

CERTARA, INC.
COMPENSATION COMMITTEE CHARTER

I. PURPOSE

The Compensation 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 Board of Directors’ responsibilities related to the compensation and benefits of the Company’s directors and executive officers, and such other matters set forth herein and matters delegated to the Committee by the Board of Directors from time to time (collectively, the “Committee Purpose”).

For purposes of this Charter, an “executive officer” of the Company shall have the same meaning as the term “officer” in Rule 16a-1(f) under the Exchange Act (as defined herein).

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, subject to an election by the Company to rely on the exemption available to “controlled companies” and the applicable transition periods or as may otherwise be permitted by the Nasdaq Listing Rules, and at least two of which members shall qualify as “Non-Employee Directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

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 of the Committee 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 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; provided, however, that when appropriate to satisfy the requirements of Section 16b-3 of the Exchange Act, any such subcommittee shall be composed solely of two or more members that qualify as “Non-Employee Directors” for purposes of Rule 16b-3 under the Exchange Act.

The Committee may delegate to one or more officers of the Company the authority to make grants and awards of cash or options or other equity securities to any person who is neither a director nor an executive officer of the Company (in accordance with Rule 16a-1(f) under the Exchange Act) under the Company's incentive compensation or other equity-based plans as the Committee deems appropriate and in accordance with the terms of such plan; provided that such delegation is in compliance with the plan and the laws of the State of Delaware. In the event of such delegation, at each meeting of the Committee, the delegated officer(s) shall report to the Committee the awards made since the prior meeting.

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.

As part of its review and establishment of the performance criteria and compensation of executive officers, the Committee should meet separately with the Chief Executive Officer, the Chief Human Resources Officer and any other corporate officers, as it deems appropriate. However, the Committee should also meet regularly without such officers present. The Chief Executive Officer may not be present during voting or deliberations with respect to his or her compensation.

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. The Committee shall meet as needed in executive session without members of management.

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 or other means of remote communication) 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

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 required by the bylaws or expressly provided in the Corporate Governance Guidelines.

The following functions are among those recurring activities of the Committee which may be performed at such times and with such frequency as the Committee deems appropriate or as otherwise required by applicable rules and regulations (collectively, "Committee Functions").

The Committee Functions expressly set forth herein should serve as a guide, with the understanding that the Committee may carry out additional Committee Functions and adopt additional policies and procedures 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 and may, in its sole discretion, retain, obtain the advice of and terminate any compensation consultant, outside counsel or other adviser to the Committee.

The Committee may also utilize the services of the Company's regular internal and/or external counsel, compensation consultant or other advisors to the Company. The Committee shall be directly responsible for the appointment, compensation and oversight of any compensation consultant, outside counsel or other adviser retained by the Committee. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any compensation 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.

Subject to an election by the Company to rely on the exemption available to controlled companies, the Committee shall undertake an independence assessment prior to selecting any compensation consultant, legal counsel or other advisers that will provide advice to the Committee taking into consideration all factors relevant to such adviser's independence from management, including those factors set forth in Nasdaq Rule 5605(d)(3)(D) or as may otherwise be required by the Nasdaq Listing Rules from time to time.

The Committee shall evaluate, on at least an annual basis, whether any work provided by the Committee's compensation consultant raised any conflict of interest, which may take the form of a letter or certification from the compensation consultant, or other means acceptable to the Committee.

Finally, it is expected that the Committee shall pre-approve any services to be provided to the Company or its subsidiaries by any of the Committee's compensation consultants.

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

Setting Compensation for Executive Officers and Directors

1. Establish and review the overall compensation philosophy of the Company.
2. Review and approve corporate goals and objectives relevant to the Chief Executive Officer's and the other executive officers' compensation, including annual performance objectives, if any.
3. Evaluate the performance of the Chief Executive Officer in light of such goals and objectives and determine and approve the annual salary, bonus, equity and equity-based incentives and other benefits, direct and indirect, of the Chief Executive Officer.
4. Review and approve the annual salary, bonus, equity and equity-based incentives and other benefits, direct and indirect, of the executive officers other than the Chief Executive Officer.
5. In connection with executive compensation programs:
 - (i) review and approve new or modified executive compensation programs;
 - (ii) review on a periodic basis the Company's executive compensation programs, as to their effectiveness in achieving their intended purpose(s) and consistency with the Company's compensation philosophy;

