CERTARA

CODE OF CONDUCT



CERTARA



Jon Resnick
Chief Executive Officer

Dear Colleagues,

Certara's mission is to accelerate medicines to patients by transforming drug development with unparalleled science, software, and services, in partnership with our customers.

Every day, we turn this mission into reality with biosimulation, regulatory science, and market access solutions.

Our mission defines who we are as a company and what we do. How we do it, however, is equally important.

Certara is built on a foundation of ethics, responsibility, and transparency. These principles—combined with our values of **Challenge**, **Collaborate**, and **Deliver**—guide our culture and ensure that progress serves people: patients, employees, partners, and stakeholders alike.

We owe a duty to our customers and the patients they serve, our employees, our shareholders, and our communities to achieve our goals with the highest standards of integrity. When we live up to these standards, we earn the trust and respect of all our stakeholders and enhance the reputation, competitive advantage, and value of Certara.

This Code of Conduct establishes the principles and values that guide all of our activities, and it serves as the foundation of our policies, procedures, and guidelines. Certara will continue to advance drug discovery and development with innovation and science that enhances and protects the lives of patients across the globe.

As we achieve milestone after milestone, we can be proud not only of what we have accomplished together, but also that we did it the right way.

Sincerely,

CERTARA

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Purpose, Scope and Responsibilities

Purpose

Certara is built upon a foundation of strong corporate values and business practices. Our standards of business conduct serve as an important resource for us in support of day-to-day decision making.

These standards reflect our identity as a company that **challenges** convention through innovation, **collaborates** across teams and geographies, and **delivers** on promises with urgency and impact. These standards are the cornerstone of trust in our relationships—with customers, suppliers, shareholders, and each other.

Our Code is designed to avoid mistakes and misconduct, and to promote and value:

- Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- An inclusive culture, where we value our differences, treat one another with respect and welcome all ideas and opinions;
- Full, fair, accurate, timely, and understandable disclosure in reports and documents we file with regulatory agencies and in our other public communications;
- Compliance with applicable laws, rules, and regulations;
- The prompt internal reporting of violations of this Code; and
- Accountability for adherence to this Code.

Many of the principles described in this Code are, however, general in nature, and the Code does not cover every situation that may arise. Use common sense and good judgment in applying this Code.

This Code is not the exclusive source of guidance and information regarding the conduct of our business. We should consult applicable policies and procedures in specific areas as they apply.

We will make Company policies and procedures available on our internal and external websites. We will provide a supplement list, updated from time to time, with many of the key policies.

Scope

For purposes of this Code, "representatives" refers to everyone in the Company, including the Board of Directors and all officers, managers, directors, colleagues and employees, temporary personnel and contractors of the Company and its subsidiaries, when doing work for Certara. Throughout this Code, our references to Certara or the Company include Certara, Inc. and all of its affiliates and subsidiaries.

The same high ethical standards apply to all, regardless of job or level in the company.

It is the responsibility of each of us to be familiar with all policies and procedures relevant to our job functions.

Guidelines for Ethical Decision Making

We are responsible for recognizing ethical issues and doing the right thing in all Company business activities. But not all circumstances we encounter are straightforward. We must consider the following when faced with a difficult decision or situation:

- What feels right or wrong about the planned action?
- Is the planned action consistent with the Code and Company policies?
- Would I be comfortable if my actions were reported in the news or to my supervisor?
- How will the planned action appear to my manager, Company executives, the Board, or the general public?
- Could I justify my actions to my co-workers, friends and family?
- Would another person's input help to evaluate the planned action?

Employee Responsibilities

As a part of Certara, we are expected to comply with both the letter and the spirit of our Code.

This means we must understand and comply with all of the policies, laws and regulations that apply to our job, even if we feel pressured to do otherwise. The best way to ensure we are upholding our values and code of conduct is for each of us to take this as a personal responsibility.

Our Code also requires us to seek guidance if we have questions or concerns and to cooperate fully in any investigation of suspected violations of the Code that may arise in the course of our employment or engagement.

Periodically, each of us may be asked to provide a written certification that we have reviewed and understand the Code of Conduct, comply with its standards, and are not personally aware of any violations of the Code by others. This certification is our pledge to live up to our Code and its expectations and to promptly raise concerns about any situation that we think may violate our Code.

Employees who violate our Code put themselves, fellow employees, and Certara at risk and may be subject to disciplinary action up to and including termination of employment.

Compliance with Relevant Laws and Regulations

Certara operations and employees are subject to the laws of the countries and jurisdictions in which we operate. It is important that we are aware of, and never intentionally violate, relevant laws and regulations. Violating relevant laws, regulations, or this Code, or encouraging others to do so, exposes the Company to risk, including risk to its reputation, and therefore may result in disciplinary action up to and including termination of employment.

We should understand that violations of laws or regulations may also result in legal proceedings and penalties, including, in some circumstances, civil and criminal penalties that could affect us personally in addition to risking adverse consequences for Certara.

We should also be alert to changes in the law or new requirements that may affect our role or business unit.

Speaking Up and Reporting

Speaking Up and Reporting Channels

At Certara, we aim to conduct business with the highest standards of ethics, honesty and integrity.

Each of us is responsible for maintaining the integrity of this Code and reporting concerns about any form of malpractice, improper action or wrongdoing at the Company, by its employees or other stakeholders.

Certara believes that any employee with credible knowledge of wrongdoing should not remain silent. We are encouraged to report good faith and reasonably supported information, with the reassurance that Certara will treat it seriously, fairly, appropriately and promptly, with due consideration to its nature and relative urgency or impact.

While Certara seeks to identify, incentivize and reward those who do the right thing, it also takes the necessary action, including notifying authorities of relevant violations and invoking employment consequences, in line with the relevant facts, against those who engage in misconduct or otherwise violate our Code, supporting Company policies and their respective requirements and principles.

Everyone can speak up in line with the laws applicable to them and in line with Certara internal policies and through supporting channels.

Certara is committed to maintaining robust protections for employees who report concerns about potential misconduct, legal violations, or unethical behavior. Our whistleblower protections are designed to meet or exceed applicable legal requirements, including the EU Whistleblower Directive and other whistleblower protection laws worldwide.

Employees have the right to:

- Report concerns through internal channels (supervisor, Human Resources, Legal, or the Ethics Helpline) without fear of retaliation.
- Report concerns to external regulatory authorities or law enforcement agencies where permitted by law, without being required to first report internally, and without facing retaliation from Certara.
- Report concerns anonymously where permitted by local law, through the Certara Ethics Helpline or other available channels.
- Receive acknowledgment of their report and, to the extent permitted by law and the need to protect the investigation, be informed of actions taken in response.
- Be protected from any form of retaliation, including termination, demotion, harassment, or other adverse treatment, for making a good faith report or participating in an investigation.

Certara will investigate all credible reports promptly, thoroughly, and confidentially to the extent possible. Any employee who retaliates against a whistleblower will be subject to disciplinary action, up to and including termination.

Nothing in this Code or any Company policy prevents employees from communicating with government agencies about potential violations of law or regulation, or from providing information to or cooperating with such agencies in any investigation or proceeding.

Obligation to Report

Each of us at Certara is obligated to report violations of the Code, the law, or any other company policy or procedure.

