CERTARA, INC.

CORPORATE GOVERNANCE GUIDELINES

INTRODUCTION

The Board of Directors (the "Board") of Certara, Inc. (the "Company") has adopted these corporate governance guidelines, which describe the principles and practices that the Board will follow in carrying out its responsibilities. These guidelines will be reviewed by the Nominating and Corporate Governance Committee from time to time to ensure that they effectively promote the best interests of both the Company and the Company's stockholders and that they comply with all applicable laws, regulations and stock exchange requirements.

A. Role and Responsibility of the Board

The Board directs and oversees the management of the business and affairs of the Company in a manner consistent with the best interests of the Company and its stockholders, and also in accordance with state and other applicable laws and regulations. In this oversight role, the Board serves as the ultimate decision-making body of the Company, except for those matters reserved to or shared with the stockholders. The Board selects and oversees the members of senior management, who are charged by the Board with conducting the business of the Company.

B. Board Composition, Structure and Policies

1. ***Board Size***. The Nominating and Corporate Governance Committee shall consider and make recommendations to the Board concerning the appropriate size and needs of the Board. The Board shall determine the appropriate Board size, taking into consideration such recommendation of the Nominating and Corporate Governance Committee and any parameters set forth in the Company's certificate of incorporation and bylaws, as well as any contractual obligations of the Company.

2. ***Independence of Directors***. The Board shall be comprised of at least the number of directors meeting the independence requirements of the Nasdaq Global Select Exchange (the "Nasdaq") as required by applicable Nasdaq Listing Rules.

   The Board shall make an affirmative determination at least annually as to the independence of each director. The Company defines an "independent" director in accordance with Rule 5605 of the Nasdaq Listing Rules. The Nasdaq independence definition includes a series of objective tests, such as that the director is not an employee of the Company and has not engaged in various types of business dealings with the Company. Because it is not possible to anticipate or explicitly provide for all potential conflicts of interest that may affect independence, the Board is also responsible for determining affirmatively, as to each independent director, that no material relationships exist which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. In making these determinations, the Board will broadly consider all relevant facts and circumstances, including information provided by the directors and the Company with regard to each director's business and personal activities as they may relate to the Company and the Company's management. As the concern is independence from management, the Board does not view ownership of even a significant amount of stock, by itself, as a bar to an independence finding.

   For so long as the Company qualifies as a "controlled company" within the meaning of the Nasdaq Listing Rules, it may elect not to comply with certain corporate governance standards, including the requirement that a majority of the board of directors consist of independent directors. Subject to certain exemptions available to "controlled companies" and during applicable transition periods, additional independence requirements for members of the Audit Committee and the Compensation Committee apply. No director may serve on the Audit Committee or the Compensation Committee of the Board unless such director meets all of the applicable criteria established for service in each such committee by the Nasdaq Listing Rules and any other applicable rules or laws.

3. ***Selection of Chairperson of the Board and Chief Executive Officer.*** The Board shall select its chairperson ("Chairperson") and the Company's Chief Executive Officer ("CEO") in the manner it considers in the best interests of the Company. Therefore, the Board does not have a policy on whether the role of Chairperson and CEO should be separate or combined and, if it is to be separate, whether the Chairperson should be selected from the independent directors.

4. ***Director Qualification Standards***. The Nominating and Corporate Governance Committee is responsible for reviewing the qualifications of potential director candidates and recommending for the Board's selection those candidates to be nominated for election to the Board, subject to any obligations and procedures governing the nomination of directors to the Board that may be set forth in any stockholders agreement to which the Company is party. It is expected that the Nominating and Corporate Governance Committee will consider (a) minimum individual qualifications, including strength of character, mature judgment, industry knowledge or experience and an ability to work collegially with the other members of the Board and (b) all other factors it considers appropriate, 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. The Board should monitor the mix of specific experience, qualifications and skills of its directors in order to assure that the Board, as a whole, has the necessary tools to perform its oversight function effectively in light of the Company's business and structure. Stockholders may also nominate directors for election at the Company's annual stockholders meeting by following the provisions set forth in the Company's bylaws. Stockholder nominees will receive the same consideration that other nominees receive.

