumed and included an estimated annual bonus using bonus target amounts aligned with applicable job position/title. The compensation data did not include the value of any equity grants.

For employees paid other than in U.S. dollars, we converted their compensation to U.S. dollars using the average monthly foreign exchange rate in effect for each month during the Determination Period. We did not make any cost-of-living adjustments for employees outside of the United States.

After identifying the median employee as of the Determination Date, we calculated annual total compensation for such employee using the same methodology we use to determine Dr. Feehery’s annual total compensation in the Summary Compensation Table for fiscal year 2022. We did not take include the compensation provided under non-discriminatory benefit plans for either the median employee or Dr. Feehery.

The results of our calculations are as follows:

- Our median employee’s annual compensation is \$145,240
- Dr. Feehery’s annual total compensation is \$6,234,325
- The ratio of Dr. Feehery’s total annual compensation to that of our median employee’s total annual compensation for fiscal 2022 is 43:1

For additional information about the compensation of our CEO, see the “Compensation Discussion and Analysis” section elsewhere in this Proxy Statement.

We believe this ratio is a reasonable estimate, calculated in a manner consistent with SEC rules, based on our payroll and employment records and the methodology described above.

In selecting the median employee, reporting companies are permitted to use reasonable estimates, assumptions, and methodologies based on their own facts and circumstances. As such, the pay ratio reported by other companies may not be comparable to the pay ratios reported above, as other companies may have different employment and compensation practices and may utilize different estimates, assumptions, and methodologies in calculating their own pay ratios.

## TERMINATION AND SEVERANCE

### Potential Payments to NEOs Upon Termination of Employment or Change of Control

The information below describes and estimates certain compensation that would become payable under plans and arrangements if each NEO’s employment had terminated on December 31, 2022, given the NEO’s compensation as of, and based on the terms of such NEO’s employment agreement and arrangements in effect on, such date. A description of the provisions governing such payments under our agreements and any material conditions or obligations applicable to the receipt of payments are described below.

The figures in the table do not include payments and benefits to the extent they are provided generally to all salaried employees upon termination of employment and do not discriminate in scope, terms, or operation in favor of the NEOs.

*William F. Feehery*

Potential Payments	Termination Scenario		
	By Employee For Good Reason	By Company Without Cause	Change In Control
Cash Payments	\$ 1,881,771 <sup>(1)</sup>	\$ 1,881,771 <sup>(1)</sup>	\$ 1,881,771 <sup>(1)</sup>
Accelerated Equity Awards:			
Pre-IPO	—	—	\$ 3,992,495 <sup>(2)</sup>
April 1, 2021, RSU Grant	—	—	\$ 1,471,610 <sup>(3)</sup>
April 1, 2021, PSU Grant	—	—	\$ 1,456,894 <sup>(4)</sup>
April 1, 2022, RSU Grant	—	—	\$ 1,763,552 <sup>(5)</sup>
April 1, 2022, PSU Grant	—	—	\$ 1,675,710 <sup>(6)</sup>
Continuing perquisites	—	—	\$ 19,956 <sup>(7)</sup>
<b>Total</b>	<b>\$ 1,852,800</b>	<b>\$ 1,852,800</b>	<b>\$ 12,243,959</b>

(1) Represents severance equal to one time his annual base salary and annual target bonus, pro-rated bonus for the year in which the termination occurred.

(2) Represents the full vesting of 248,444 shares of restricted stock exchanged for profit interest units granted prior to the IPO on June 3, 2019, and August 31, 2020.

(3) Represents the full vesting of 61,050 unvested RSUs granted on April 1, 2021.

(4) Represents the full vesting of 90,659 unvested PSUs granted on April 1, 2021 (based on actual performance achievement of 100% and 94% for performance years 2021 and 2022, respectively, and estimated performance achievement of 100% for 2023).

(5) Represents the full vesting of 109,740 unvested RSUs granted on April 1, 2022.

(6) Represents the full vesting of 103,156 unvested PSUs granted on April 1, 2022 (based on actual performance achievement of 82% for performance year 2022 and estimated performance achievement of 100% for years 2023 and 2024).

*M. Andrew Schemick*

Potential Payments	Termination Scenario		
	By Employee For Good Reason	By Company Without Cause	Change In Control
Cash Payments	\$418,000 <sup>(1)</sup>	\$418,000 <sup>(1)</sup>	\$ 418,000 <sup>(1)</sup>
Accelerated Equity Awards:			
Pre-IPO	—	—	\$1,884,352 <sup>(2)</sup>
April 1, 2021, RSU Grant	—	—	\$ 372,824 <sup>(3)</sup>
April 1, 2021, PSU Grant	—	—	\$ 553,628 <sup>(4)</sup>
April 1, 2022, RSU Grant	—	—	\$ 641,289 <sup>(5)</sup>
April 1, 2022, PSU Grant	—	—	\$ 602,812 <sup>(6)</sup>
Continuing perquisites	—	—	—
<b>Total</b>	<b>\$418,000</b>	<b>\$418,000</b>	<b>\$4,472,905</b>

(1) Represents severance equal to one time his annual base salary.

(2) Represents the full vesting of 117,259 shares of restricted stock exchanged for profit interest units granted prior to the IPO on August 31, 2020.

(3) Represents the full vesting of 23,200 unvested RSUs granted on April 1, 2021.

(4) Represents the full vesting of 34,451 unvested PSUs granted on April 1, 2021 (based on actual performance achievement of 100% and 96% for performance years 2021 and 2022, respectively, and estimated performance achievement of 100% for 2023).

(5) Represents the full vesting of 39,906 unvested RSUs granted on April 1, 2022.

## EXECUTIVE COMPENSATION

- (6) Represents the full vesting of 37,512 PSUs granted on April 1, 2022 (based on actual performance achievement of 82% for performance year 2022 and estimated performance achievement of 100% for years 2023 and 2024).

*Leif E. Pedersen*

Potential Payments	Termination Scenario		
	By Employee For Good Reason	By Company Without Cause	Change In Control
Cash Payments	\$ 204,425 <sup>(1)</sup>	\$ 204,425 <sup>(1)</sup>	\$ 204,425 <sup>(1)</sup>
Accelerated Equity Awards:			
Pre-IPO	—	—	\$ 2,469,509 <sup>(2)</sup>
April 1, 2021, RSU Grant	—	—	\$ 255,095 <sup>(3)</sup>
April 1, 2021, PSU Grant	—	—	\$ 378,800 <sup>(4)</sup>
April 1, 2022, RSU Grant	—	—	\$ 416,840 <sup>(5)</sup>
April 1, 2022, PSU Grant	—	—	\$ 391,829 <sup>(6)</sup>
Continuing perquisites	—	—	—
<b>Total</b>	<b>\$ 204,425</b>	<b>\$ 204,425</b>	<b>\$ 4,116,499</b>

- (1) Represents severance equal to six months of his annual base salary.
- (2) Represents the full vesting of 153,672 shares of restricted stock exchanged for profit interest units granted prior to the IPO on September 9, 2020.
- (3) Represents the full vesting of 15,874 unvested RSUs granted on April 1, 2021.
- (4) Represents the full vesting of 23,572 unvested PSUs granted on April 1, 2021 (based on actual performance achievement of 100% and 96% for performance years 2021 and 2022, respectively, and estimated performance achievement of 100% for 2023).
- (5) Represents the full vesting of 25,939 unvested RSUs granted on April 1, 2022.
- (6) Represents the full vesting of 24,383 unvested PSUs granted on April 1, 2022 (based on actual performance achievement of 82% for performance year 2022 and estimated performance achievement of 100% for years 2023 and 2024).

