



**CERTARA** 

# Code of Conduct

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## A Letter from the CEO

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. 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 ethics and integrity. When we live up to these standards, we earn the trust and respect of all of our stakeholders and increase 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.

I believe that Certara will continue to advance drug discovery and development with breakthrough innovation and science to bring medicines to patients faster. 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.



William F. Feehery PhD  
CEO



## Every Employee's Responsibility

This Code of Conduct (this "Code") is intended as an overview of guiding principles of Certara, Inc. and its subsidiaries (collectively, the "Company," "Certara," or "we") and not as a restatement of the Company's policies and procedures. This Code is for every director, officer, and employee (including, without limitation, interns and temporary personnel with assignments of 90 days or more) (collectively, "you"), and it is your responsibility to know and follow the Code. Together with any other Company policies, the Code will help you make the right decision wherever you may work and whatever your role may be.

At the most fundamental level, you are expected to follow these basic parameters:

- Know. Be familiar with Certara's Code of Conduct, and applicable Company policies and procedures.
- Act. Act with integrity and in accordance with this Code, Company policies and procedures, and any applicable laws and regulations.
- Ask. If you have questions about this Code, Company policies and procedures, or how you are supposed to act in a given situation, you should ask your manager, or a member of the Legal or Human Resource department.
- Speak. If you believe someone may be engaging in any activity that may be, or may have the appearance of being, unethical, illegal, or otherwise inappropriate, or if you are feeling pressured or encouraged to do something you feel is not right, you should immediately raise your concerns (see "Reporting" on page 6). Remember—the Company, as well as any individual manager within the Company, is strictly prohibited from retaliating against anyone for raising a concern or making a complaint in good faith.

## Communications with Governmental Entities

Notwithstanding anything to the contrary in this Code, you may communicate, cooperate or file a complaint with any U.S. federal, state or local governmental or law enforcement entity concerning possible violations of any legal or regulatory requirement, and may make disclosures to any governmental entity that are protected under the whistleblower provisions of any applicable law or regulation, so long as (1) such communications and disclosures are consistent with applicable law and (2) the information disclosed was not obtained through a communication that was subject to the attorney-client privilege (unless disclosure of that information would otherwise be permitted by an attorney pursuant to the applicable federal law, attorney conduct rules or otherwise). Any agreement inconsistent with the above language between the Company and any employee is deemed invalid and will not be enforced by the Company.

## Enforcement

Failure by any employee or agent of Certara to follow the law, or the principles set forth in this Code of Conduct, could result in severe legal repercussions, including substantial fines and limitations on where and how we do business. Accordingly, any alleged or actual violations of the law, this Code of Conduct, or Company policies and procedures, will be investigated and may result in disciplinary actions, including termination of employment (subject to applicable law). You are expected to cooperate in all internal investigations of misconduct.

## Modifications and Waivers

As a result of the Company's commitment to keep its policies and procedures current, this Code may be modified from time to time. Any amendment, modification or waiver of any provision of this Code for directors or executive officers must be approved by the Board. Any such amendment, modification, or waiver shall be promptly disclosed in accordance with applicable laws, rules, and regulations (including stock exchange rules).



## Retaliation

Certara strictly forbids any retaliation, by an individual or the Company, against anyone who in good faith seeks advice, raises a concern, or reports a violation or misconduct. Retaliation can take many forms: termination of employment, demotion, threats, harassment, or denial of benefits. If you believe you or someone else has been retaliated against for speaking up, you should report it immediately (see “Reporting” below).

## Reporting

If you have any questions, concerns, require advice, need to report misconduct, or have other information to share regarding Company policies and procedures or employee behavior, you have several options:

- Talk to your manager.
- Reach out to Human Resources or Legal (especially if you are not comfortable bringing the issue to your manager, or you feel your manager has not properly addressed the issue).
- Use the Certara Compliance Line.  
Call 1-844-330-7092 or go online:  
<http://certara.ethicspoint.com/>  
This resource is available 24 hours a day, 7 days a week.  
It is independent, secure, and confidential.

Code of Conduct covers many common types of workplace situations, but it cannot address every possible scenario, nor can it substitute the exercise of good judgment. When faced with a difficult situation or question, ask yourself the following:

- Am I sure that this decision or conduct will not harm my reputation or the reputation of Certara?
- Is my decision or action consistent with the principles set forth in this Code or other Company policies, and in compliance with any applicable law or regulation?
- Do my actions reflect the highest standards of honesty, integrity, and accountability?
- Would I feel comfortable explaining my actions to my coworkers, family, friends, or the public?

If you answered “no” to any of these questions, you should not make the decision or take the action until speaking with your manager, HR, or Legal (see “Reporting” above).