If we have questions, concerns, or need to report a known or suspected violation, we must discuss it with our supervisor, any member of our management team, a Human Resources representative or contact the Ethics Helpline where we can report our concern confidentially or anonymously.

We understand that the duty to report is also an individual commitment under the Code, and in failing to report, we may potentially be subject to discipline, up to and including termination.

Contact Information for Reporting Channels

We are encouraged to identify ourselves when reporting a possible violation and the Company will make every effort to protect our identity if we do so.

We may, however, report a suspected violation anonymously by calling the Certara Compliance Line at 1-844-330-7092 or by visiting http://certara.ethicspoint.com unless we are calling from one of the few countries where local laws restrict such practices. If we are not sure about anonymity restrictions in our location, we must ask the Helpline.

Certara does NOT tolerate retaliation against ANY employee who reports or assists in the resolution of an investigation. If you believe you are experiencing retaliation, you must contact the Ethics Helpline immediately.

Investigating Misconduct Reports

Our Human Resources and Legal offices have established processes and procedures to ensure that all internal investigations are conducted by qualified personnel who have been trained to conduct investigations lawfully, promptly, thoroughly, professionally, fairly and confidentially. Upon receiving a report, they:

- Engage only the necessary partners to evaluate the reported concern.
- Keep all information strictly confidential to the best extent that they can.
- Treat everyone involved in the internal investigations with dignity and respect.
- Provide regular updates to the reporter to the best extent that they can.
- Take prompt and appropriate action if the report is substantiated and notify those involved in the investigation.
- Conduct all investigations and any resulting corrective action in compliance with local law, applicable Certara policies and any required workers' representative consultation requirements.

In addition, Certara may, in appropriate cases and subject to applicable local laws, notify government authorities and cooperate with any resulting prosecution or other government action.

In addition, when legally required or otherwise appropriate, Certara will timely self-report compliance violations to applicable government authorities and cooperate with any resulting official proceedings. The determination of whether and when to refer a matter to government authorities, or to self-report compliance violations, will be made by Certara's General Counsel or their designees.

Employee Role

If you are involved in an investigation, you are expected to cooperate fully and candidly in the following ways:

- Report suspicious behavior instead of engaging in our own fact-finding and interfering in the investigation.
- Cooperate in internal investigations, audits, accounting reviews or directions from Certara's lawyers in connection with lawsuits or government investigative proceedings.
- Provide any and all requested documents or records as soon as possible. Searches of company-provided physical and information technology resources may be required.
- Refrain from destroying or altering the requested documents or records in any way.
- Comply with all specified protocols for confidentiality and secure sharing of data during remote investigations.
- Report any employees or managers who display retaliatory behaviors against us or others.

Anonymity and Confidentiality

When you make a report through the Ethics Helpline, you may choose to remain anonymous, although you are encouraged to identify yourself to facilitate communication.

If you make your identity known, the Company investigators will take every reasonable precaution to keep your identity confidential, consistent with conducting a thorough and fair investigation.

To help maintain confidentiality, you must avoid discussing these issues, or any investigation, with other employees. Because Certara strives to maintain strict confidentiality in all investigations, you may not be informed of the investigation outcome in certain cases.

Making False Accusations

Certara will protect any employee who raises a concern honestly, but it is a violation of the Code to knowingly make a false accusation, lie to investigators, or interfere or refuse to cooperate with a Code investigation.

Honest reporting does not mean that we have to be right when we raise a concern; we have to reasonably and credibly believe that the information we are providing is accurate.

Non-Retaliation

Certara believes that it is essential to create a culture that empowers employees to internally speak up on matters of genuine concern without fear of retaliation; and be assured that their concerns will be taken seriously, properly investigated into, and kept confidential to the extent possible.

Certara values the help of employees who identify potential problems that the Company needs to address. Any employee who reports a violation will be treated with dignity and respect and will not be subjected to any form of discipline or retaliation for reporting in good faith.

Retaliation against anyone who provides information or otherwise assists in an investigation or proceeding regarding any conduct that the employee believes in good faith constitutes a violation of applicable laws or regulations, our Code, or the Company's related policies is prohibited and will, in itself, be treated as a violation of our Code of Conduct.

That an employee in good faith has raised a concern honestly, or participated in an investigation, cannot be the basis for any adverse employment action, including separation, demotion, suspension, loss of benefits, threats, harassment or discrimination.

If we work with someone who has raised a concern or provided information in an investigation, we should continue to treat the person with courtesy and respect. If you are subject to retaliation, you must immediately report it to your manager, the Human Resources or Legal offices, or alternatively, the Ethics Helpline.

Victims of Retaliation

If we have reasonable grounds to believe that we are being subjected to retaliation due to our disclosure of a legal or ethical compliance incident, or potential conflict of interest, we must immediately inform either our local Human Resources office or the Legal office.

Definition of "Good Faith"

When we act in "good faith", we provide all of the information we have and believe we are giving a sincere and complete report. Individuals who take action against a person for making a report or participating in an investigation in good faith will be subject to disciplinary action, up to and including termination, as local law permits.

Self-Reporting

Nothing in this Code of Conduct shall be construed as excusing any person from their own misconduct or protecting them from disciplinary action as a result of their self-reporting that misconduct.

However, the fact that a person self-reported their own wrongdoing will be taken into consideration in determining an appropriate response.

General Manager Responsibilities

As a manager, you have the special responsibility for building a culture of trust and ethics within your teams. The way you display your commitment to company values and principles sets the standards for ethical behavior and trust for your team to follow.

Your success depends upon promoting a team environment where compliance is expected, and ethical behavior is the norm. Under no circumstances can you ask your team to break the law, or go against the company's values, policies and procedures.

Manager Responsibilities - Serving as Ethical Role Models

As a leader, you are the ethical role model for your team members. Embodying the following will help you exemplify our corporate values and exhibit the highest standards of integrity:

- **Be Informative:** Help your team understand the seriousness of the Company's expectations for ethical conduct. Communicate your personal support for Company values and purpose and be clear that you expect actions that are consistent with them.

- **Be Alert:** Always be on the lookout for situations or actions that may be unethical or potentially damaging to our reputation. Contact Human Resources immediately if you suspect such situations and be careful to avoid even the appearance of implicit approval.

- **Be Open:** Assure your team that you are willing to listen, even if they have something difficult to say. Foster an inclusive environment where your team members feel comfortable asking questions and expressing their ideas and opinions.

Manager Responsibilities – Responding to Reports

When your team member raises a concern, you must carry out the following actions to assure them that they have made the right decision in approaching you:

Listen Carefully: Thank the person for taking the difficult decision of speaking up, even if you disagree with them. Listen closely to what they have to say and show that you're focused on resolving the issue.

Maintain Confidentiality: To the extent possible, protect the employee's privacy. Avoid discussing the conversation with others on your team and anyone not directly involved in handling the report.

Be Objective: Continue to treat all team members with the same degree of fairness even if they've reported a concern or are the subject of the report.

Escalate to the Right Channels: While you may be tempted to take ownership of the concern, you must assess whether it needs to be escalated to Human Resources. If you have questions or aren't sure if you can resolve a concern on your own, consult your Human Resources partner.

Conflicts of Interest

Certara believes business decisions should be made with integrity and not influenced by a conflict of interest.

A conflict arises when our personal, social, political or financial interests, duties, obligations or activities, or those of a family member are, or may be, in conflict or incompatible with the interests of the Company.