5. ***Conflicts of Interest***. If an actual or potential conflict of interest develops because of a change in the business of the Company, a director's circumstances or otherwise, the director should report the matter immediately to the General Counsel or such other person designated by the Board for evaluation and appropriate resolution. If the General Counsel or such other designated person determines that a conflict of interest exists that may impair the ability of such director to fulfill his or her duties to the Company and its stockholders, such director shall offer his or her resignation to the Board. The Nominating and Corporate Governance Committee will evaluate the continued appropriateness of Board membership under the circumstances and make a recommendation to the Board as to whether to accept such director's offer of resignation or take any other action with respect to such matter.

6. ***Change in Primary Employment, Present Job Responsibility or Circumstances***. A director must notify the chair of the Nominating and Corporate Governance Committee and offer his or her resignation to the Board if, during his or her tenure, a director significantly changes his or her primary employment or responsibilities or if other circumstances in a director's life materially change in a way that may impair such director's ability to fulfill his or her duties to the Company and its stockholders or adversely impact his or her qualifications. The Nominating and Corporate Governance Committee will evaluate the continued appropriateness of Board membership under the new circumstances and make a recommendation to the Board as to whether to accept such director's offer of resignation or take any other action with respect to such circumstances.

7. ***Director Orientation and Continuing Education***. Management, working with the Board, will provide an orientation process for new directors and coordinate director continuing education programs. The orientation process is designed to familiarize new directors with the Company's businesses, strategies and challenges and to assist new directors in developing and maintaining skills necessary or appropriate for the performance of their responsibilities. As appropriate, management shall prepare additional educational sessions for directors on matters relevant to the Company and its business.

8. ***Lead Director***. Whenever the Chairperson of the Board is also the Chief Executive Officer or is a director who does not otherwise qualify as an "independent director", the independent directors will elect from among themselves a Lead Director of the Board. Following nomination by the Nominating and Corporate Governance Committee, each independent director will be given the opportunity, by secret ballot, to vote in favor of a Lead Director nominee or to write in a candidate of his or her own. The Lead Director will be elected by a plurality and will serve until the Board meeting immediately following the next annual meeting of stockholders, unless otherwise determined by the Board. No director shall serve as Lead Director for more than five consecutive years. A description of the position of Lead Director is set forth in Annex A to these guidelines.

9. ***Term Limit***. The Board does not have a policy to impose term limits for directors because such a policy may deprive the Board of the service of directors who have developed, through valuable experience over time, an increasing insight into the Company and its operations. However, to ensure that the Board continues to evolve and remains composed of high functioning members able to keep their commitments to Board service, the Board will evaluate the qualifications and performance of each incumbent director before recommending the nomination of that director for an additional term.

10. ***Age Limits***. Upon achieving the age of 75, an incumbent director shall offer his or her resignation to the Board. The Nominating and Corporate Governance Committee will evaluate the continued appropriateness of Board membership and make a recommendation to the Board as to whether to accept such director's offer of resignation or take any other action with respect to such matter, including but not limited to allowing such director to complete his or her term but not renominate the director to serve a new term. In addition, a person who is not a director may not be appointed to the Board of Directors by the incumbent directors or elected by the Company's shareholders if such person, at the time he or she would otherwise be appointed or elected, is age 75 or older.

C. Board Meetings

1. ***Frequency of Meetings***. The Board currently plans at least four meetings each year, with further meetings to occur (or action to be taken by unanimous written consent) at the discretion of the Board. The committees of the board will generally meet in conjunction with such full Board meetings.

2. ***Selection of Board Agenda Items***. The CEO, in consultation with the Chairperson of the Board and the Lead Director (if one has been elected), shall set the agenda for Board meetings with the understanding that the Board is responsible for providing suggestions for agenda items that are aligned with the advisory and monitoring functions of the Board. Agenda items that fall within the scope of responsibilities of a Board committee will be reviewed with the chairperson of that committee. Any member of the Board may request that an item be included on the agenda.

3. ***Access to Management and Independent Advisors***. Board members shall have free access to all members of management and employees of the Company. Generally, any meeting or contact that a director wishes to initiate with an employee should be arranged through the Company's CEO or General Counsel to the extent practicable. In addition, as necessary and appropriate, Board members may consult with independent legal, financial, accounting and other advisors, at the Company's expense, to assist in their duties to the Company and its stockholders.