*Patrick F. Smith*

Potential Payments	Termination Scenario		
	By Employee For Good Reason	By Company Without Cause	Change In Control
Cash Payments	\$ 190,550 <sup>(1)</sup>	\$ 190,550 <sup>(1)</sup>	\$ 190,550 <sup>(1)</sup>
Accelerated Equity Awards:			
Pre-IPO	—	—	\$ 354,729 <sup>(2)</sup>
April 1, 2021, RSU Grant	—	—	\$ 156,972 <sup>(3)</sup>
April 1, 2022, RSU Grant	—	—	\$ 416,840 <sup>(4)</sup>
April 1, 2022, PSU Grant	—	—	\$ 391,829 <sup>(5)</sup>
Continuing perquisites	—	—	—
<b>Total</b>	<b>\$ 190,550</b>	<b>\$ 190,550</b>	<b>\$ 1,510,920</b>

- (1) Represents severance equal to six months of his annual base salary.
- (2) Represents the full vesting of 22,074 shares of restricted stock exchanged for profit interest units granted prior to the IPO on August 15, 2017.
- (3) Represents full vesting of 9,768 unvested RSUs granted on April 1, 2021.
- (4) Represents the full vesting of 25,939 unvested RSUs granted on April 1, 2022.
- (5) Represents the full vesting of 24,383 unvested PSUs granted on April 1, 2022 (based on actual performance achievement of 82% for performance year 2022 and estimated performance achievement of 100% for years 2023 and 2024).

*Robert P. Aspbury*

Potential Payments	Termination Scenario		
	By Employee For Good Reason	By Company Without Cause	Change In Control
Cash Payments	— <sup>(1)</sup>	— <sup>(1)</sup>	— <sup>(1)</sup>
Accelerated Equity Awards:			
Pre-IPO	—	—	\$2,900,056 <sup>(2)</sup>
April 1, 2021, RSU Grant	—	—	\$ 255,095 <sup>(3)</sup>
April 1, 2021, PSU Grant	—	—	\$ 378,800 <sup>(4)</sup>
April 1, 2022, RSU Grant	—	—	\$ 416,840 <sup>(5)</sup>
April 1, 2022, PSU Grant	—	—	\$ 391,829 <sup>(6)</sup>
Continuing perquisites	—	—	—
<b>Total</b>			<b>\$4,342,621</b>

(1) Dr. Aspbury is not entitled to severance but must receive six months' notice for termination without cause.

(2) Represents the full vesting of 180,464 shares of restricted stock exchanged for profit interest units granted prior to the IPO on April 15, 2019, November 8, 2019, and August 31, 2020.

(3) Represents the full vesting of 15,872 unvested RSUs granted on April 1, 2021, and July 1, 2021.

(4) Represents the full vesting of 23,572 unvested PSUs granted on April 1, 2021, and July 1, 2021 (based on actual performance achievement of 100% and 96% for performance years 2021 and 2022, respectively, and estimated performance achievement of 100% for 2023).

(5) Represents the full vesting of 25,939 unvested RSUs granted on April 1, 2022.

(6) Represents the full vesting of 24,383 unvested PSUs granted on April 1, 2022 (based on actual performance achievement of 82% for performance year 2022 and estimated performance achievement of 100% for years 2023 and 2024).

### Termination Provisions in Employment Agreements

Pursuant to the Feehery Agreement, in the event Dr. Feehery's employment is terminated by us without "cause" or by Dr. Feehery for "good reason" (each as defined in the Feehery Agreement) and Dr. Feehery executes and does not revoke a general release of claims in favor of the Company and complies with the restrictive covenants to which he is subject following such termination, then Dr. Feehery will receive (i) any unpaid annual bonus in respect of any completed fiscal year that has ended prior to the date of such termination, payable in a lump sum at such time as annual bonuses are paid to our other senior executives, (ii) subject to satisfaction of the applicable performance objectives, a pro rata portion of the annual bonus otherwise payable to Dr. Feehery for the fiscal year in which such termination occurs, based on the number of days he was employed, (iii) the sum of his base salary plus his target bonus amount, payable in substantially equal payments over 12 months following such termination, (iv) monthly payments for 12 months following such termination equal to the difference between the monthly COBRA premium cost for the health care coverage elected by Dr. Feehery under the Company's group health plan and the monthly contribution paid by active employees for the same level of coverage (subject to mitigation, to the extent Dr. Feehery and his dependents become eligible to receive any health benefits as a result of Dr. Feehery's subsequent employment or service) and (v) all accrued but unpaid obligations.

Pursuant to the Schemick Agreement, the Pedersen Agreement, and the Smith Agreement, in the event that the employment of Messrs. Schemick, and Pedersen, or Dr. Smith, as the case may be, is terminated by us without "cause" or by any of the foregoing is terminated for "good reason" (each as defined in the applicable employment agreement) and the applicable NEO executes and does not revoke a general release of claims in favor of the Company and complies with the restrictive covenants to which each is subject following such termination, then such individual will receive (i) continuation of his base salary for 12 months in the case of Mr. Schemick, six months in the case of Mr. Pedersen and Dr. Smith, following such termination and (ii) all

## EXECUTIVE COMPENSATION

accrued but unpaid obligations, including any unpaid annual bonus that has been authorized by the Company and approved by our CEO in respect of any completed fiscal year that has ended prior to the date of such termination. In the case of Dr. Aspbury, except in the case of gross misconduct, in which we may terminate his employment immediately without notice, we are required to provide Dr. Aspbury six months' notice prior to his termination date, during which time he will receive his full salary.

Except for the Aspbury Agreement, under the employment agreements, "cause" generally means dishonesty, misconduct, conviction of a crime involving moral turpitude, substance abuse, misappropriation of funds, gross neglect of his duties, or violation of the NEO's restrictive covenants under the applicable employment agreement. The Aspbury Agreement does not define "cause," but provides that Dr. Aspbury may be dismissed without notice if he commits an act of gross misconduct.

Except for Aspbury Agreement, under the employment agreements, "good reason" generally means, without the NEO's prior written consent: (i) a material reduction in base salary or target annual bonus opportunity; (ii) a material reduction of duties and responsibilities; or (iii) a relocation of the NEO's principal office to a location more than 50 miles away. To be considered a resignation from employment for good reason, the NEO must provide written notice of termination within 30 days of the occurrence of such conditions giving rise to good reason and the Company must fail to cure the grounds that constitute good reason.

**Restrictive Covenants.** Each of the NEO's employment agreements contains: (i) perpetual confidentiality covenants that protect proprietary information, developments and other intellectual property and confidential information and materials of the Company and its affiliates, (ii) a non-competition covenant that prohibits the NEO from engaging in any capacity in business activities that are competitive with the business activities of the Company or its affiliates during employment and for the one year period after termination of employment for any reason, (iii) a non-solicitation covenant that prohibits the NEO from soliciting our customers during employment and for the one year period following termination for any reason, (iv) a non-solicitation covenant that prohibits the NEO from soliciting any of our employees during employment and for the one year period after termination of employment for any reason.

### Treatment of Equity Awards

---

**RSUs.** Pursuant to the approved grant award agreement for each recipient, upon a termination of employment for any reason all vesting with respect to a participant's RSUs will cease and unvested shares of RSUs will be forfeited to the Company for no consideration as of the date of termination. In the event of a termination as a result of a participant's death, unvested RSUs will remain outstanding for one month following the date of such termination, but shall be eligible to vest only to the extent the Compensation Committee determines, during such one-month period, to accelerate the vesting of such unvested RSUs, and if the Committee fails to make such determination, the unvested RSUs will terminate without further action at the end of such period. Notwithstanding the foregoing, RSUs will, to the extent not vested, become fully vested if the participant undergoes a termination other than for cause in connection with or within 12 months following a Change in Control (as defined in each grant award agreement).