*We should always do what is in the best interest of the Company, which includes being honest and transparent in our operations and performance, and carefully protecting and using Company assets, information, and resources.*

## Business Conduct

You should be aware of the ethical practices of each person that you oversee or manage. We must maintain an attitude within the Company that unethical actions or the appearance of unethical actions are not acceptable, even though they may seem to be standard business practices in other companies. You must engage in and promote honest and ethical conduct. This Code cannot and is not intended to cover every applicable law or provide answers to all questions that might arise; for that we must rely on each person's good sense of what is right, including a sense of when it is proper to seek guidance from others on the appropriate course of conduct.

## Conflicts of Interest

Other than as may be provided in the Company's certificate of incorporation (the "Certificate of Incorporation"), you are expected to avoid any activity, investment, interest or association that interferes with or is reasonably likely to interfere with the independent exercise of your judgment when it is related to the Company's interests. You have a duty of loyalty to the Company and must therefore avoid any actual or apparent conflict of interest with the Company. You should never allow personal gain or benefit to interfere with what is in the best interest of the Company. The following are some examples where a conflict of interest could arise:

- **Accepting gifts, entertainment, travel, and other items of value from Company suppliers or vendors.** You should only accept such items when they are modest, are not cash or cash equivalents, and do not influence business decisions.
- **Personal investments, transactions, and outside business interests.** You should avoid using Company assets for personal gain; obtaining a financial interest in a Certara customer, supplier, or competitor (especially if using non-public information learned through your job); receiving compensation for providing services to a Certara customer, supplier, or competitor; or engaging in outside activities (for profit or otherwise) if it could adversely affect your job performance or impact Certara's reputation. Other than as may be provided in the Certificate of Incorporation, all interests of 1% or greater in a publicly traded customer, supplier, partner or competitor of the Company should be promptly disclosed to the Company's General Counsel and the Audit Committee of the Board (the "Audit Committee").
- **Transactions with relatives.** You should not engage in a business transaction on behalf of the Company with a relative by blood or marriage, or with a firm where such relative is an executive officer, without prior disclosure to, and written clearance from, the General Counsel.

Because it is not always clear whether an activity or opportunity presents a conflict of interest, you should immediately disclose a potential conflict of interest with your manager or someone from the Legal or HR department, so that they can help you determine if it is a conflict, and if so, help resolve it.

## Corporate Opportunities

Other than as may be provided in the Certificate of Incorporation, the bylaws of the Company (the “Bylaws”) or a stockholder agreement to which the Company is a party, you may not, without the prior consent of the Board or a duly authorized committee thereof:

- Take for yourself personally any business opportunity that is discovered through the use of the Company’s property, information, or position;
- Use the Company’s property, information, or position for personal gain; or
- Compete, directly or indirectly, with the Company.

You owe a duty to the Company to advance its interests when the opportunity to do so arises.

## Record Keeping and Management

It is essential to always keep accurate business records, including financial statements, invoices, time sheets, expense reports, accounting ledgers, and performance evaluations. Not only do accurate and complete records help us manage the business properly, but the failure to keep accurate records could subject the Company to fines and penalties. All official records showing the conduct of the Company’s business must be accurate and complete in all material respects. All those involved in the preparation of such materials should understand that the Company does not maintain, nor does it countenance, any off-the-books funds for any purposes. It is the policy of the Company to fully and fairly disclose the financial condition of the Company in compliance with applicable accounting principles, laws, regulations, and rules. All books and records of the Company shall be kept in such a way as to fully and fairly reflect all Company transactions in accordance with generally accepted accounting principles. All Company personnel should take steps to ensure full, fair, accurate, timely, and understandable disclosure in all reports and documents filed with the Securities and Exchange Commission (the “SEC”) or any other governmental or regulatory agency and in other public communications made by the Company.

You should not destroy or delete any records except in accordance with clear Company guidelines. In addition, when litigation or a government investigation is pending or imminent, relevant records must not knowingly be destroyed until the matter is closed.

## Confidentiality

You should maintain the confidentiality of information, including any intellectual property, entrusted to you by the Company, its partners, or customers or others related to the Company and their respective affiliates and businesses by taking sensible measures, such as storing sensitive information in a safe manner (password protected devices) and refraining from discussing confidential matters in public places. Confidential information includes all nonpublic information that might be of use to competitors, or harmful to the Company, its partners or customers or their respective affiliates, if disclosed (e.g., strategic plans, customer lists, pricing information, and potential acquisition targets). Intellectual property includes copyrights, patents, trademarks, logos, trade secrets, and know-how. Such information must not be disclosed outside the Company, except when disclosure is authorized by the Company or legally mandated.