Conflicts of interest expose our personal judgment and that of our company to increased scrutiny and criticism and can undermine our credibility and the trust that others place in us. Having a conflict is not necessarily a problem provided we make prompt and full disclosure of any situation that may involve an actual or potential conflict of interest.

Employees should contact the General Counsel to make such disclosures, or to report any questions, problems or issues regarding conflicts of interest.

While it is impossible to list all activities that could pose a conflict of interest, the following are common examples:

- **Financial Interest:** Owning, directly or indirectly, a significant financial interest in any entity that does business, seeks to do business, or competes with our company.
- **Outside Employment:** Holding a second job that interferes with our ability to do our regular job, harms Certara's business interests or breaks any employee agreements we have signed.
- **Board Memberships:** Employing, consulting, or serving on the board of a competitor, customer, supplier, or other service provider.
- **Employment of Relatives and Friends:** Hiring a supplier, distributor, or other agent managed or owned by a relative or close friend
- **Gifts and Entertainment:** Soliciting or accepting any cash, gifts, entertainment, or benefits that are more than modest in value from any competitor, supplier, or customer.
- **Corporate Opportunities:** Taking personal advantage of corporate opportunities (e.g., leveraging client relationships for personal gains).

Financial Interest

Conflicts of interest may arise if either us or our family member has a substantial financial interest in a Certara supplier, competitor or customer.

Outside Business Interests

A conflict of interest exists if our outside business or other interests can affect our objectivity, motivation or performance as a Certara employee.

A second job or other affiliation with a Certara competitor is not allowed (other than in connection with our work for Certara, with appropriate approvals).

In our external professional associations or personal activities, we are always still bound by all confidentiality agreements with Certara and all Certara policies and procedures relating to confidential or inside information.

Board Memberships

Serving on the board of directors or an advisory committee of for-profit and non-profit organizations may present many opportunities for conflicts of interest.

Before agreeing to become a member of the board of directors or an advisory committee of any for-profit organization, you should contact the Legal department to determine the relationship, if any, existing between our company and the for-profit organization.

To make sure activities relating to non-profit or community organizations do not create a conflict of interest or other problem, we should notify our manager of our prospective membership before agreeing to the board service.

Certara disallows all employees from serving on the board of directors of a company or organization that raises the potential for a significant conflict of interest (e.g., certain competitive, supplier or customer relationships).

If approved for serving on the board of directors of an outside company or organization, employees may not conduct outside business during working hours or use company assets or information in any work for another business.

Employment of Relatives and Friends

Certara discourages us from hiring close personal friends or relatives in the same business unit, as it could lead to a potential conflict. The actions of family members and friends outside the workplace can also create a conflict if their actions affect our objectivity in the workplace.

Certara considers the following as a 'relative':

- A husband or a wife, parents and stepparents; children and stepchildren; brothers and sisters; stepbrothers and stepsisters; nephews and nieces; aunts and uncles; grandparents; grandchildren; and in-laws.

- Domestic partners (whether or not officially recognized under local law) and romantic partners also count as relatives.

You should contact the Human Resources office for guidance if you are not sure if a person is a 'relative'.

If the referral or hiring of a close friend or relative is under consideration, or if an employee becomes involved in a romantic relationship with another employee, or becomes a relative of another employee, then the involved employees must immediately notify the Human Resources department.

Corporate Opportunities

We have a duty to our company to advance our legitimate interests should the opportunity arise. We should not take personal advantage of opportunities or favors offered to us by virtue of our employment with Certara.

We must be respectful of Company property, information, and position, and make sure that neither us nor our family members use them for personal gain.

We should not accept discounts on personal purchases of a supplier or customer's products or services unless such discounts are offered to all employees in general.

Material Non-Public Information and Fair Business Practices

Material Non-Public Information

Our company shares information openly with our employees. At times, we may receive confidential company information before it is made publicly available to ordinary investors. Some of that information may be considered significant, or "material", and could be important to an investor deciding to buy, sell or hold securities, such as Certara stock.

Examples of information that could be material are:

- Information about possible business deals, such as a merger, purchase, sale, or joint venture.
- Financial results or changes in dividends.
- Important management changes.
- Major raw material shortages or discoveries.
- Significant product or manufacturing process developments.
- Gain or loss of a significant customer or supplier.
- Major lawsuit or regulatory investigation
- Any other information that may positively or negatively affect the stock price of Certara or any other company.

We must not use confidential information for personal benefit, trade securities based on material inside information, or provide inside information to others.

We are subject to a **Certara Insider Trading Policy**, which sets forth the specifics around permitted trading activity. The terms of the Insider Trading Policy, as it may be separately updated from time to time, shall control these activities, and is made available on the Company internal website.

Anti-Bribery

No matter where in the world we work, there is an applicable anti-bribery law or policy, such as the Foreign Corrupt Practices Act (FCPA) in the US.

As a Certara employee or representative, we cannot offer or provide bribes or other improper benefits to any officer, agent, or independent contractor acting on our behalf to obtain business or an unfair advantage.

A bribe is defined as directly or indirectly offering anything of value (e.g., gifts, money, or promises) to influence or induce action, or to secure an improper advantage. In the US, the FCPA and other laws prohibit payment of any money or anything of value to a foreign official, foreign political party (or official thereof), or any candidate for foreign political office for the purposes of obtaining, retaining or directing of business. All employees, officers, agents, and independent contractors acting on behalf of Certara are expected to strictly abide by these laws.

If we require help understanding any of these laws, we must contact the Legal department.

We are subject to a **Certara Anti-Bribery Policy**, which sets forth the specifics around permitted activity. The terms of the Anti-Bribery Policy, as it may be separately updated from time to time, shall control these activities, and is made available on the Company internal website.

Bribes to Customers, Suppliers, and Government Agencies

Bribery and improper payments can also arise in situations that do not involve a government official.

The exchange of appropriate gifts and entertainment is often a way to build our business relationships. However, we must conduct business with customers, suppliers, and government agencies (including US and non-US governments) without giving or accepting bribes including (but not limited to) commercial bribery and kickbacks.

- Commercial bribery involves a situation where something of value is given to a current or prospective business partner with the intent to improperly obtain business or influence a business decision.

- Kickbacks are agreements to return a sum of money to another party in exchange for making or arranging a business transaction.

We must avoid participating in commercial bribery and kickbacks, or even the appearance of it, in all our business dealings. Even in locations where such activity may not, technically speaking, be illegal, it is absolutely prohibited by our company policy. Moreover, we must only work with business partners who have a reputation for integrity and report any signs that a representative is unethical or could be paying a bribe.

If you wish to report a case of bribery or have questions regarding how anti-bribery applies to us, you should contact the Legal department.

Antitrust and Fair Competition

It is our policy that all directors, officers, and employees comply with antitrust and competition laws. International, US federal and state antitrust and competition laws prohibit efforts and actions to restrain or limit competition between companies that otherwise would be competing for business in the marketplace.

We must be particularly careful when we interact with any employees or representatives of Certara competitors.

We should use extreme care to avoid any improper discussions with our competitors, especially at trade association meetings or other industry or trade events where competitors may interact. Under no circumstances should we discuss customers, prospects, pricing, or other business terms with any employees or representatives of our competitors.

