CERTARA, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. PURPOSE

The Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board of Directors") of Certara, Inc. (the "Company") shall provide oversight, support and guidance to and on behalf of the Board of Directors by, among other things:

1. identifying individuals qualified to become directors, consistent with the criteria approved by the Board of Directors, and recommending for the Board of Directors' selection, those director nominees for the next annual meeting of shareholders or to fill vacancies or newly created directorships that may occur between such meetings;

2. developing and recommending to the Board of Directors a set of corporate governance guidelines applicable to the Company, and then subsequently evaluating those guidelines from time to time and recommending changes, as needed;

3. overseeing the evaluation of the Board of Directors and committees of the Board of Directors and succession planning for the Board of Directors;

4. overseeing the Company's environmental, social and governance ("ESG") programs and strategy; and

5. otherwise taking a leadership role in shaping the corporate governance of the Company (collectively, the "Committee Purpose").

II. STRUCTURE AND PROCESSES

Membership Requirements

The Committee shall be comprised of three or more members of the Board of Directors, each of who shall be determined by the Board of Directors to be "independent" under the Nasdaq Listing Rules.

Appointment and Removal

The members of the Committee shall be appointed by the Board of Directors. Unless otherwise addressed in the bylaws or the Corporate Governance Guidelines, each member shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation, removal, retirement, disqualification or death. The members of the Committee may be removed, with or without cause, by action of the Board of Directors.

Chairperson

Unless a chairperson of the Committee (the "Chairperson") is selected by the Board of Directors, the members of the Committee shall designate a Chairperson by the majority vote of the full Committee membership. The Chairperson will chair all meetings of the Committee and is responsible for setting the agendas for Committee meetings. In the absence of the Chairperson of the Committee, the Committee shall select another member to preside.

Delegation to Subcommittees

The Committee may form subcommittees composed of one or more of its independent members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority held by the Committee as the Committee deems appropriate.

III. MEETINGS

The Committee shall meet periodically as circumstances dictate. The Chairperson of the Board of Directors or any member of the Committee may call meetings of the Committee. Unless otherwise restricted by the Company's certificate of incorporation or bylaws, meetings of the Committee may be held telephonically or by other remote means. In addition, unless otherwise restricted by the Company's certificate of incorporation or bylaws, the Committee may act by unanimous written consent in lieu of a meeting.

All non-management directors who are not members of the Committee may attend meetings of the Committee and may participate in discussion at those meetings but may not vote. Additionally, the Committee may invite to its meetings any director, management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities under this Charter. The Committee may also exclude from its meetings any persons (other than a member of the Committee) it deems appropriate in order to carry out its responsibilities under this Charter.

A majority of the members of the Committee in office from time to time shall constitute a quorum for the transaction of business. Each member of the Committee shall have one vote on all matters brought before the Committee. The act of a majority of those present at any meeting (whether in person or by telephone) at which there is a quorum shall be the act of the Committee, unless otherwise prescribed by applicable law or regulation.

IV. RESPONSIBILITIES AND DUTIES

Subject to the applicable rules and regulations, the Committee has discretion in how it conducts its responsibilities and duties, following practices which may allow for the Committee to fulfill the Committee Purpose, unless specifically set forth in the terms of the bylaws or expressly provided in the Corporate Governance Guidelines.

The following functions a shall be the recurring activities of the Committee in carrying out its responsibilities to be performed at such times and with such frequency as the Committee deems appropriate or as otherwise required by applicable rules and regulations (collectively, the "Committee Functions").

The Committee may carry out additional Committee Functions and adopt additional policies and procedures consistent with its Committee Purpose and as may be required or appropriate in light of changing business, legislative, regulatory, legal or other conditions. Consistent with the Committee Purpose, the Committee shall also carry out any other responsibilities and duties delegated to it by the Board of Directors from time to time.

The Committee, in discharging its oversight role under the Committee Purpose, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and may, in its sole discretion, retain, obtain the advice of and terminate any outside counsel or other adviser to the Committee. The Committee shall be directly responsible for the appointment, compensation and oversight of any outside counsel or other adviser retained by the Committee.

The Committee may also utilize the services of the Company's regular internal and/or external counsel or other advisors to the Company. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any consultant, outside counsel or other adviser retained by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its responsibilities and duties within the Committee Functions. The Committee also shall have sole authority to retain and to terminate any search firm to be used to assist it in identifying candidates to serve as directors of the Company, including sole authority to approve the fees payable to such search firm and any other terms of retention.