4. ***Executive Sessions***. To ensure free and open discussion and communication among the non-management directors of the Board, the non-management directors will meet in regularly scheduled executive sessions with no members of management present and, if the non-management directors include directors who have not been determined to be independent, it is expected that the independent directors will separately meet in a private session at least twice a year that excludes management and directors who have not been determined to be independent. The Lead Director (if one has been elected) or, in the absence of a Lead Director, a director designated by the non-management or independent directors, as applicable, will preside at executive sessions.

5. ***Meeting Materials***. Management will seek to provide to all directors an agenda and appropriate materials in advance of meetings, although the Board recognizes that this will not always be consistent with the timing of transactions and the operations of the business and that in certain cases it may not be possible.

D. Committees of the Board

The Board shall have at least three standing committees: the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee. Each committee shall have a written charter and shall report regularly to the Board summarizing the committee's actions and any significant issues considered by the committee. The Board may establish additional standing or ad hoc committees in accordance with the Company's bylaws.

Each of the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee shall be comprised of no fewer than three members. In addition, each committee member must satisfy the membership requirements set forth in the relevant committee charter, and the applicable Securities and Exchange Commission rules and the Nasdaq Listing Rules. A director may serve on more than one committee.

The Nominating and Corporate Governance Committee shall be responsible for identifying Board members qualified to fill vacancies on any committee and recommending that the Board appoint the identified member or members to the applicable committee. The Board, taking into account the views of the Chairperson and the Nominating and Corporate Governance Committee, shall designate one member of each committee as chairperson of such committee. Committee chairpersons shall be responsible for setting the agendas for their respective committee meetings.

E. Expectations of Directors

The business and affairs of the Company shall be managed by or under the direction of the Board in accordance with state and other applicable laws and regulations. In performing their duties, the primary responsibility of the directors is to exercise their business judgment in the best interests of the Company. The Board has developed a number of specific expectations of directors to promote the discharge of this responsibility and the efficient conduct of the Board's business.

1. ***Commitment and Attendance***. All directors are expected to make every effort to attend all meetings of the Board, meetings of the committees of which they are members and the annual meeting of stockholders. Members are encouraged to attend Board meetings and meetings of committees of which they are members in person but may also attend such meetings by telephone or video conference.

2. ***Participation in Meetings***. Each director should be sufficiently familiar with the business of the Company, including its financial statements and capital structure, and the risks and competition it faces, to facilitate active and effective participation in the deliberations of the Board and of each committee on which he or she serves. Management will make appropriate personnel available to answer any questions a director may have about any aspect of the Company's business. Directors should also review the materials provided by management and advisors in advance of the meetings of the Board and its committees and should arrive prepared to discuss the issues presented.

3. ***Ethics***. The Company has adopted a Code of Conduct (the "Code"), which highlights the Company's strong commitment to ethical behavior, and directors are expected to adhere to the Code.

4. ***Upholding Certara's Reputation***. Directors represent the Company and are expected to conduct themselves with integrity and in accordance with the Company's principles and values as set forth in the Code. Directors should refrain from any action that would reflect poorly on the Company or harm its reputation.

5. ***Other Directorships and Significant Activities***. Serving on the Board requires significant time and attention. Directors are expected to spend the time needed and meet as often as necessary to discharge their responsibilities properly. Without specific approval from the Nominating and Corporate Governance Committee or the Board, no director may serve on more than four public company boards (including the Company's Board), and no member of the Audit Committee may serve on more than three public company audit committees (including the Company's Audit Committee). In addition, directors who also serve as executive officers of a public company or in equivalent positions generally should not serve on more than two public company boards, including the Company's Board, in addition to their employer's board. The Nominating and Corporate Governance Committee shall conduct an annual review of director commitment levels and assess compliance with these guidelines. Directors should advise the Chairperson of the Nominating and Corporate Governance Committee and the Chairperson of the Board before accepting membership on other boards of directors, committees thereof, or other significant commitments involving affiliation with other businesses, non-profit entities or governmental units.

6. ***Contact with Management***. All directors are invited to contact the Chairperson and CEO at any time to discuss any aspect of the Company's business. The Board expects that there will be frequent opportunities for directors to meet with the Chairperson, CEO and other members of management in Board and committee meetings and in other formal or informal settings.