If we are not careful, we could find that we have violated antitrust and competition laws if we discuss or make an agreement with a competitor regarding:

- Prices or pricing strategy,
- Discounts,
- Terms of our customer relationships,
- Sales policies,
- Marketing plans,
- Customer selection,
- Allocating customers or market areas, or
- Contract terms and contracting strategies.

Agreements with competitors do not need to be written in order to violate applicable antitrust and competition laws. Informal, verbal, or implicit understandings, i.e., knowing winks, are also violations.

In the US, for instance, antitrust violations may be prosecuted criminally as felonies and can result in severe penalties for Certara and any associate or other person who participates in a violation.

Antitrust and Fair Competition Violations Not Involving Competitors

Depending on business justification and effect on competition, other practices not involving competitors may result in civil violations of the antitrust and competition laws. These practices include:

- Exclusive dealing,
- Bundling/package offerings,
- Resale restrictions, and

- Selective discounting.

We should contact our manager or the Legal department with any questions about the legality of practices or conduct under the antitrust and competition laws. If we become aware of any potential violations, contact the Legal department.

Competitive Intelligence

Gathering information about our competitors, often called competitive intelligence, is a legitimate business practice.

Doing so helps us stay competitive in the marketplace; however, we must never use any illegal or unethical means to get information about other companies.

Legitimate sources of competitive information include publicly available information such as news accounts, industry surveys, competitors' displays at conferences and trade shows, and information publicly available on the Internet. We may also gain competitive information appropriately from customers and suppliers (unless they are prohibited from sharing the information) by obtaining a license to use the information or actually purchasing the ownership of the information.

When working with consultants, vendors and other partners, we must ensure that they understand and follow Certara policy on gathering competitive information.

Gifts and Entertainment

Gifts and entertainment can create goodwill in our business relationships but can also make it hard to be objective about the person providing them. Our choice of suppliers, vendors and partners must be based on objective factors like cost, quality, value, service and ability to deliver.

We must avoid even the appearance of making business decisions based on gifts received through these relationships. Infrequent business entertainment is appropriate provided it isn't excessive, and it does not create the appearance of impropriety.

When giving gifts or offering to entertain a business partner, we must ensure that our offer does not violate the recipient's own policies.

When working with public officials, we must be aware that even simple offers such as purchasing a meal or refreshments may be unacceptable or even against the law. We must contact the Legal department before providing any gift or entertainment to a public official.

As a reminder, we are subject to a **Certara Anti-Bribery Policy**, which sets forth the specifics around permitted activity. The terms of the Anti-Bribery Policy, as it may be separately updated from time to time, shall control these activities, and is made available on the Company internal website.

Maintaining Accurate Financial Records

Keeping accurate and reliable records is crucial to maintaining investor trust in our business, making good business decisions and meeting regulatory requirements. Investors rely on accurate and easily comprehensible information to understand our financial results and our business direction.

Certara is committed to recording, processing and analyzing financial information accurately and in accordance with legal and ethical business laws to earn investor trust. We also strive to ensure that this information is secure, and readily available to those with a need to access it.

Financial records include payroll, travel and expense reports, emails, accounting and financial data, measurement and performance records, electronic data files, and all other records maintained in the ordinary course of our business.

All company records must be complete, accurate and reliable in all material respects. There is never a reason to make false or misleading entries. Undisclosed or unrecorded funds, payments or receipts are inconsistent with our business practices and are prohibited.

Unacceptable Activities

To provide investors with accurate information and help them make informed decisions, we must refrain from undertaking the following activities:

- Maintaining undisclosed or unrecorded funds or assets for any purpose.
- Making, or asking others to make, false, misleading or artificial entries on an expense report, time sheet or any other report.
- Giving false quality or safety results.
- Recording false sales or recording sales outside of the time period they actually occurred.
- Understating or overstating known liabilities and assets.
- Delaying the entry of items that should be current expenses.
- Hiding the true nature of any transaction.
- Providing inaccurate or misleading information for company benefit programs.

Employee Responsibilities

Reporting accurate, complete and understandable information about our business, earnings, and financial condition is an essential responsibility for each of us.

- We must ensure the following behaviors in our day-to-day activities:
- Comply with our records management policies and retention schedules for all business records (paper or electronic).
- Follow established corporate retention requirements before we dispose of any business record.
- Make open and full disclosure to, and cooperate fully with, outside accountants in connection with any audit or review of our company's financial statements.

- Review all expenses submitted by our team members and ensure they are accurate and truthful before approving them.

Additionally, we have the responsibility to report immediately to our manager, the Chief Financial Officer or the General Counsel's Office, or alternatively by anonymous means through the Ethics Helpline, during the following circumstances:

- We have reason to believe that any of our company's books and records are being maintained in a materially inaccurate or incomplete manner.

- We are being pressured to prepare, alter, conceal or destroy documents in violation of our company policy.

- We believe someone has made a misleading, incomplete, or false statement to an accountant, auditor, attorney or government official in connection with any investigation, audit, examination or filing with any government agency or regulatory body.

Protection of Intellectual Property and Confidential Information

Confidential Information

One of our most important assets is our confidential information. As an employee of Certara, we may learn of information about our Company that is confidential and proprietary. We may also learn of information before that information is released to the general public. Employees who have received or have access to confidential information should take care to keep this information confidential.

Confidential information includes non-public information that might be of use to competitors or harmful to Certara or its customers if disclosed, such as business, marketing and service plans, financial information, product architecture, source codes, engineering and manufacturing ideas, designs, databases, customer lists, pricing strategies, personnel data, personally identifiable information pertaining to our employees, customers or other individuals (including, for example, names, addresses, telephone numbers and social security numbers), and similar types of information provided to us by our customers, suppliers and partners.

We are expected to keep confidential and proprietary information confidential unless and until that information is released to the public through approved channels (usually through a press release, an SEC filing or a formal communication from a member of senior management). Every employee has a duty to refrain from disclosing to any person confidential or proprietary information about us or any other company learned in the course of employment here, until that information is disclosed to the public through approved channels. We should also take care not to inadvertently disclose confidential information.

Materials that contain confidential information, such as notebooks, cell phones, and laptop computers, should be stored securely. Unauthorized posting or discussion of any information concerning our business, information or prospects on the Internet is prohibited.

We may not discuss our business, information or prospects in any "chat room", regardless of whether we use our own name or a pseudonym. All company emails, voicemails and other communications are

presumed confidential and should not be forwarded or otherwise disseminated outside of Certara, except where required for legitimate business purposes.

Intellectual Property

Our intellectual property is among our most valuable assets. Intellectual property refers to creations of the human mind that are protected by various national laws and international treaties. Intellectual property includes copyrights, patents, trademarks, trade secrets, design rights, logos, expertise, and other intangible industrial or commercial property.

We must protect and, when appropriate, enforce our intellectual property rights. We also respect the intellectual property belonging to third parties. It is our policy to not knowingly infringe upon the intellectual property rights of others.

Partners must promptly disclose to Certara, in writing, any such work product and cooperate with our efforts to obtain protection for our company. To ensure that our company receives the benefit of work done by outside consultants, it is essential that an appropriate agreement or release be in place before any work begins.

Trademarks, Copyrights, and Patents

We value and encourage the protection of our intellectual property (such as patents, trade secrets, copyrights and trademarks) and proprietary information while simultaneously respecting the valid intellectual property rights of third parties.