**PSUs.** Upon a termination of employment for "cause" prior to the date that the final performance metrics are determined and shares are distributed, all of the participant's PSUs will be forfeited to the Company as of the date of such termination. In the event of a Change in Control during the performance period, the Compensation Committee will determine the achieved performance metric for the year in which the Change in Control occurs and any subsequent year during the performance period, with distribution of all earned units occurring at the end of the performance period.

**Pre-IPO Shares.** Pursuant to the exchange agreement, unvested Class B Profit Interest Units were exchanged for restricted common stock. Any unvested restricted common stock will vest upon the stockholders termination by the Company without "cause" following the occurrence of a Change in Control.

## PAY VERSUS PERFORMANCE

Year <sup>(1)</sup>	Summary Compensation Table Total for CEO	Compensation Actually Paid to CEO <sup>(2)</sup>	Average Summary Compensation Table Total for Non-CEO Named Executive Officers	Average Compensation Actually Paid to Non-CEO Named Executive Officers <sup>(2)</sup>	Value of Initial Fixed \$100 Investment Based On:		Net Income	Adjusted EBITDA <sup>(3)</sup>
					Total Shareholder Return	Peer Group Total Shareholder Return		
2022	\$ 6,234,325	\$ (4,571,474)	\$ 1,905,302,	\$ (1,519,004)	\$ 42.21	\$ 82.12	\$ 14,731,000	\$ 120,174,000
2021	\$ 6,244,695	\$ 2,332,290	\$ 2,028,857	\$ 798,169	\$ 74.63	\$ 116.62	\$(13,266,000)	\$ 103,713,000
2020	\$ 3,626,241	\$ 71,866,945	\$ 1,837,169	\$ 12,730,099	\$ 88.55	\$ 104.12	\$(49,397,000)	\$ 87,877,000

- (1) Certara is providing this disclosure pursuant to 17 CFR 229.402(v) for the last three fiscal years, instead of five years, and will provide disclosure for an additional year in each of the two subsequent annual filings in which this disclosure is required.
- (2) As required by 17 CFR 229.402(v)(3), the following tables disclose each of the amounts deducted and added to columns (c) (Compensation Actually Paid to CEO) and (e) (Average Compensation Actually Paid to Non-CEO Named Executive Officers):

Fiscal Year 2020:

Description	CEO	NEOS
Compensation as reported in the summary compensation table	\$ 3,626,241	\$ 1,837,169
<b>Minus</b>		
Grant date fair value from summary compensation table	\$ 2,238,677	\$ 1,385,758
<b>Plus</b>		
Year-end fair value of any equity awards granted during the respective year that remain outstanding and unvested at the end of the year	\$ 6,149,449	\$ 7,613,117
Year-over-year change in fair value as of the respective year-end for equity awards granted in a prior year that remain outstanding and vested at the end of that year	\$26,321,151	\$ 2,959,297
Change in fair value from the prior year-end to the vesting date for equity awards granted in a prior year that vested during the respective year	\$ 4,194,464	—
Fair value as of the vesting date for any equity awards granted and vested within the respective year	\$33,834,317	\$ 1,706,275
Reduction for the fair value as of the end of the prior year for any equity awards granted during that prior year that failed to vesting during the respective year	—	—
Value of any dividends or other earnings paid on equity awards prior to vesting date that are not otherwise included in the fair value of the award or other reported compensation amounts	—	—
<b>Total</b>	<b>\$71,886,945</b>	<b>\$12,730,099</b>

\* NEOs for fiscal year 2020 are Messrs. M. Andrew Schemick and Leif Pedersen.

## EXECUTIVE COMPENSATION

For Fiscal Year 2021:

Description	CEO	NEOS*
Compensation as reported in the summary compensation table	\$ 6,244,695	\$ 2,028,857
<b>Minus</b>		
Grant date fair value from summary compensation table	\$ 4,999,995	\$(1,502,429)
<b>Plus</b>		
Year-end fair value of any equity awards granted during the respective year that remain outstanding and unvested at the end of the year	\$ 5,074,995	\$ 1,524,608
Year-over-year change in fair value as of the respective year-end for equity awards granted in a prior year that remain outstanding and vested at the end of that year	\$(3,386,287)	\$(1,269,890)
Change in fair value from the prior year-end to the vesting date for equity awards granted in a prior year that vested during the respective year	—	—
Fair value as of the vesting date for any equity awards granted and vested within the respective year	\$ (601,118)	\$ 17,022
Reduction for the fair value as of the end of the prior year for any equity awards granted during that prior year that failed to vesting during the respective year	—	—
Value of any dividends or other earnings paid on equity awards prior to vesting date that are not otherwise included in the fair value of the award or other reported compensation amounts	—	—
<b>Total</b>	<b>\$ 2,332,290</b>	<b>\$ 798,169</b>

\* NEOs for fiscal year 2021 are Messrs. M. Andrew Schemick, Leif Pedersen, Robert Aspbury, Justin Edge, and Craig Rayner.

## Fiscal Year 2022

Description	CEO	NEOS*
Compensation as reported in the summary compensation table	\$6,234,325,	\$ 1,905,302
<b>Minus</b>		
Grant date fair value from summary compensation table	\$ 4,883,430	\$(1,309,669)
<b>Plus</b>		
Year-end fair value of any equity awards granted during the respective year that remain outstanding and unvested at the end of the year	\$ 2,424,943	\$ 647,159
Year-over-year change in fair value as of the respective year-end for equity awards granted in a prior year that remain outstanding and vested at the end of that year	\$(4,773,902)	\$(1,875,780)
Change in fair value from the prior year-end to the vesting date for equity awards granted in a prior year that vested during the respective year	—	—
Fair value as of the vesting date for any equity awards granted and vested within the respective year	\$(3,573,410)	\$ (886,016)
Reduction for the fair value as of the end of the prior year for any equity awards granted during that prior year that failed to vesting during the respective year	—	—
Value of any dividends or other earnings paid on equity awards prior to vesting date that are not otherwise included in the fair value of the award or other reported compensation amounts	—	—
<b>Total</b>	<b>\$(4,571,474)</b>	<b>\$(1,519,004)</b>

\* NEOs for fiscal year 2022 are Messrs. M. Andrew Schemick, Leif Pedersen, Patrick Smith, and Robert Aspbury.

(3) "For a description of how adjusted EBITDA is calculated, and a reconciliation of adjusted EBITDA to new income, refer to the Section "Key Factors Affecting Our Performance; non-GAAP measures" in Item 7 of our Annual Report on Form 10-K.