The Committee shall, at such times as it determines appropriate or as otherwise required by applicable rules and regulations:

Board Selection, Composition and Evaluation

1. Establish criteria for the selection of nominees for election as directors to serve on the Board of Directors.

2. Identify individuals believed to be qualified as candidates to serve on the Board of Directors and recommend to the Board of Directors those candidates for all directorships to be filled by the Board of Directors or by the shareholders at an annual or special meeting. In identifying candidates for membership on the Board of Directors, the Committee shall take into account all factors it considers appropriate, which may include (a) minimum individual qualifications, including strength of character, mature judgment, industry knowledge or experience and an ability to work collegially with other members of the Board and (b) all other factors the Committee considers appropriate and in compliance with applicable Nasdaq rules, which may include age, diversity of background, existing commitments to other businesses, service on other boards of directors or similar governing bodies of public or private companies or committees thereof, potential conflicts of interest with other pursuits, legal considerations such as antitrust issues, corporate governance background, financial and accounting background, executive compensation background and the size, composition and combined expertise of the existing Board of Directors. The Committee also may consider the extent to which the candidate would fill a present need on the Board of Directors.

   Review and make recommendations to the full Board of Directors, or determine, whether members of the Board of Directors should stand for re-election. Consider matters relating to the retirement of members of the Board of Directors, including term limits or age limits, as well as the performance of such directors.

   In the case of a director nominated to fill a vacancy on the Board of Directors due to an increase in the size of the Board of Directors, recommend to the Board of Directors the class of directors in which the director-nominee should serve, if applicable.

3. Evaluate candidates for nomination to the Board of Directors, including those recommended by shareholders on a substantially similar basis as it considers other nominees. The Committee shall adopt procedures for the valid submission of recommendations by shareholders as it deems appropriate in accordance with applicable laws, rules and regulations and provisions of the Company's organizational documents.

4. To the extent there are one or more stockholders agreements to which the Company is a party (as such may be amended from time to time) governing the composition of the Board, the Committee shall act appropriately to nominate individuals to serve as directors of the Board, to fill vacancies

on the Board and to comply with such other matters as may be specified in each such agreement, in each case, in accordance with such stockholders agreement.

5. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates.

6. Consider questions of independence and possible conflicts of interest of members of the Board of Directors and executive officers.

7. Review and make recommendations, as the Committee deems appropriate, regarding the composition and size of the Board of Directors in order to ensure the Board of Directors has the requisite expertise and its membership consists of persons with sufficiently diverse backgrounds.

8. Oversee the evaluation of the Board of Directors.

9. Oversee succession planning for the Board and Board leadership appointments.

Committee Selection, Composition and Evaluation

10. Recommend members of the Board of Directors to serve on the committees of the Board of Directors, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, Securities and Exchange Commission rules and the Nasdaq Listing Rules, as well as to any other factors the Committee deems relevant, and where appropriate, make recommendations regarding the removal of any member of any committee.

11. Recommend members of the Board of Directors to serve as the Chairpersons of the committees of the Board of Directors.

12. Establish, monitor and recommend the purpose, structure and operations of the various committees of the Board of Directors, the qualifications and criteria for membership on each committee of the Board of Directors and, as circumstances dictate, make any recommendations regarding periodic rotation of directors among the committees and impose any term limitations of service on any committee of the Board of Directors.

13. Periodically review the charter, composition and performance of each committee of the Board of Directors and, if applicable, make recommendations to the Board of Directors for the creation of additional committees or the elimination of committees of the Board of Directors.

Corporate Governance

14. Review annually or periodically, as determined by the Committee, the adequacy of the certificate of incorporation and bylaws of the Company and, if applicable, recommend to the Board of Directors, as conditions dictate, proposed amendments to the certificate of incorporation and bylaws.

15. Develop and recommend to the Board of Directors a set of corporate governance principles to be set out in the Company's Corporate Governance Guidelines and with the support of counsel, keep abreast of developments with regard to corporate governance to enable the Committee to recommend to the Board of Directors changes to the Company's Corporate Governance Guidelines in light of such developments as the Committee may deem appropriate or advisable.

Environmental, Social and Governance Program Oversight

16. Periodically review and assess the Company's ESG strategy, practices and policies, and if appropriate, make recommendations to the Board concerning the same. Monitor the Company's progress towards its ESG goals.

Reports

17. In response to any request by the Board of Directors, in Executive Session, or as may otherwise be requested by the Chair of the Board of Directors, report:

    (i) periodically following meetings of the Committee; and

    (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities.

The Committee shall provide such recommendations to the Board of Directors as the Committee may deem appropriate, or otherwise expressly requested by the Chair of the Board of Directors.

Subject always to the obligation to maintain minutes of meetings and activities of the Committee, the report to the Board of Directors may take the form of an oral report by the Chairperson or any other member of the Committee designated by the Committee to make such report.

18. Maintain minutes or other records of meetings and activities of the Committee.

V. PERFORMANCE EVALUATION

It is expected that the Committee will periodically review and evaluate its performance, including by reviewing its compliance with this Charter. In addition, it is expected the Committee will periodically review and reassess the adequacy of this Charter and recommend to the Board of Directors any amendments to this Charter that the Committee considers necessary or desirable. The Committee may conduct such evaluations and reviews in such a manner as it deems appropriate.

Reviewed by the Board of Directors on July 14, 2026