Intellectual property laws protect many materials that we may use during our employment. Copyright laws protect materials such as computer software, music, artwork, audio, and videotapes, books, presentations, and training materials. Patent laws protect inventions, trade secret laws protect proprietary information, and trademark laws protect product and services names.

Sharing with Permission

Unless sharing information with external suppliers and customers is against the law, or company or business practice, Certara encourages sharing information when it may improve the quality, or use of, our products.

If Certara proprietary information is to be given outside the company, we must ensure that a written confidentiality and nondisclosure agreement is prepared, and that proper controls are established to manage the flow of information.

Communicating with External Parties

As employees of Certara, we are not authorized to speak with the media, investors, and analysts on behalf of our company unless authorized by our Chief Executive Officer, Chief Financial Officer, General Counsel or Chief Marketing Officer, or as may be appropriate for certain subject matter media, through a Business Unit President, with respect to such division operations, products or scholarship.

We may also not give the impression that we are speaking on behalf of Certara in any communication that may become public unless authorized. This includes posts to online forums, social media sites, blogs, chat

rooms and bulletin boards. This policy also applies to comments to journalists about specific matters that relate to our businesses, as well as letters to the editor and endorsements of products or services.

Responding to Outside Inquiries

To ensure professional handling, we must redirect any media requests to our Investor Relations Department and requests from financial analysts, stockholders, and industry analysts to Investor Relations. Contact information for Media Relations and Investor Relations can be found on our investor section of our public website.

Protection of Company Assets and Resources

Our assets are the resources we use to conduct our business. We must use them for legitimate Company business and appropriately safeguard them including against cyber-related attack, theft, loss, waste or abuse.

By protecting our assets, we protect our competitive advantage in the marketplace. We also have a responsibility to extend the same degree of care to assets entrusted to our Company by others.

Our assets include but are not limited to:

- Physical assets, such as office furnishings, equipment and supplies,
- Technology assets, such as computer hardware, software and information systems,
- Financial assets, such as cash, securities and credit cards,
- Our Company's name, its brand and our customer relationships, and
- Information assets, such as intellectual property, including information about products, services, systems and other data.

Company assets should be used only for the conduct of the Company's business, except where otherwise provided by the Code or other Company policies. The Company's business includes, for these purposes, service related to an outside activity at the request of the Company.

All physical and technology assets provided by the Company, whether used inside or outside the Certara workplace, are Company property and are provided for our business use. We must never sell, lend or give them away, regardless of their condition or value unless we are authorized to do so. In general, we should not use these assets (including technology or information resources) for our personal activities.

Records Management, Security and Data Protection

Records Management

Our records are our corporate memory, providing evidence of actions and decisions and containing data and information critical to the continuity of our business.

Records consist of all forms of information created or received by Certara, whether originals or copies, regardless of media. Examples of company records include paper documents, email, electronic files stored on hard drive, disk or any other medium (CD, DVD, USB data storage devices, etc.) that contains information about our company or our business activities.

All records are the property of Certara and should be retained in accordance with our Records Retention Policy. We are responsible for properly labeling and carefully handling confidential, sensitive, and proprietary information and securing it when not in use. We do not destroy official company documents or records before the retention time expires but do destroy documents when they no longer have useful business purpose.

Cybersecurity

Cybersecurity threats continue to evolve and pose significant risks to our business, our customers, and the patients who depend on our work. Every employee plays a critical role in protecting Certara's systems, data, and reputation from cyber threats.

We must remain vigilant and follow cybersecurity best practices, including:

- **Phishing and social engineering awareness:** Be cautious of suspicious emails, links, attachments, and requests for information. Cybercriminals often impersonate trusted sources to gain access to systems or sensitive data. When in doubt, verify the authenticity of any request through a separate communication channel.

- **Strong authentication:** Use strong, unique passwords and enable multi-factor authentication (MFA) wherever available. Never share your login credentials with others or use the same password across multiple systems.

- **Prompt incident reporting:** Immediately report any suspected cybersecurity incident, data breach, or security concern to the IT Security team. Early reporting is critical to minimizing potential harm. Do not attempt to investigate or remediate security incidents on your own.

- **Secure remote work:** When working remotely, ensure that your work environment is secure. Use only approved devices and networks, avoid public Wi-Fi for sensitive work, and ensure that confidential information displayed on your screen is not visible to unauthorized persons.

- **Software and system updates:** Keep your devices and software updated with the latest security patches. Do not disable or circumvent security controls.

- **Physical security of devices:** Protect company-issued devices from theft or loss. Never leave laptops, mobile devices, or storage media unattended in public places. Report lost or stolen devices to IT Security immediately.

Certara may conduct cybersecurity awareness training and simulated phishing exercises to help employees recognize and respond to threats. Participation in such training is mandatory.

Records Retention Responsibilities

We must retain or discard Certara's records in accordance with the Company record retention policies.

Certara legal counsel occasionally may issue notices regarding retention of records in the case of actual or threatened litigation or government investigation. We must abide by the directions contained in these notices, as failure to do so could subject the Company and employees to serious legal risks.

Data Privacy

Certara respects the privacy of all its employees, business partners and consumers. We must handle personal data responsibly and in compliance with all applicable privacy laws and company policies (including records retention requirements).

Personal data is information that can directly or indirectly identify an individual, such as name, contact information, and health-related information. As employees who handle the personal data of others, we must:

- Act in accordance with applicable laws.
- Act in accordance with any relevant contractual obligations.
- Collect, use and process such information only for legitimate business purposes.
- Provide clear and accurate privacy notices when collecting or processing personal data.
- Limit access to the information to those who have a legitimate business purpose for seeing the information.
- Securely store, transmit and destroy personal information in accordance with applicable policies and laws.
- Take care to prevent unauthorized disclosure.

For additional guidance on the handling of personal data and a description of protected information, we should refer to our **Privacy Policy**.

Employee Information

Certara respects the confidentiality of the personal information of employees. This includes employee medical and personnel records. Access to personal information is only authorized when there is a legitimate and lawful reason, and access is only granted to appropriate personnel.

Requests for confidential employee information from anyone outside our company under any circumstances must be approved in accordance with our policies. It is important to remember, however, that employees should have no expectation of privacy with regard to normal course workplace communication or any personal property brought onto Certara premises or used for Certara business.

Privacy Laws and Compliance

Protecting the privacy and security of personal information is a growing global concern. Many countries are enacting or strengthening privacy laws that govern the use of personal information and holding violators accountable.

Certara is committed to complying with applicable privacy laws in the countries where we conduct business, including laws regarding the cross-border transfer of certain personal information.

For more information on Certara's commitment to privacy and to understand what types of information are considered personal or sensitive under applicable local laws, we must refer to our **Global Privacy Notice** and any Company contact named therein.

Equal Opportunity and Workplace Conduct

Equal Opportunity

Certara is a global community made up of professionals around the world, from a wide variety of backgrounds, area expertise and experiences.