The compensation paid to our principal executive officer, Dr. Feehery and NEOs set forth in the table above include the value of equity granted prior to the IPO (under our Equity Incentive Plan) and after the IPO (under our 2020 Incentive Plan). For a description of the type of equity granted under our 2017 Incentive Plan, see "*Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards Table; Pre-IPO Class B Units and Converted Restricted Stock.*" For a description of the type of equity granted our 2020 Incentive Plan, see "*Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards Table; Post-IPO Equity Awards.*"

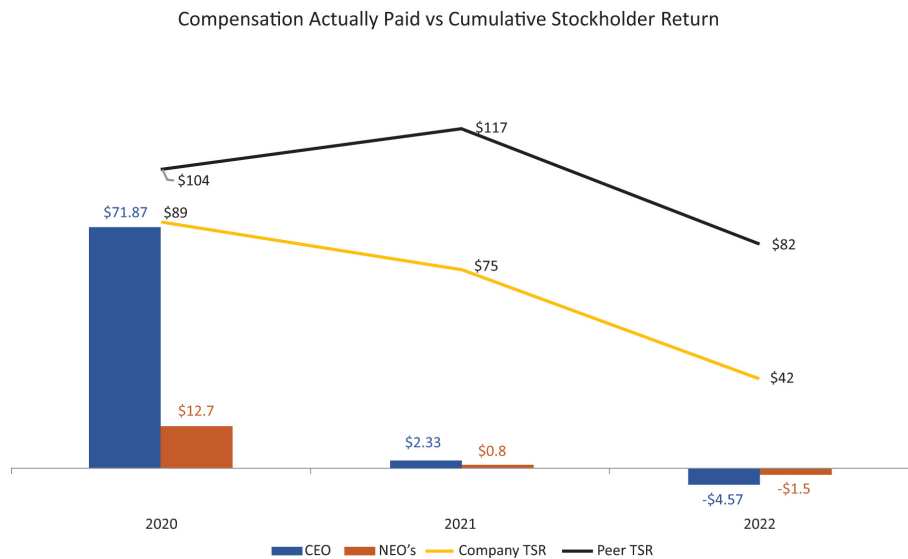
Prior to the IPO, the Class B Units were valued by EQT on a quarterly basis based on EQT's internal analysis, leveraging commonly recognized valuation methodologies, but also periodically determined by an independent valuation advisor. For purposes of determining compensation actually paid, we calculated the value of the applicable Class B Units at the end of 2019 based on the fair value attributed to them on that date. We then determined the value of the common stock at the time periods required for the number of shares for which the applicable number of Class B Units were exchanged using the conversion formula used in the exchange of Class B Units for common shares at the time of the IPO.

The vast majority of "compensation actually paid" for our CEO and NEOs in 2020 is based on the material increase in value from the equity awards pre-IPO v. post-IPO, and, for our CEO, the accelerated vesting of his performance-based profits interest units ("PIUs") at the time of the IPO. Accordingly, the value of compensation actually paid for 2020 is atypical and a direct result of (i) the fact that the pre-IPO was illiquid and therefore represents the accumulated increase of value in the equity over more than one year, (ii) for our CEO, the accelerated vesting of certain PIUs at the time of the IPO, and (iii) the increase in market value of the Company as a result of the IPO process.



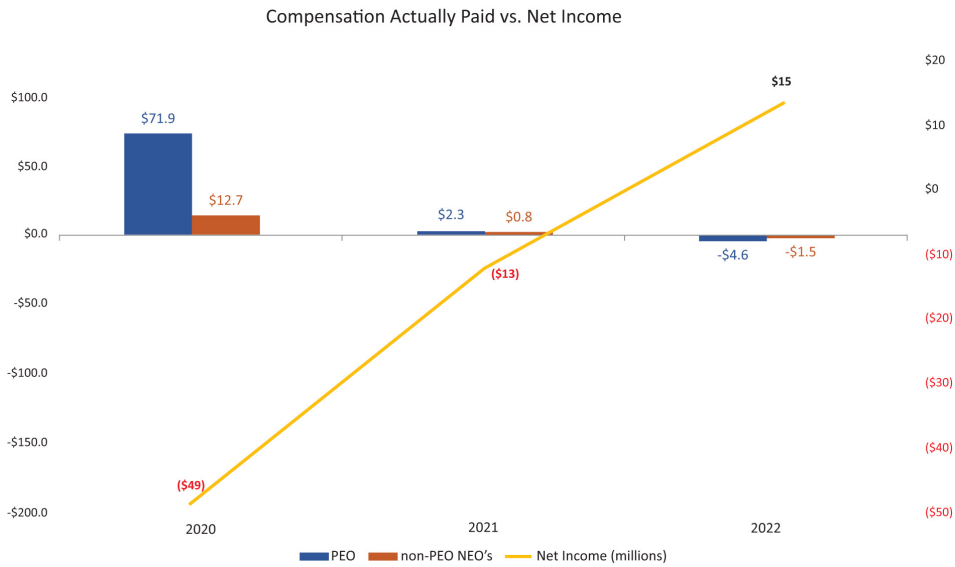
EXECUTIVE COMPENSATION

Relationship Between Compensation Actually Paid and Cumulative Stockholder Return:



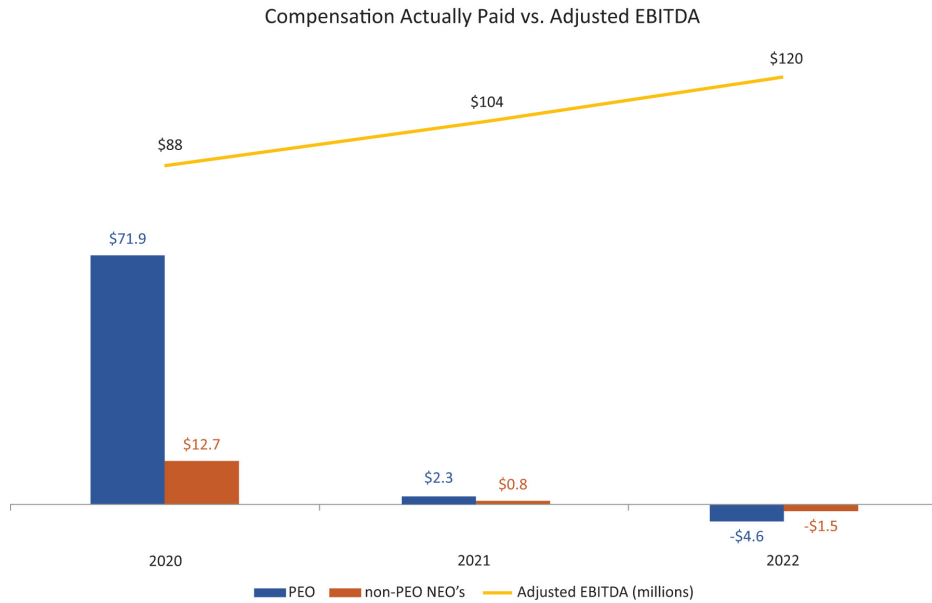
CEO and NEOs CAP in millions; Company TSR and Peer TSR in US dollar per share on return on \$100 investment.

Relationship Between Compensation Actually Paid and Net Income



CEO and NEOs CAP in millions; Net Income in millions

## Relationship Between Compensation Actually Paid and Adjusted EBITDA



CEO and NEOs CAP in millions; Adjusted EBITDA in millions

### Financial Performance Measures

The following is a list of financial performance measures that represent the most important financial performance measures (used by the Company to link compensation actually paid to our CEO and NEOs for fiscal year 2022 to company performance):

- Revenue
- Adjusted EBITDA
- Bookings

## PROPOSAL 3 — ADVISORY VOTE TO APPROVE THE 2023 COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS

As required by Section 14A of the Exchange Act we are seeking shareholder approval, on an advisory (non-binding) basis, of the compensation of our NEOs as disclosed under the “Compensation Discussion & Analysis” and “Executive Compensation Tables” sections of this proxy statement. In considering your vote, we invite you to review the Company’s compensation philosophy and program under “Compensation Discussion & Analysis.” As described in the Compensation Discussion & Analysis, we believe that the Company’s executive compensation program effectively aligns the interests of our NEOs with those of our stockholders by tying a significant portion of compensation to the Company’s performance and by providing a competitive level of compensation needed to recruit, retain and motivate talented executive officers critical to the Company’s long-term success. We are asking our stockholders to vote “FOR” the adoption of the following resolution:

“RESOLVED, that the stockholders of Certara, Inc. (“Certara”) approve, on an advisory basis, the compensation of Certara’s named executive officers, as disclosed pursuant to Item 405 of Regulation S-K in Certara’s Proxy Statement for the 2023 annual meeting under the headings ‘Compensation Discussion & Analysis’ and ‘Executive Compensation Tables’.”