- (iii) establish and periodically review policies for the administration of executive compensation programs;
 - (iv) following a determination by the Committee, subject to established procedures and protocols for annual or other periodic programs, take the opportunity to update, modify or amend, on a go-forward basis, any executive compensation program approaches that yield payments and benefits that are not reasonably aligned with or related to executive and corporate performance and the Company's business strategy;
 - (v) in considering the long-term incentive component of CEO and executive officer compensation, the Committee may consider any number of factors, including, but not limited to, the Company's performance and relative stockholder return, the value of similar incentive awards given to CEOs and executive officers of comparable companies, and the awards given to the Company's CEO and executive officers in past years;
 - (vi) periodically review and approve the group of peer companies used for benchmarking executive compensation, considering industry, size, geographic scope, and other relevant factors, and assess the appropriateness and continued relevance of such peer group in alignment with the Company's compensation philosophy and business strategy
 - (vii) in defining the amount, form and terms of such recommended compensation, the Committee shall consider competitive market data pertaining to CEO and executive officer compensation at such comparable or peer companies and such other factors as it shall deem relevant, and shall be guided by, and seek to promote, the best interests of the Corporation and its stockholders; and
 - (viii) in addition, in evaluating and determining CEO compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act ("Say-on-Pay Vote"); and
 - (ix) .
6. Establish and periodically review policies in the area of perquisites specific to executive officers.
 7. Monitor the Company's compliance with applicable rules and regulations of the Securities and Exchange Commission (the "SEC") regarding stockholder advisory votes on executive compensation and the frequency of such votes. Review the results of any advisory stockholder votes to approve executive compensation and consider whether to recommend adjustments to the Company's executive compensation policies and practices as a result of such votes.
 8. Review and approve any employment or service-related contracts or transaction involving current or former directors and executive officers of the Company, and any related compensation, including consulting arrangements, employment contracts, severance or termination arrangements.
 9. Consider, on at least an annual basis, whether risks arising from the Company's compensation policies and practices for all employees, including non-executive officers, are reasonably likely to have a material adverse effect on the Company.
 10. Review and recommend to the Board of Directors the form and amount of director compensation.

Monitoring Incentive and Equity-Based Compensation Plans

11. Without limiting other compensation planning authority, review and recommend to the Board of Directors the overall material terms and framework for the Company's equity-based plans and, to the extent subject to the approval of the Board of Directors, the Company's incentive compensation plans, and monitor the administration of such plans by the Company's management in accordance with their terms and applicable law, with such individuals providing reports or updates as may be requested by the Committee. In general, monitor the Company's regulatory compliance with respect to compensation matters.
12. With respect to roles and offices within the Company:
 - (i) Board of Directors and Chief Executive Officer:

The Committee shall review and recommend to the Board of Directors, for its confirmation or approval, all proposed individual equity-based grants to members of the Board of Directors and the Chief Executive Officer. All such grants must comply with the Company's equity plans and policies then in effect.
 - (ii) Executive Officers :

The Committee shall have the authority to allocate and approve all equity-based compensation grants for executive officers , subject to the delegation or definition of authority as set forth in Section II of this Charter. This authority includes reviewing, allocating and approving all equity-based awards to be granted to executive officers , consistent with the Company's equity plans and policies then in effect.
 - (iii) All Other Employees:

For individuals who are not members of the Board of Directors, the Chief Executive Officer, or classified as executive officers, the Committee may, at its discretion, establish annual or periodic equity-based compensation programs. This authority is subject to the Board's delegation or definition of authority as set forth in Section II of this Charter. This delegated authority includes, without limitation, the allocation of approved budgeted amounts and the designation of high-level categories (e.g., by tier or employee group), with the Committee retaining the discretion to delegate implementation and execution to the Company's management in accordance with its then effective operational process and policies.
13. Review and approve any stock ownership guidelines for directors and executive officers of the Company and any "clawback" policy of the Company, and the Committee may request that Company management provide any relevant reports or updates with respect thereto.

Succession Planning

14. Together with the Nominating and Corporate Governance Committee, monitor the management succession planning process. Review and evaluate the succession plans relating to the CEO and other executive officer positions.

Human Capital Management, Recordkeeping and Reports

15. At least annually, review the Company's strategies, initiatives and programs with respect to human capital management, including matters relating to talent acquisition and development and employee engagement. Maintain minutes or other records of meetings and activities of the Committee.
16. On the "Compensation Discussion and Analysis" (the "CD&A") section required to be included in the Company's annual proxy statement or annual report on Form 10-K, in accordance with the rules of the SEC and, based on that review and discussion, determine whether or not to recommend to the Board of Directors that the CD&A be included in the Company's annual proxy statement or annual report on Form 10-K, as applicable..
17. Prepare the compensation committee report on executive officer compensation as required by the SEC to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC.
18. In response to any request by the Board of Directors, in the 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.

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, 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 desirable. The Committee may conduct such evaluations and reviews in such a manner as it deems appropriate.

Notwithstanding anything to the contrary herein, the Committee may choose to forgo an evaluation of its charter pursuant to the exemption provided to "controlled companies" under the Nasdaq Listing Rules for so long as the Company remains a controlled company.