We are committed to the principles of equal employment opportunity through the following ways:

- We base all employment-related decisions purely on company needs, job requirements and individual qualifications.
- We comply with all applicable employment laws, rules and regulations.
- We adhere to fairness principles in all aspects of employment, including activities relating to recruiting, hiring, benefits, leaves of absence, training, transfer, promotion, job assignments, compensation, corrective action and termination.
- We provide reasonable accommodation to qualified employees who have protected disabilities and remove any artificial barriers to success.
- We comply with laws regarding employment of immigrants and non-citizens and provide equal employment opportunity to everyone who is legally authorized to work in the applicable country.

If you have a concern or question, contact your manager, the Legal or Human Resources department, or the Ethics Helpline.

Fair Compensation, Benefits, and Total Rewards

We are committed to fair and equitable compensation, benefits, and total rewards practices. Decisions regarding pay, incentives, benefits, and recognition must be based on legitimate business factors and made without unlawful discrimination, favoritism, or retaliation. Employees and managers must follow company policies, maintain the accuracy of records affecting compensation, and comply with applicable laws and regulations. Any concerns regarding compensation or employment practices should be raised through the reporting channels described in Section 6 (Speaking Up and Reporting Channels).

Anti-Discrimination and Anti-Harassment

Any sort of discriminatory, intimidating or abusive behavior can seriously damage the victims, our work environment and reputation.

At Certara, we do not tolerate any form of discrimination and harassment.

Although we address more specifics in our internal Company policies and procedures, providing more actionable guidance and information, we note the importance of addressing this topic in our Code as well.

While the legal definition of harassment may vary by jurisdiction, we consider the following non-exhaustive list to be unacceptable behavior:

- Any unwelcome behavior, such as verbal or physical conduct designed to threaten, intimidate, demean, or coerce, and

- Taunting, slurs, inappropriate jokes or language, negative stereotyping, and other forms of negative verbal and non-verbal behavior based on race, ethnicity, national origin, religion, age, gender (identity and expression), and sexual orientation.

Along with these, Certara takes a hard stance against all forms of sexual harassment, including:

- Unwelcome sexual advances, gestures, requests for sexual favors, or unwelcome demands for dates.

- Conduct that creates an intimidating, offensive or abusive environment, including sharing of sexually oriented messages, emails or media.

- Watching of inappropriate or insensitive material during company time or sharing it, even unintentionally.

- Unwanted touching or physical interference with someone's physical movement.

- Other verbal or physical conduct of a sexual nature in which: submission to the conduct is either an explicit or implicit term or condition of employment; or submission to or rejection of the conduct by an individual is used as the basis for making employment decisions, including advancement, affecting such individual - known as "quid pro quo," or "this for that."

If we believe our rights have been violated or if we have any other workplace concerns, we should consult our supervisor or another member of our management chain or call a Human Resources representative directly.

As a reminder, we are subject to a more specific **Certara Anti-Discrimination and Anti-Harassment Policy**. The terms of the Anti-Discrimination and Anti-Harassment Policy may be separately updated from time to time and is made available on the Company internal website.

Corporate Citizenship and Social Responsibility

Personal Political Activity

Certara encourages personal participation in the political process in a manner consistent with all relevant laws and Company guidelines.

Individually, you may support candidates or organizations of your choice through personal contributions or by volunteering so long as we separate our personal political activities from our work. This ensures that we maintain transparency, honesty and integrity with our stakeholders and each other.

To continue lawful participation in politics:

- We respect the political opinions of all Certara employees even if these are different from our own, and we do not force or impose our views on others.
- We do not conduct political activities on company time or use company resources such as telephones, computers, or other supplies.
- We do not use Certara letterhead, company email, or reference our business address or title when we express a personal view in a public forum (such as a letter to the newspaper).
- We do not expect Certara to reimburse us for personal political activity.
- We obtain prior approval from Company legal counsel when we run for office or get appointed or elected to office.
- We never contact lawmakers on behalf of the Company or lobby with lawmakers for the Company's interests without getting explicit approval from Company legal counsel.

Environmental Engagement

Certara has demonstrated a practice of conducting business in an environmentally responsible manner and strives to improve our performance to benefit our employees, customers, communities, shareholders and the environment. We are also committed to contributing to global efforts to improve our environment. We recognize that environmental sustainability is not only a corporate responsibility but also essential to the long-term health of the communities and patients we serve. To do so:

- We use energy wisely and efficiently and employ technology to minimize any risk of environmental impact.
- We comply with the environmental laws that apply to us.
- We educate employees whose work affects environmental compliance with the permits, laws, and regulations that apply to their work.
- We educate and engage our employees and inform external stakeholders in our environmental efforts.

- We contribute to and partner with organizations that work towards environmental goals.
- We engage our supply chain in supporting our sustainability efforts.
- We work with suppliers with demonstrable environmental commitments, to the extent we can.
- Measuring and working to reduce our greenhouse gas emissions across our operations.
- Promoting energy efficiency, waste reduction, and responsible resource use in our facilities and operations.
- Integrating environmental considerations into certain purchasing decisions and supplier selection.
- Transparently reporting on our environmental performance and progress toward sustainability goals.

As a reminder, we are subject to a more specific **Certara Environmental and Sustainability Policy**. The terms of the Environmental and Sustainability Policy, as it may be separately updated from time to time, and the Policy is made available on the Company internal website.

For more information about Certara's environmental initiatives and progress, please refer to our ESG Report, available at Certara Environmental, Social, and Governance (ESG) Report | Certara

Community Involvement and Charity

Certara is a vital part of the communities in which we have local operations. We support development in the communities in which we work and throughout the world.

- We participate in many humanitarian and charitable endeavors in our communities, which may be through partnerships, volunteer efforts, charity drives and mentoring programs
- We encourage employees to actively participate and care for their communities through volunteering, donating, and conserving.
- When we elect to participate in a community project and utilize limited employee time and company resources, site management communicates to employees in advance that the effort is a company-sponsored project.

We seek to align our social and environmental efforts with our business goals and continue to develop both qualitative and quantitative metrics to assess our progress.

Employee Volunteering and Contribution

Certara encourages employees to give back to our communities by volunteering with organizations, donating to causes or participating in company outreach efforts. To ensure our contribution is beneficial:

- We ensure all contributions and charity efforts are legal and ethical.
- We do not use company resources to personally support charitable or other non-profit institutions not specifically sanctioned or supported by Certara.
- We seek approval before using company resources, acting as a company representative or donating anything in the Company's name.
- We take advantage of opportunities at Certara to give back, such as volunteer initiatives and matching gift programs.
- We encourage each other to volunteer for and support worthy causes.
- We seek approval before assuming a Board position at any charitable or other non-profit institutions to determine the relationship, if any, existing between our company and the for-profit organization.

We must consult with our manager if we have questions about permissible use of company resources.

Technology and Information Security

Artificial Intelligence and Emerging Technologies

Certara embraces innovation and the responsible use of artificial intelligence (AI) and machine learning technologies to advance our mission of accelerating medicines to patients. As AI becomes increasingly integrated into our work, we are committed to using these technologies ethically, transparently, and in compliance with applicable laws and regulations.