While we intend to carefully consider the voting results of this proposal, the vote is advisory in nature and therefore not binding on us, our Board or our Compensation Committee. Our Board and Compensation Committee value the opinions of all our stockholders and will consider the outcome of this vote when making future compensation decisions for our NEOs.

### VOTE REQUIRED FOR APPROVAL

Approval of this proposal requires the affirmative vote of the holders of a majority of the voting power of the shares of common stock present in person or represented by proxy at the annual meeting and entitled to vote on the proposal.

***The Board unanimously recommends that you vote FOR this Proposal.***

## OUR EXECUTIVE OFFICERS

The following individuals are our executive officers:

William F. Feehery <sup>(1)</sup>	Chief Executive Officer
John E. Gallagher III	Chief Financial Officer (as Principal Financial Officer and Principal Accounting Officer) <sup>(2)</sup>
Robert P. Aspbury	President, Simcyp
Leif E. Pedersen	President, Software
Patrick F. Smith	President, Integrated Drug Development
Drayton T. Virkler	President, Regulatory & Access
Richard M. Traynor	Senior Vice President and General Counsel
Nicolette D. Sherman	Chief Human Resources Officer

(1) The biography for William F. Feehery appears above under “Proposal 1 — Election of Directors.”

(2) On March 1, 2023, John E. Gallagher III has been appointed as the Company’s Chief Financial Officer, effective April 1, 2023. Mr. Gallagher succeeds Mr. Schemick in this role. Mr. Schemick remains employed with the Company in a senior executive role.

**John E. Gallagher III**, 50, has served as Chief Financial Officer of the Company since April 2023. Prior to joining us, Mr. Gallagher served as Chief Financial Officer of Cue Health, a publicly traded healthcare technology company, from March 2021 to March 2023. Prior to Cue Health, Mr. Gallagher was at Becton, Dickinson & Co.

("BD"), a multinational medical technology company, where he served as Senior Vice President, CFO of its Medical Segment and Treasurer from July 2018 to February 2021. Upon joining BD in 2012, he was named Corporate Treasurer, a role he held throughout his tenure at the company. Mr. Gallagher also had responsibility for corporate finance, including financial planning and analysis, and was Senior Vice President, Controller and Chief Accounting Officer from December 2014 to July 2018. Prior to BD, he served as Vice President, Financial Planning & Analysis at NBC Universal from October 2009 to September 2012.

Mr. Gallagher also served as Assistant Controller of Corporate Treasury for General Electric Company from October 2006 to October 2009. He began his career with Ford Motor Company, holding various roles across Treasury, Internal Audit, and Product Development.

**Robert P. Aspbury, Ph.D.**, 51, has served as President of our Simcyp division since January 2020. Prior to this appointment, he served as Simcyp's Chief Operating Officer from April 2019 to December 2019. Prior to joining the Company, Dr. Aspbury served as Vice President of Strategic Solutions, Biosimilars, for Covance Inc., a contract research organization and drug development services company (a subsidiary of Laboratory Corporation of America) from September 2016 to March 2019, and as Vice President and General Manager, Global Clinical Pharmacology from November 2011 to August 2016.

**Leif E. Pedersen**, 59, has served as President of Software since September 2020. Prior to joining the Company, Mr. Pedersen was a Senior Operating Partner at SymphonyAI, an operating group of artificial intelligence companies, from October 2019 to August 2020, Chief Executive Officer of BIOVA (a division of Dassault Systèmes), a scientific product development software firm, from September 2017 to September 2019, and Executive Vice President at Innovative Interfaces, a library management software company, from December 2015 to August 2017.

**Patrick F. Smith, Pharm.D.**, 53, has served as President of Integrated Drug Development since November 1, 2021. Previously, Dr. Smith was co-founder of d3 Medicine (acquired by Certara in 2016), helping to build a healthcare company that specialized in providing strategic support for complex development programs. Prior to d3 Medicine, Dr. Smith was U.S. Clinical Pharmacology Lead at Roche for more than 5 years, where he worked in various roles of increasing responsibility in clinical pharmacology and translational medicine. He has served as an Associate Professor at the University at Buffalo School of Pharmacy and Roswell Park Cancer Institute in Buffalo, New York.

**Drayton T. Virkler**, 49, has served as President of our Regulatory and Access division since December 21, 2022. Prior to that, he served as Interim President of our Regulatory and Access division from September 2022 to December 21, 2022. He held the position of Chief Commercial Officer of Certara from October 2021 to September 2022. Prior to joining the company, Mr. Virkler served as Vice President of Head of Go To Market for the Real World Business Unit at IQVIA, a human data science company from May of 2020 to September of 2021, Vice President and Global Account Director from July of 2017 to May of 2020.

**Richard M. Traynor**, 51, has served as Senior Vice President and General Counsel of the Company since March 2018. Prior to joining us, Mr. Traynor was Associate General Counsel for Edge Therapeutics, a clinical stage biotechnology company, from August 2017 to March 2018, and served in various positions at LifeCell Corporation, a medical device product manufacturer, as Chief Legal & Compliance Officer from January 2012 to January 2017.

**Nicolette D. Sherman**, 54, has served as our Chief Human Resources Officer since July 2021. Prior to joining the Company, Ms. Sherman was the Chief Human Resources Officer at Oyster Point, a clinical stage biotechnology company, from April 2020 to July 2021. Prior to her time at Oyster Point, she was Vice President, Global Leadership Development, then the Vice President North America HR Operations, for Sanofi, a global pharmaceutical company from June 2008 to April 2020. Prior to her roles with Sanofi, Ms. Sherman held various positions of increasing responsibility at Schering-Plough, AT&T and Prudential.

## CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

### REGISTRATION RIGHTS AGREEMENT

---

We are party to a registration rights agreement with Arsenal, dated November 3, 2022. The registration rights agreement contains provisions that entitle Arsenal to certain rights to have their securities registered by the Company under the Securities Act. While the registration rights agreement is in effect, Arsenal is entitled to (i) four “demand” registrations, (ii) one underwritten offering in any consecutive 90-day period and (iii) two underwritten offerings in any consecutive 360-day period, subject in each case to certain limitations. In addition, the registration rights agreement provides that the Company will share certain expenses of Arsenal relating to such registrations and indemnify Arsenal against certain liabilities which may arise under the Securities Act.

