CERTARA, INC.

AUDIT COMMITTEE CHARTER

I. PURPOSE

The Audit Committee (the "Committee") shall provide oversight, support and guidance to and on behalf of the Board of Directors (the "Board of Directors") of Certara, Inc. (the "Company") in fulfilling the Committee's responsibilities and duties outlined in this Charter (collectively, the "Committee Purpose").

The Committee's responsibility is one of oversight. The Company's management is responsible for the preparation and the integrity of the Company's financial statements and the Accounting Firm is responsible for auditing those financial statements in accordance with the standards of the Public Company Accounting Oversight Board (the "PCAOB").

The Committee is not providing any expert or special assurance as to the Company's financial statements or any professional certification as to the Accounting Firm's work.

II. STRUCTURE AND PROCESSES

Membership Requirements

The Committee shall be comprised of three or more members of the Board of Directors, each of whom shall be determined by the Board of Directors to be "independent" under the Nasdaq Listing Rules and Rule 10A-3(b)(1) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), subject to an election by the Company to rely upon the transition periods applicable to initial public offerings or as may otherwise be permitted by the Nasdaq Listing Rules. No member of the Committee can have participated in the preparation of the Company's or any of its subsidiaries' financial statements at any time during the past three years.

All members of the Committee must be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement and at least one member must be an "audit committee financial expert" as defined by the Securities and Exchange Commission ("SEC"). A person who satisfies this definition of audit committee financial expert will also be presumed to have financial sophistication as required by the Nasdaq Listing Rules. Committee members may enhance their familiarity with finance and accounting by participating in educational programs conducted by the Company or by an outside provider.

No Committee member may serve simultaneously on the audit committees of more than three public companies, including the Company, unless the Board determines that such simultaneous service does not impair the efficacy of Board service and the Board publicly discloses such determination in its proxy statement or other public report.

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. Each member 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 of the Committee will chair all meetings of the Committee. The Chairperson 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.

As part of its goal to foster open communication, the Committee shall periodically meet separately with each of management, the Accounting Firm and the internal auditors (or other personnel or service providers responsible for the internal audit function) to discuss any matters that the Committee or each of these groups believe would be appropriate to discuss privately. In addition, the Committee should meet with the Accounting Firm and management to review the Company's financial statements in a manner consistent with that outlined in Section IV of this Charter. 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, all meetings of the Committee may be held in person, telephonically, or by other electronic 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.

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 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 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 as are consistent with the Committee Purpose and as may be required or appropriate in light of business, legislative, regulatory, legal or other conditions or changes. 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, review or investigate any matter of interest or concern that the Committee deems appropriate. In this regard, the Committee shall have the sole authority to engage and terminate outside counsel and other advisors, as it determines necessary or appropriate to carry out its duties.

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 compensation to any Accounting Firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company and any other advisors that the Committee chooses to engage, 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 with the Committee Functions.

The Committee shall be given full access to the Company's internal auditors (or other personnel or service providers responsible for the internal audit function), Board of Directors, corporate executives, employees, facilities, books and records, the Accounting Firm, outside counsel and other advisors as necessary to carry out these responsibilities.

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

Documents/Reports Review

1. Oversee the quality and integrity of the Company's financial statements, including oversight of the Company's accounting and financial reporting processes, internal controls and financial statement audits.

2. Review and discuss with management and the Accounting Firm prior to public dissemination the Company's annual audited financial statements and quarterly financial statements, including the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

3. Discuss with the Accounting Firm the matters required to be discussed by the applicable auditing standards adopted by the PCAOB and approved by the SEC from time to time, including any critical audit matters.

4. Review and discuss with management and the Accounting Firm any major issues arising as to the adequacy and effectiveness of the Company's internal controls (including, without limitation, significant deficiencies and material weaknesses), any actions taken in light of material control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting.

5. Review and discuss with the Accounting Firm a draft of the auditor's report.

6. Review the Company's IT security controls with the Company's Chief Information Officer. Evaluate the adequacy of the Company's IT security program, compliance and controls with the Chief Information Officer.

Accounting Firm

7. Be directly responsible for the appointment, compensation, retention, oversight of the work and termination of any Accounting Firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company (including the resolution of disagreements between management and such Accounting Firm regarding financial reporting or accounting matters). In making its determinations regarding whether to appoint or retain a particular Accounting Firm as the Company's Accounting Firm, the Committee shall consider the vote of the Company's stockholders at the last annual stockholders' meeting of the Company with respect to the ratification by the Company's stockholders of the engagement of the Accounting Firm.

8. Inform any Accounting Firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company that such firm must report directly to the Committee.

9. Pre-approve all audit services and non-audit services (other than "prohibited non-audit services") to be provided to the Company by its Accounting Firm. The Committee may delegate authority to one or more independent members to grant pre-approvals of audit and permitted non-audit services; provided that any such pre-approvals shall be presented to the full Committee at its next scheduled meeting.