When using AI tools, whether developed internally or provided by third parties, we must:

- **Ensure human oversight:** Maintain appropriate human review and accountability for AI-assisted decisions, particularly those affecting employees, customers, patients, or business outcomes.
- **Protect confidential information:** Never input Certara confidential information, trade secrets, proprietary data, personal data, or customer information into external AI platforms or tools unless expressly authorized and the tool has been approved by the appropriate Company personnel.
- **Verify AI outputs:** Review and verify the accuracy of AI-generated content before using it for business purposes. AI tools may produce inaccurate, incomplete, or misleading information.
- **Prevent bias and discrimination:** Be alert to potential biases in AI systems and ensure that AI tools are not used in ways that discriminate against individuals based on protected characteristics.
- **Be transparent:** Disclose the use of AI-generated content where appropriate, particularly in customer-facing communications, regulatory submissions, or scientific work product.

- **Respect intellectual property:** Ensure that the use of AI tools does not infringe on the intellectual property rights of others and that AI-generated outputs comply with applicable copyright and licensing requirements.

- **Follow approved tools and processes:** Only use AI tools that have been approved for business use. If you are uncertain whether a tool is approved, consult your manager or the IT department before use.

Employees who develop or deploy AI solutions must ensure that such systems are designed and tested to operate fairly, safely, and in compliance with applicable laws and the **Guidelines for the Internal Use of Artificial Intelligence (AI) Tools**.

Electronic Communications and Information Systems

Certara's information technology and communications systems are vital to enable us to conduct our business and reach out to current and potential customers.

If we have access to our information systems and computer networks, we are responsible for using the highest standards of behavior in all our usage and communications. When we access our networks from remote locations (for example, at home or from other non-company locations), we are subject to the same standards of use as are employees who access our networks while on company premises.

The data transmitted, received and stored by or within those systems, such as telephones, personal computers, data storage units, or email are valuable assets that we must protect to ensure that these resources are accessible for business purposes, that Certara's reputation is protected, and that we minimize the potential for legal risk. Limited personal use may be acceptable if it is authorized by our work location and does not interfere with our job responsibilities.

We must safeguard the following:

- **Passwords:** We are responsible for our corporate credentials. Passwords must meet corporate standards and must be kept private, and therefore not shared, coded into programs or written down. IT Security must be informed if a password is suspected of having been compromised. We must not share our passwords with anyone at any time.

- **Mobile Security:** We must protect Certara assets. It is extremely important that we treat our mobile device like any other Corporate IT device. Mobile device security can be breached and infected just like a PC, laptop, etc. We must never click links, download files, or execute programs on our mobile device unless it is required, and we are certain of the source and legitimacy of the content. We must always protect such items from loss, theft or damage.

- **Acceptable Usage:** We are not permitted to use Certara information technology and communications systems (including email, instant messaging, the Internet or intranet) for activities that are harmful, unlawful, unethical, immoral or otherwise contrary to the Code.

All employees are reminded that **Certara's Acceptable Use Policy** provides more detailed requirements governing the proper use of IT resources. The Acceptable Use Policy may be updated from time to time, and the most current version is always available on the Company internal website.

Inappropriate Use of Technology

We must adhere to computer usage guidelines by refraining from the following:

- Using electronic media to initiate, save, or send items that are hostile, harassing, offensive, threatening, or otherwise inappropriate.
- Using electronic media to initiate, save, or send chain letters or other widespread non-business distributions.
- Using electronic media to initiate or participate in any malicious, unauthorized, or fraudulent use of company resources.
- Using Certara electronic media for non-business purposes, in ways that don't comply with the policies of our business unit.

Remember: The unauthorized transmission of company data, access to inappropriate internet sites, and the transmission of inappropriate emails are examples of misuse of technology.

Trade Compliance and Government Relations

Anti-Boycott Compliance

US anti-boycott laws prohibit individuals and entities from participating in a boycott that the US does not support.

Antiboycott laws help prevent US companies from being used to implement foreign policies of other nations which run counter to US policy. Certara does not cooperate with foreign boycotts that are not approved by the US government. If we receive a request related to any boycott, we must not respond to the request and immediately contact the company Legal department.

Additionally, doing business with certain countries may result in imposed economic sanctions. We must perform due diligence before any transaction that has an international element to determine whether such parties are on the US government's restricted list. We must contact the Legal department to ensure that all such transactions are properly evaluated to prevent potential violations.

Trade Compliance

Certara is responsible for complying with national and global regulations, such as US federal import and export laws, that relate to trading activities and the import and export of products, services and technology. These regulations are complex and may change quickly as governments adjust to new political and security issues. If our work involves international trade compliance, it is our responsibility to know, understand and follow the laws that apply to our work and the movement of our goods. We also expect all our vendors to know and understand the laws that apply to their products.

If we work in our supply chain, we (and our vendors) must provide accurate product descriptions, correct tariff classifications, valuation information and country of origin statements for all items we import or export, whenever required. If we have a question or concern, we must report it immediately.

Social Media

Social media is of growing importance in the marketplace. It enables us to learn from and share information with our stakeholders, as well as communicate with the public about our company. While doing so, we must be mindful that our social media posts may have unintended consequences that could impact both us and Certara.

We must be mindful not to disclose confidential and/or proprietary information about our business, our suppliers or our customers. If we discuss Certara- related matters on social media, we must make it clear that we are speaking for ourselves and not on behalf of Certara.

As a reminder, we are subject to a more specific **Certara Corporate Communications Policy**. The terms of the Communications Policy may be separately updated from time to time, and the Policy is made available on the Company internal website.

You may contact the Legal department to get further information.

Selection and Use of Third Parties

We believe in doing business with third parties that embrace and demonstrate high principles of ethical business behavior. We rely on suppliers, contractors, and consultants to help us accomplish our goals.

They are part of the Certara team and should be treated according to our values. To create an environment where our suppliers, contractors, and consultants have an incentive to work with Certara, they must be confident that they will be treated in an ethical manner.

The way in which we select our suppliers and the character of the suppliers we select reflect the way we conduct business.

Fair Dealing

Certara is committed to dealing fairly with its employees, customers, suppliers and competitors.

We are expected to promote Certara products and services in a manner consistent with the customer's commercial needs and goals and to provide sufficient information to allow customers to make informed decisions voluntarily and without any form of coercion or undue influence.

We are prohibited from taking unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

Truth in Advertising and Marketing

It is our responsibility to accurately represent Certara and our products in our marketing, advertising and sales materials.

Deliberately misleading messages, omissions of important facts or false claims about our products, individuals, competitors or their products, services, or employees are inconsistent with our values.

Sometimes, it is necessary to make comparisons between our products and those of our competitors. When we do so, we make factual and accurate statements that can be easily verified or reasonably relied upon.

Quality and Customer Commitment

We are dedicated to quality and take personal pride in all the products and services we provide.

Our intense, acute focus on the needs of our customers continuously drives us to improve. Our continued success depends on exceeding the expectations of our customers and standing behind everything we do.

Government Customers and Contracting

When doing business with federal, state, or local governments, we must ensure that all statements and representations made to government procurement officials are accurate and truthful, including costs and other financial data.

If our assignment directly involves the government or if we are responsible for someone working with the government on behalf of Certara, we must be alert to, or inform ourselves to, any potential special rules and regulations applicable to our government customers.

We must take additional steps to understand and comply with these requirements and avoid any conduct that could appear improper when dealing with government officials and employees.

Payments, gifts, or other favors given to government officials or employees are strictly prohibited as it may appear to be a means of influence or a bribe. Failure to avoid these activities may expose the government agency, the government employee and us to substantial fines and penalties.

For these reasons, any sale of our products or services to any federal, state, or local government entity must be in accordance with our Company policy.