### STOCKHOLDERS AGREEMENT

---

Pursuant to the Stockholders Agreement with Arsenal, Arsenal has the right to nominate two directors to our Board until the latest of: (i) from the closing date of the EQT/Arsenal Transaction until the two-year anniversary thereof, for so long as Arsenal continues to own 100% of the shares Arsenal purchased in connection with the transaction, (ii) after the two-year anniversary of the closing date of the transaction, for so long as Arsenal beneficially owns at least 12% of the total number of Adjusted Shares Outstanding (as defined in and calculated by the Stockholders Agreement) and (iii) from the closing date of the transaction until the five-year anniversary thereof, for so long as Arsenal continues to own 100% of the shares Arsenal purchased in connection with the transaction, as such number may be adjusted from time to time for any reorganization, recapitalization, stock dividend, stock split, reverse stock split or other similar changes in the Company's capitalization. Arsenal's right to nominate two directors to our Board will be reduced to the right to nominate one director to our Board if Arsenal beneficially owns at least 6%, but less than 12%, of the total number of Adjusted Shares Outstanding (as defined in and calculated by the Stockholders Agreement). Any individual designated by Arsenal to be nominated to our Board (any individual so designated, an “Arsenal Director Nominee”) must be (i) a full-time senior employee of Arsenal Capital Management LP or its affiliates, such as an investment partner, a senior partner or an operating partner, or (ii) another individual that Arsenal reasonably believes is appropriately qualified to serve as a director on the board of a public company, provided that the designation of any individual pursuant to clause (ii) is subject to the consent of the Board (excluding any Arsenal Director Nominees), acting in its sole discretion. See “Certain Relationships and Related Party Transactions — Stockholders Agreement.”

Pursuant to the Stockholders Agreement, for so long as Arsenal has the right to nominate any persons to our board, (i) we must include the Arsenal nominee on the slate that is included in our proxy statements relating to the election of directors of the class to which such persons belong and provide the highest level of support for the election of each such persons as we provide to any other individual standing for election as a director, and (ii) we must include on the slate that is included in our proxy statement relating to the election of directors only Arsenal nominee and the other nominees (if any) nominated by the Nominating and Corporate Governance Committee of our Board. In addition, Arsenal will agree with the Company to vote in favor of the Company slate that is included in our proxy statement. As long as the Board is classified, the Arsenal Director Nominees shall be Class I and Class III directors, as designated by Arsenal.

In the event that an Arsenal Director Nominee ceases to serve as a director for any reason (other than (i) the failure of the Company's stockholders to elect such individual as a director or (ii) due to Arsenal no longer having the right to designate such an Arsenal Director Nominee), Arsenal will be entitled to designate a replacement Arsenal Director Nominee and the Company will take all reasonable actions necessary to cause the appointment of any such replacement Arsenal Director Nominee to fill the resulting vacancy.

For so long as Arsenal has the right to designate two Arsenal Director Nominees for nomination to serve on the Board, the Board (excluding the Arsenal Director Nominees) shall appoint one Arsenal Director Nominee to the Nominating and Corporate Governance Committee and one Arsenal Director Nominee to the Compensation Committee. At such time that Arsenal ceases to have the right to designate two Arsenal Director Nominees but continues to have the right to designate one Arsenal Director Nominee for nomination to serve on the Board, the Board (excluding any Arsenal Director Nominees) shall appoint one Arsenal Director Nominee (who is specified by Arsenal) to either the Nominating and Corporate Governance Committee or the Compensation Committee (or allow such Arsenal Director Nominee to continue to serve on such committee, as applicable), and immediately remove the other Arsenal Director Nominee from any and all committees of the Board. At such time that Arsenal ceases to have the right to designate any Arsenal Director Nominees for nomination to serve on the Board pursuant to the Stockholders Agreement, the Board (excluding any Arsenal Director Nominees) shall immediately remove any and all Arsenal Director Nominees from any and all committees of the Board.

## INDEMNIFICATION OF DIRECTORS AND OFFICERS

---

We have entered into an indemnification agreement with each of our directors and executive officers. The indemnification agreements, together with our amended and restated bylaws, provide that we will jointly and severally indemnify each indemnitee to the fullest extent permitted by the Delaware Corporation General Law from and against all loss and liability suffered and expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred by or on behalf of the indemnitee in connection with any threatened, pending, or completed action, suit or proceeding. Additionally, we agree to advance to the indemnitee all out-of-pocket costs of any type or nature whatsoever incurred in connection therewith.

## RELATED PERSONS TRANSACTION POLICY

---

We have a written policy on transactions with related persons, which we refer to as our “related person policy.” Our related person policy requires that all “related persons” (as defined in paragraph (a) of Item 404 of Regulation S-K) must promptly disclose to our general counsel any “related person transaction” (defined as any transaction that is anticipated would be reportable by us under Item 404(a) of Regulation S-K in which we were or are to be a participant and the amount involved exceeds \$120,000 and in which any related person had or will have a direct or indirect material interest) and all material facts with respect thereto. Our General Counsel will communicate that information to our Board of Directors or to a duly authorized committee thereof. Our related person transaction policy provides that no related person transaction will be executed without the approval or ratification of our Board or a duly authorized committee thereof. It is our policy that any directors interested in a related person transaction must recuse themselves from any vote on a related person transaction in which they have an interest.

## DELINQUENT SECTION 16(A) REPORTS

Section 16(a) of the Exchange Act requires our directors, officers and beneficial owners of 10% or more of our common shares to file reports with the SEC. The SEC regulations require the Company to identify anyone who failed to file a required report or filed a late report during fiscal year ended December 31, 2022. Based solely on review of reports filed under Section 16(a) of the Exchange Act, the Company is aware of no such failure.

## STOCK OWNERSHIP TABLE

The table sets forth, to the best of the Company’s knowledge and belief, certain information as of March 28, 2023, with respect to the beneficial ownership of the Company’s Common Stock by (i) each NEO of the Company, (ii) each director or director nominee of the Company, (iii) all directors and executive officers as a group, and (iv) each person that beneficially holds more than 5% of any class of the outstanding shares of the Company based on the Company’s review of SEC filings.

We have determined beneficial ownership in accordance with the rules of the SEC. Under these rules, a person is deemed to be a “beneficial owner” of a security if that person has sole or shared “voting power,” which includes the power to vote or to direct the voting of such security, or “investment power,” which includes the power to dispose of or to direct the disposition of such security. Under these rules, more than one person may be deemed a beneficial owner of the same securities, and a person may be deemed a beneficial owner of securities as to which he or she has no economic interest. Except as otherwise indicated in the footnotes to the table below, we believe that the beneficial owners of the Common Stock listed below, based on the information furnished by such owners, have sole voting power and investment power with respect to such shares, subject to applicable community property laws. We have based our calculation of the percentage of beneficial ownership on 159,614,011 shares of Common Stock issued (not including treasury shares) and outstanding as of March 28, 2023.

In computing the number of shares of Common Stock beneficially owned by a person and the percentage ownership of that person, we deemed outstanding shares of Common Stock as to which the person has the right to acquire beneficial ownership within 60 days of March 28, 2023, including shares of our Common Stock underlying RSUs and PSUs that are currently releasable or releasable within 60 days of March 28, 2023. We did not deem these shares outstanding for purposes of computing the percentage ownership of any other person.

Unless otherwise indicated, the address of each beneficial owner listed in the table below is c/o Certara Inc., 100 Overlook Center, Suite 101, Princeton, New Jersey 08540. The information provided in the table is based on our records, information filed with the SEC and information provided to us, except where otherwise noted.