7. ***Confidentiality***. The proceedings and deliberations of the Board and its committees are confidential. Each director shall maintain the confidentiality of information received in connection with his or her service as a director.

F. Management Succession Planning

Periodically, the Board shall review a succession plan for the executive officers (as defined by Section 16 of the Securities Exchange Act of 1934, as amended), developed by management and reviewed by the Nominating and Corporate Governance Committee. The succession plan should include, among other things, an assessment of the experience, performance and skills for possible successors to the CEO, emergency CEO succession and succession for other members of senior management.

G. Evaluation of Board Performance

It is expected that the Board, acting through the Nominating and Corporate Governance Committee, will periodically conduct a self-evaluation to determine whether it is functioning effectively and consider the mix of skills and experience that directors bring to the Board to assess whether the Board has the necessary tools to perform its oversight function effectively.

H. Board Compensation

The Compensation Committee will review the form and amount of director compensation from time to time and recommend any changes to the Board, as it deems appropriate. Directors who are employed by the Company shall not be paid additional compensation for their services as directors.

I. Communications with Interested Parties

It is the policy of the Company that management speaks for the Company. This policy does not preclude outside directors from communicating with stockholders or other interested parties, but it is expected that, in most circumstances, any such communications will be coordinated with management. In all cases, any communications by directors or employees of the Company are subject to the Company's policies.

J. Implementation of Stockholders Agreements

To the extent the Company is a party to any stockholders agreements, the Board shall act appropriately, and in accordance with the applicable provisions of such stockholders agreements and applicable law, to nominate

individuals to serve as members of the Board, to fill vacancies on the Board, to serve on Board committees and to comply with such other matters as may be specified in such stockholders agreements.

K. Communications with Non-Management Directors

Anyone who would like to communicate with, or otherwise make his or her concerns known directly to the Chairperson of any of the Audit, the Nominating and Corporate Governance and the Compensation Committees, or to the non-management or independent directors as a group, may do so by addressing such communications or concerns to the Company's General Counsel.

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

Reviewed by the Board of Directors on July 14, 2026

ANNEX A

DESCRIPTION OF LEAD DIRECTOR RESPONSIBILITIES

When the Chairperson of the Board is also the Chief Executive Officer ("CEO") or is a director who does not otherwise qualify as an "independent director" under the Company's Governance Guidelines, a "Lead Director" shall be elected annually by plurality vote of the independent directors following nomination by the Nominating and Corporate Governance Committee. Although annually elected, the Lead Director must serve for more than one year. Service as Lead Director, however, generally should not exceed five consecutive years but is subject to the Board's discretion to set other guidelines in specific instances.

The Lead Director shall help coordinate the efforts of the independent and non-management directors in the interest of ensuring that objective judgment is brought to bear on sensitive issues involving the management of the Company and, in particular, the performance of senior management, and shall have the following authority:

- Preside over all meetings of the Board at which the Chairperson is not present, including meetings of the non-management directors which are to be held at least quarterly;
- Assist in scheduling Board meetings and approve meeting schedules to ensure that there is sufficient time for discussion of all agenda items;
- Request the inclusion of certain materials for Board meetings;
- Approve of all information sent to the Board;
- Communicate to the CEO, together with the Chairperson of the Compensation Committee, the results of the Board's evaluation of CEO performance;
- Collaborate with the CEO on Board meeting agendas and approve such agendas;
- Collaborate with the CEO in determining the need for special meetings of the Board;
- Provide leadership and serve as temporary Chairperson of the Board or CEO in the event of the inability of the Chairperson of the Board or CEO to fulfill his/her role due to crisis or other event or circumstance which would make leadership by existing management inappropriate or ineffective, in which case the Lead Director shall have the authority to convene meetings of the full Board or management;
- Serve as the liaison for stockholders who request direct communications with the Board;
- Act as the liaison between the non-management directors and the Chairperson of the Board, as appropriate;
- Call meetings of the non-management directors when necessary and appropriate; and
- Recommend to the Board, in concert with the chairpersons of the respective Board committees, the retention of consultants and advisors who directly report to the Board, including such independent legal, financial or other advisors as he or she deems appropriate, without consulting or obtaining the advance authorization of any officer of the Company.