Anti-Money Laundering

Money laundering is a global problem with far-reaching and serious consequences. Money laundering is defined as the process of converting illegal proceeds so that funds are made to appear legitimate. It is important to note that this practice is not limited to cash transactions.

Complex commercial transactions may hide financing for criminal activity such as terrorism, illegal narcotics trade, bribery, and fraud. Involvement in such activities undermines our integrity, damages our reputation and can expose Certara and individuals to severe sanctions.

Our Company forbids knowingly engaging in transactions that facilitate money laundering or result in unlawful diversion. We take affirmative steps to detect and prevent unacceptable or illegal forms of payment and financial transactions.

Anti-money laundering laws of the US and other countries and international organizations require transparency of payments and the identity of all parties involved in transactions. We are committed to full compliance with anti-money laundering laws worldwide and will conduct business only with reputable customers involved in legitimate business activities and transactions.

We must be alert for the following red flags:

- Requests for cash payment, traveller's checks or checks from an unknown third party,
- Complex payment patterns,
- Unusual transfers to or from countries not related to the transaction,
- Customers who seem eager to avoid recordkeeping requirements,
- Transactions involving locations previously associated with money laundering or tax evasion, and
- Transactions which are inconsistent with usual business practices, or which do not match the customer's or client's normal pattern of activity.

Government Requests and Subpoenas

We should immediately contact the Legal department if we are contacted by law enforcement or other government officials with respect to our duties in most circumstances.

However, we are not required to disclose to Certara that any governmental or regulatory entity has contacted the associate regarding possible violation of any federal, state, or local law, rule, or regulation; do not need the prior authorization of Certara to disclose to any governmental or regulatory entity information regarding possible violation of any federal, state, or local law, rule, or regulation; and do not need to disclose to Certara that the associate has made such a disclosure.

Any information we provide to law enforcement or government officials must be completely honest and truthful. If we receive a subpoena related to Certara or our work, we must immediately contact the Legal department.

If we become aware of pending, imminent or contemplated litigation or a government examination or investigation, we must immediately contact the Legal department.

Pursuant to the Legal Hold Order Policy, we must also save all records and documents that may be relevant to the subpoena, litigation or investigation, including any records that may otherwise be automatically destroyed or erased (such as e-mail and voice mail messages)

Workplace Safety and Well-Being

Workplace Safety and Health

Certara strives to provide a safe and healthy workplace for employees, customers and visitors to its premises.

All managers have the responsibility of ensuring proper safety and health conditions for their employees. Management is committed to maintaining industry standards in all areas of employee safety and health, including industrial hygiene, ergonomics and safety.

To support this commitment, we are responsible for observing all safety and health rules, practices and laws that apply to our jobs, and for taking precautions necessary to protect ourselves, our co-workers and visitors. We are also responsible for immediately reporting accidents, injuries, occupational illnesses and unsafe practices or conditions to our supervisors.

Workplace violence of any kind will not be tolerated. Threats, acts of violence, verbal abuse, property damage, bullying, stalking, and physical intimidation are all strictly prohibited. Possession of weapons on the job or on Certara premises is prohibited.

No talk of violence or joking about violence will be tolerated.

As is the case with any violation of the Code, we have a responsibility to promptly report any unsafe or unhealthy behavior or condition regardless of whether we are directly involved or a witness.

Drug and Alcohol-Free Workplace

Certara strives to maintain a workplace that is free from illegal use, possession, sale, or distribution of alcohol or controlled substances. Legal or illegal substances shall not be used in a manner that impairs a person's performance of assigned tasks.

Certara reserves the right to have any employee tested if there is reasonable suspicion that they are under the influence of drugs or alcohol. If we are using prescription or non-prescription drugs that may impair alertness or judgment or witness an employee impaired and therefore possibly jeopardizing the safety of others or Certara business interests, we must report it immediately.

If we have a problem related to alcohol or drugs, we may seek assistance from the Employee Assistance Program or other qualified professionals and review the terms of our Employee Handbook for further information.

Workplace Violence Prevention

To preserve employee safety and security, weapons, firearms, ammunition, explosives and incendiary devices are forbidden on Certara premises or in our company vehicles.

In addition, we do not tolerate acts or threats of violence, including extreme or inappropriate verbal or physical threats, intimidation, harassment and/or coercion.

Behavior that threatens the safety of people or property, or has the potential to become violent, should be immediately reported to our supervisor, Security, Human Resources, or the Certara Ethics Helpline.

Fraud Prevention and Reporting

It is never acceptable to take any part, no matter how small our role, in any activity that involves theft, fraud, embezzlement, extortion or misappropriation of property.

We participate in a fraud any time we help conceal, alter, falsify or omit information in Certara records either for our benefit or at the direction of any others. We must refuse to engage in any questionable activities and must report any suspicions to our manager, the Human Resources or Legal department, or the Ethics Helpline.

Human Rights and Fair Labor

We are committed to upholding fundamental human rights and believe that all human beings around the world should be treated with dignity, fairness, and respect.

We expect that our suppliers and direct contractors demonstrate a serious commitment to the health and safety of their workers and operate in compliance with human rights laws.

Certara does not use or condone the use of slave labor or human trafficking, denounces any degrading treatment of individuals or unsafe working condition, and supports our products being free of conflict minerals.

We are committed to following all applicable wage and hour laws and regulations. Anyone paid based on hours worked must report and record all time worked accurately in accordance with established local procedures.

As a reminder, Certara is subject to a more specific **Global Human Rights Statement and Modern Slavery Act Transparency Statement**. Please note that the Human Rights Policy may be updated independently from time to time, and the current version is made on the Company internal website.

Code Administration

Waivers

Certara may waive application of a particular policy set forth in this Code only where circumstances warrant granting a waiver based on the best interests of Certara and its stockholders.

Any waiver pertaining to an employee must be approved by the General Counsel or the Chief Human Resources Officer.

Waivers of the Code for directors and executive officers may be made only by those members of the Board of Directors not involved in the possible waiver and must be promptly disclosed as required by law or regulation.

Enforcement and Disciplinary Actions

Certara is committed to enforcing this Code of Conduct through a fair, transparent, and consistent disciplinary process.

Any violations will be addressed with consideration for the nature and severity of the alleged misconduct.

The disciplinary process may include, without limitation, any or all of the following steps:

1. **Identification and Reporting**: Concerns or violations are reported through designated channels (e.g., supervisor, HR, ethics hotline).

2. **Preliminary Review**: A preliminary assessment is conducted to determine if a formal investigation is warranted.

3. **Investigation**: A thorough and impartial investigation is carried out to gather facts and understand the context of the incident.

4. **Evaluation and Decision**: Findings are reviewed by appropriate management or compliance personnel to determine whether a violation occurred and what action is appropriate.

5. **Disciplinary Action**: Based on the severity and frequency of the misconduct, actions may include coaching, verbal or written warnings, suspension, or termination.

6. **Documentation**: Steps and decisions are documented and stored securely to ensure transparency and accountability.

7. **Right to Review**: The subject of the disciplinary action may have the right to have the matter reviewed or escalated, in accordance with organizational policy or applicable law.

This process is designed to comply with relevant legal and regulatory requirements and to uphold the principles of fairness and proportionality and may be adapted to the circumstances of each case and local practice or requirements.