Name of Beneficial Owner	Shares <sup>(1)</sup>	Percentage
<b><i>Named Executive Officers and Directors:</i></b>		
William Feehery <sup>(2)(3)</sup>	2,174,851	1.43
M. Michael Schemick <sup>(2)(3)(13)</sup>	519,572	*
Leif Pedersen <sup>(2)(3)</sup>	176,209	*
Patrick Smith <sup>(2)(3)</sup>	78,621	*
Robert Aspbury <sup>(2)(3)</sup>	274,092	*
Eran Broshy <sup>(4)</sup>	9,360	*
James E. Cashman III <sup>(4)(5)</sup>	440,790	*
Cynthia Collins <sup>(4)</sup>	15,498	*
Rosemary Crane <sup>(4)</sup>	9,324	*
Nancy Killefer <sup>(4)</sup>	15,498	*
Stephen McLean <sup>(6)(7)</sup>	42,000	*
David Spaight <sup>(6)(7)</sup>	—	*
All executive officers and directors as a group 16 persons <sup>(8)</sup>	4,142,144	2.60
<b><i>5% Stockholders:</i></b>		
Arsenal Capital Partners <sup>(9)</sup>	36,345,835	22.77
Bailee Gifford & Co. (Scottish Partnership) <sup>(10)</sup>	10,223,809	6.41
The Vanguard Group <sup>(11)</sup>	10,850,994	6.80
Mubadala Investment Company <sup>(12)</sup>	9,615,384	6.02

\* Less than 1%

(1) Participants' RSUs do not count as part of their beneficial ownership of shares and they do not have any voting rights with regard to the RSUs. The RSUs are granted under the Company's 2020 Incentive Plan and represents a right to receive one share of common stock or the cash equivalent thereof.



- (2) Includes the following shares obtainable with 60 days of March 28, 2023, as follows: (i) upon the vesting of restricted stock: Dr. Feehery, 65,080 shares; Dr. Smith, 22,074 shares; Dr. Aspbury, 22,073 shares and (ii) upon the vesting of restricted stock units: Dr. Feehery, 67,105 shares; Mr. Schemick, 24,902 shares; Mr. Pedersen, 16,583 shares; Dr. Smith, 13,530 shares; and Dr. Aspbury, 14,571 shares.
- Also includes unvested restricted stock as follows: Dr. Feehery, 154,620 shares; Mr. Schemick, 117,259 shares; Mr. Pedersen, 153,672 shares; Dr. Smith, 22,074 shares; and Dr. Aspbury, 180,464 shares.
- (3) Does not include unvested RSUs or the target amount of unvested PSUs (except for RSUs and PSUs obtainable within 60 days of March 28, 2023). The excluded number of RSUs is as follows: Dr. Feehery, 103,685 units; Mr. Schemick, 38,204 units; Mr. Pedersen, 25,230 units; Dr. Smith, 22,177 units; and Dr. Aspbury, 27,062 units. The excluded number of target PSUs is as follows: Dr. Feehery, 201,315 units; Mr. Schemick, 74,705 units; Mr. Pedersen, 49,749 units; Dr. Smith, 25,939 units; and Dr. Aspbury, 49,749 units.
- (4) Includes the following shares obtainable with 60 days of March 28, 2023, as follows: (i) upon the vesting of restricted stock: Mr. Cashman, 45,927 shares and (ii) upon the vesting of restricted stock units: Mr. Broshy 9,360 shares; Mr. Cashman, 9,067 shares; Ms. Collins, 9,067 shares; Ms. Crane, 9,324 shares; Ms. Killefer, 9,067 shares; and Mr. Walsh, 9,067 shares. The restricted stock units awarded to directors vest on the earlier of the one-year anniversary of the date of grant or the date of the Company's next stockholder meeting.
- (5) Does not include 7,059 unvested RSUs that, Mr. Cashman deferred under the Director Deferral Plan.
- (6) The address of Messrs. McLean and Spaight is Arsenal Capital Group LLC, 100 Park Avenue, 31<sup>st</sup> Floor, New York, NY 10017.
- (7) Under the Director Deferred Compensation, Mr. McLean and Mr. Spaight have elected to waive their compensation.
- (8) Also includes shares beneficially owned by Mr. Richard Traynor, Ms. Nicolette Sherman, and Mr. Drayton Virkler. Does not include Ms. Gallagher and Messrs. Liu, Slaine, and Waxman, each of whom previously serviced as a director but was no longer a director on March 28, 2023.
- (9) Based on a Schedule 13D filed with the SEC on December 16, 2022. (i) Arsenal Capital Partners III LP ("Partners III"); (ii) Arsenal Capital Partners III-B LP ("Partners III-B"); (iii) Arsenal Saturn Holdings LP ("Holdings LP"); (iv) Arsenal Capital Investment VI LP ("Investment VI LP"), by virtue of it being the general partner of Holdings LP; (v) Arsenal Capital Investment III LP ("Investment III LP"), by virtue of it being the general partner of Partners III and Partners III-B; and (vi) Terry M. Mullen and Jeffrey B. Kovach, each an individual by virtue of them making up the investment committee that governs Investment VI LP and Investment III LP.
- (i) Partners III directly holds 3,559,745 shares of Common Stock and has shared voting power and share dispositive power over those shares, (ii) Partners III-B (together with Partners III, the "Arsenal III Funds" and, together with Holdings LP, the "Arsenal Funds") directly holds 2,831,569 shares of Common Stock and has shared voting power and shared dispositive power over those shares, and (iii) Holdings LP directly holds 29,954,521 shares of Common Stock and has shared voting power and shared dispositive power over those shares (and Investment VI LP by virtue of it being the general partner of Holdings LP), and (iv) Investment III LP is the general partner of each of the Arsenal III Funds. Investment VI LP (together with Investment III LP, the "Investment LPs") is the general partner of Holdings LP. Each Investment LP is governed by a limited partner committee consisting of Terry M. Mullen and Jeffrey B. Kovach. As such, Terry M. Mullen and Jeffrey B. Kovach have the power to control each Investment LP's voting and investment decisions and may be deemed to have beneficial ownership of 36,345,835 common shares held by the Arsenal Funds and have shared voting power and shared dispositive power over those shares.
- (10) Based upon Amendment No. 1 to Schedule 13G filed with the SEC on January 18, 2023, Baillie Gifford & Co. (Scottish partnership) ("Baillie Gifford") beneficially owns 10,223,809 shares of common stock. Baillie Gifford has sole voting power over 8,003,055 shares of common stock and sole dispositive power over 10,223,809 shares of common stock. The principal address of Baillie Gifford & Co (Scottish partnership) is Calton Square, 1 Greenside Row, Edinburgh EH1 3AN, Scotland.
- (11) Based upon Amendment No. 1 to Schedule 13G filed with the SEC on February 9, 2023, The Vanguard Group beneficially owns 10,850,994 shares of common stock. The Vanguard Group has shared voting power over 44,238 shares of common stock, sole dispositive power over 10,703,094 shares of common stock and shared dispositive power over 147,900 shares of common stock. The principal address of The Vanguard Group is 100 Vanguard Blvd., Malvern, PA 19355.
- (12) Based upon a Schedule 13G filed with the SEC on August 2, 2021, Mubadala Investment Company, Mamoura Diversified Global Holding PJSC, and Fifteenth Investment Company LLC beneficially owns 9,615,384 shares of common stock. Mubadala Investment Company PJSC, Mamoura Diversified Global Holding PJSC, and Fifteenth Investment Company LLC have shared voting power and shared dispositive power to vote all the shares of common stock. The principal address of Mubadala Investment Company PJSC, Mamoura Diversified Global Holding PJSC and Fifteenth Investment Company LLC is Mamoura A Buildings, Abu Dhabi, 45005 United Arab Emirates.
- (13) On March 1, 2023, John E. Gallagher III has been appointed as the Company's Chief Financial Officer, effective April 1, 2023. Mr. Gallagher will succeed Mr. Schemick in this role. Mr. Schemick remains employed with the Company in a senior executive role. Mr. Gallagher will receive a grant on April 1, 2023.