   The following shall be "prohibited non-audit services": (i) bookkeeping or other services related to the accounting records or financial statements of the Company; (ii) financial information systems design and implementation; (iii) appraisal or valuation services, providing fairness opinions or preparing contribution-in-kind reports; (iv) actuarial services; (v) internal audit outsourcing services; (vi) management functions or human resources; (vii) broker or dealer, investment adviser or investment banking services; (viii) legal services and expert services unrelated to the audit; and (ix) any other service that the PCAOB or the SEC prohibits through regulation (including certain tax services).

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

10. Review, at least annually, the qualifications, performance and independence of the Accounting Firm and present its conclusions with respect to the Accounting Firm to the full Board. In conducting its review and evaluation, the Committee:

    (i) will obtain and review a report by the Company's Accounting Firm: (i) describing such firm's internal quality-control and independence procedures; (ii) describing any material issues raised by the most recent internal quality-control review, or peer review, of such

firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by such firm, and any steps taken to deal with any such issues; and (iii) to assess such firm's independence, all relationships between such firm and the Company;

(ii) will actively engage in a dialogue with the Accounting Firm with respect to any disclosed relationships or services that may impact the objectivity and independence of the Accounting Firm;

(iii) should review and evaluate the lead audit partner of the Accounting Firm;

(iv) will confirm and evaluate the rotation of the audit partners on the audit engagement team as required by law, and should consider whether there should be regular rotation of the Accounting Firm itself; and

(v) should take into account the opinions of management and the Company's internal auditors (or other personnel or service providers responsible for the internal audit function).

Financial Reporting Process

11. In consultation with the Accounting Firm, management and the internal auditors, review the integrity of the Company's financial reporting processes. In that connection, the Committee must obtain and discuss with management and the Accounting Firm reports from management and the Accounting Firm regarding:

(i) all critical accounting policies and practices used by the Company;

(ii) analyses prepared by management and/or the Accounting Firm setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including all alternative treatments of financial information within generally accepted accounting principles related to material items that have been discussed with the Company's management, the ramifications of the use of the alternative disclosures and treatments, and the treatment preferred by the Accounting Firm;

(iii) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles;

(iv) major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies; and

(v) any other material written communications between the Accounting Firm and the Company's management.

The Committee should also obtain and discuss with the Accounting Firm other material written communications between the Accounting Firm and management, such as any management letter or schedule of unadjusted differences.

12. Review with the Accounting Firm (i) any audit problems or difficulties encountered by such firm in the course of the review or audit work, including any restrictions on the scope of its activities or on access to requested information or employees, and any significant disagreements with

management, and (ii) management's responses to such matters. Without excluding other possibilities, the Committee may review with the Accounting Firm (i) any accounting adjustments that were noted or proposed by such firm but were "passed" (as immaterial or otherwise), (ii) any communications between the audit team and such audit firm's national office respecting auditing or accounting issues presented by the engagement and (iii) any "management" or "internal control" letter issued, or proposed to be issued, by the Accounting Firm to the Company.

Legal Compliance and Risk Oversight/General

13. Periodically, review and discuss with the Company's counsel any legal matter that could have a significant impact on the Company's financial statements.

14. Set clear hiring policies for employees or former employees of the Accounting Firm. At a minimum, these policies must provide that any independent registered public accounting firm may not provide audit services to the Company if the chief executive officer, controller, chief financial officer, chief accounting officer or any person serving in an equivalent capacity for the Company was employed by the independent registered public accounting firm and participated in any capacity in the audit of the Company during the one-year period preceding the date of the initiation of the audit.

15. Ensure that procedures are established for: (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (ii) the confidential, anonymous (where possible) submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

16. Unless otherwise approved or ratified pursuant to the Board's "Related Person Transaction Policy," the Committee shall review and approve or ratify any transaction between the Company and a Related Person that would be required to be disclosed pursuant to Item 404(a) of Regulation S-K of the Exchange Act. "Related Person" shall have the meaning given to such term in Item 404(a) of Regulation S-K, as amended from time to time.

17. Discuss with the Accounting Firm its evaluation of the Company's identification of, accounting for, and disclosure of its relationships with related parties as set forth under the standards of the PCAOB.

Reports

18. Prepare the Audit Committee report required by the SEC to be included in the Company's annual proxy statement.

19. 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 (except with respect to subsection (i) which shall be directly reported):

    (i) with respect to any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the qualification, performance and independence of the Company's Accounting Firm or the performance of the internal audit function;

    (ii) periodically following meetings and written resolutions of the Committee; and

(iii) 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.

20. 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 the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board of Directors any amendments to this Charter that the Committee considers necessary or appropriate. The Committee shall conduct such evaluations and reviews in such a manner as it deems appropriate.

Reviewed by the Board of Directors on July 14, 2026