## OTHER MATTERS

### STOCKHOLDER RECOMMENDATIONS AND NOMINATIONS OF DIRECTOR CANDIDATES

---

If you are a stockholder who would like to recommend a candidate for our Nominating and Corporate Governance Committee to consider for possible inclusion in our 2024 proxy statement, you must send notice to the Secretary, Certara, Inc., 100 Overlook Center, Suite 101, Princeton, New Jersey 08540, by registered, certified or express mail, in accordance with the time periods set forth in the Company bylaws, and provide him with a brief biographical sketch of the recommended candidate, a document indicating the recommended candidate's willingness to serve if elected, and evidence of your stock ownership. The Nominating and Corporate Governance Committee or its Chairperson will then consider the recommended director candidate on a substantially similar basis as it considers other nominees.

### SUBMISSION OF STOCKHOLDER PROPOSALS AND BOARD NOMINEES FOR 2024

---

If you would like to include a proposal for stockholder consideration in our 2024 proxy statement or bring business before our annual meeting of stockholders in 2024, you must send notice to Richard M. Traynor, General Counsel, 100 Overlook Center, Suite 101, Princeton, New Jersey 08540, by registered, certified, or express mail in accordance with the time period set forth in our Company bylaws, and provide the required information and follow the other procedural requirements described below.

#### Stockholder Proposals for Inclusion in the 2024 Proxy Statement

---

Stockholders who wish to present a proposal in accordance with SEC Rule 14a-8 for inclusion in our proxy materials to be distributed in connection with our 2024 annual meeting of stockholders must submit their proposals in accordance with that rule so that they are received by the Secretary at the address set forth above no later than the close of business on December 8, 2023. If the date of our 2024 annual meeting is more than 30 days before or after May 23, 2024, then the deadline to timely receive such material will be a reasonable time before we begin to print and send our proxy materials. Failure to deliver a proposal in accordance with this procedure may result in it not being deemed timely received. As the rules of the SEC make clear, simply submitting a timely proposal does not guarantee that it will be included in our proxy materials.

#### Other Stockholder Proposals or Nominations for Presentation at the 2023 Annual Meeting

---

If a stockholder wishes to bring business to a meeting for consideration other than a matter brought pursuant to SEC Rule 14a-8, the stockholder must give our Secretary written notice of the stockholder's intent to do so and provide the information required by the provision of our bylaws dealing with stockholder proposals and director nominations. The notice of such a proposal or director nomination must be delivered to (or mailed to and received at) the address set forth above no later than February 16, 2024 and no earlier than January 16, 2024, unless our 2024 annual meeting of stockholders is to be held more than 30 days before, or more than 70 days after, May 23, 2024, in which case the stockholder's notice must be delivered not earlier than the close of business on the 120th day prior to the 2024 annual meeting and not later than the close of business on the later of the 90th day prior to the 2024 annual meeting or the 10th day after public announcement of the date of the 2024 annual meeting is first made. In the event that the number of directors to be elected at the annual meeting is increased and no public announcement naming all of the nominees or specifying the size of the increased board has been made by February 6, 2024, then notice of a stockholder's nomination to fill the new position or positions may be delivered to (or mailed to and received at) the address set forth above no later than the close of business on the 10th day after public announcement of such increase is first made. The requirements for such stockholder's notice are set forth in our bylaws, which are posted in the Corporate Governance section of the Investor Relations page on our website. We will submit all candidates nominated

by a stockholder pursuant to the procedures and requirements outlined in this “— Other Stockholder Proposals or Nominations for Presentation at the 2024 Annual Meeting” section to the Nominating and Corporate Governance Committee for its review, and this submission may include an analysis of the candidate from our management. Any stockholder making a nomination in accordance with the foregoing process will be notified of the Nominating and Corporate Governance’s decision.

## AVAILABILITY OF 2022 FORM 10-K

---

Our 2023 Proxy Statement and 2022 Annual Report on Form 10-K are available free of charge on the Investors Relations page on our website at [www.certara.com](http://www.certara.com) under Investors — Financials & Filings — SEC Filing. We will provide by mail, without charge, a copy of our 2022 Form 10-K at your request. Please direct all inquiries to our Investor Relations Department at Certara, Inc. at 100 Overlook Center, Suite 101, Princeton, New Jersey, 08540, or by email at [ir@certara.com](mailto:ir@certara.com).

Princeton, NJ  
April 10, 2023



Richard M. Traynor  
Senior Vice President, General Counsel & Secretary



CERTARA, INC.  
C/O BROADRIDGE  
P.O. BOX 1342  
BRENTWOOD, NY 11717



**SCAN TO  
VIEW MATERIALS & VOTE**



#### VOTE BY INTERNET

*Before the Meeting* - Go to [www.proxyvote.com](http://www.proxyvote.com) or scan the QR Barcode above

Use the internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time on May 22, 2023. Have your proxy card in hand when you access the website and follow the instructions to obtain your records and to create an electronic voting instruction form.

*During the Meeting* - Go to [www.virtualshareholdermeeting.com/CERT2023](http://www.virtualshareholdermeeting.com/CERT2023)

You may attend the meeting via the internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

#### VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time on May 22, 2023. Have your proxy card in hand when you call and then follow the instructions.

#### VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

D96388-P87236

KEEP THIS PORTION FOR YOUR RECORDS

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

DETACH AND RETURN THIS PORTION ONLY

#### CERTARA, INC.

**The Board of Directors recommends you vote FOR all of the director nominees listed below:**

- To elect the three Class III directors named in our Proxy Statement to hold office until the 2026 Annual Meeting of Shareholders and until their respective successors have been duly elected and qualified.

#### Nominees:

For Against Abstain

1a. William Feehery

☐ ☐ ☐

1b. Rosemary Crane

☐ ☐ ☐

1c. Stephen McLean

☐ ☐ ☐

**The Board of Directors recommends you vote FOR the following proposals:**

For Against Abstain

- Ratification of the selection of RSM US LLP as our independent registered public accounting firm for 2023.

☐ ☐ ☐

- A non-binding advisory vote to approve the compensation of our named executive officers.

☐ ☐ ☐

**NOTE:** To transact such other business as may properly come before the Annual Meeting or any adjournment thereof.

**HOUSEHOLDING ELECTION** - Please indicate if you consent to receive certain future investor communications in a single package per household.

Yes No  
☐ ☐

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX] Date

Signature (Joint Owners) Date

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**  
The Notice and Proxy Statement and Annual Report on Form 10-K are available at [www.proxyvote.com](http://www.proxyvote.com).

D96389-P87236

**CERTARA, INC.**

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

**ANNUAL MEETING OF SHAREHOLDERS  
MAY 23, 2023**

The undersigned hereby appoints James E. Cashman III, William F. Feehery, and M. Andrew Schemick, or any one of them, as proxies, each with the power to appoint his substitute, and hereby authorizes them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of Common Stock of Certara, Inc. that the undersigned would be entitled to vote at the Annual Meeting of Shareholders to be held at 9:00 a.m. Eastern Time on Tuesday, May 23, 2023, at [www.virtualshareholdermeeting.com/CERT2023](http://www.virtualshareholdermeeting.com/CERT2023), and any adjournment or postponement thereof.

**THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED HEREIN. IF NO SUCH DIRECTIONS ARE MADE, THIS PROXY WILL BE VOTED IN ACCORDANCE WITH THE RECOMMENDATIONS OF THE BOARD OF DIRECTORS. IN THEIR DISCRETION, THE PROXIES ARE AUTHORIZED TO VOTE UPON SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE ANNUAL MEETING OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF.**

**CONTINUED AND TO BE SIGNED ON REVERSE SIDE**