You should immediately report any suspected theft or improper disclosure of the Company's intellectual property or confidential information (see "Reporting" on page 6).

## Insider Trading

Trading in the stock or securities of a company by a person who is aware of material, non-public information about that company is considered "insider trading." Information is "material" if a reasonable investor would consider such information important in a decision to buy, hold, or sell the securities. Information is non-public until it has been broadly disclosed to the marketplace and the marketplace has had time to absorb the information. Examples of adequate disclosure include public filings with the SEC and the issuance of press releases.

Insider trading and the sharing of material, non-public information with any other person who then trades in securities or passes the information to others (called "tipping") is illegal. The personal consequences of insider trading or tipping can be severe and include possible imprisonment and significant fines. Individuals who involve themselves in insider trading or tipping may be subject to immediate termination.

The Company's Insider Trading Policy is available on the Company's intranet. You should carefully review this policy. If you have any doubts as to the propriety of any transaction, you should seek advice from the General Counsel before undertaking the sale or purchase of the Company's common stock or of any other company's publicly traded stock, bonds, or other securities.

## Protection and Proper Use of Assets

You should protect the Company's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company's profitability. All Company assets should be used for legitimate business purposes only.

*Certara promotes a positive and productive work environment where everyone is treated fairly and with dignity and respect, and which is free from discrimination, harassment and retaliation.*

## Equal Employment Opportunity

Certara bases all employment-related decisions on merit, taking into consideration qualifications, skills, achievement, and performance. We treat all applicants and employees without regard to personal characteristics such as race, color, ethnicity, religion, sex, sexual orientation, age, nationality, marital status, pregnancy, physical or mental condition, genetic information, military service, or other characteristic protected by law.

## Discrimination and Harassment

Certara does not tolerate verbal or physical harassment for any reason, including derogatory comments or disrespectful actions regarding race, color, ethnicity, religion, sex, sexual orientation, age, nationality, marital status, pregnancy, physical or mental condition, genetic information, military service, or other characteristic protected by law. Nor does Certara discriminate based on such characteristics. If you believe you or anyone else has been the subject of harassment or discrimination, you should immediately report it (see "Reporting" on page 6).

## Health and Safety

Certara is committed to providing a safe and healthy workplace for employees and visitors working at our offices, and will comply with all local policies and laws relating to hours, wages and other working conditions. Workplace violence will not be tolerated; nor will child labor and any other form of illegal, abusive or forced labor. If you become aware of any unsafe conditions, you should immediately report it (see "Reporting" on page 6).

## Substance Abuse

Abusing drugs and alcohol is incompatible with the health and safety of our employees, and such abuse is therefore not permitted. Although the consumption of alcohol is not banned at Company events, you should never drink in a way that leads to impaired performance or inappropriate behavior, endangers the safety of others, or violates the law.

*We act responsibly and above-board in our relationship with our customers, vendors, governments, regulatory bodies, and business partners. We welcome open and fair competition and will be honest in all our business dealings.*

## Fair Dealing

The Company's overall view regarding its relations with customers, vendors, governments, regulatory bodies, and business partners is simple: they must be treated as the Company expects to be treated - with fairness and integrity. The Company's business is built upon the principle of effective, courteous management of customer, vendor, government, regulatory, and business partner contacts. The Company treats all customers, vendors, governments, regulatory bodies, and business partners with dignity and respect.

You should endeavor to deal fairly with the Company's customers, vendors, governments, regulatory bodies, and business partners. You may not intentionally take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice. The purpose of business entertainment and gifts in a commercial setting is to create goodwill and sound working relationships, not to gain unfair advantage with customers, vendors, governments, regulatory bodies, and business partners.

You must decline any gift, rebate, or other benefit that could influence your judgment, or appear to influence your judgment, in the performance of your duties and prejudice the credibility and integrity of the Company. Nonetheless, you may accept offers of hospitality that arise as a result of the performance of your work duties and responsibilities, provided such offers are modest in value and will not cast doubt upon your objectivity and impartiality. You may not give or attempt to give any bribe or payment, including gifts of more than modest value, to any person directly or indirectly, to improperly influence business relations. In addition, you must not attempt to obtain or to accept, or create the appearance that you are attempting to obtain, a bribe, rebate, or improper payment or benefit. Fees and commissions can be paid to the Company only within normal business relations. You should discuss with your manager, the head of Human Resources, the General Counsel or another member of the Legal Department any gifts, rebates, or benefits or proposed gifts, rebates, or benefits that you think may be inappropriate. Any gift, payment, or benefit provided to government personnel must be approved in advance by the General Counsel or another member of the Legal Department.

## Payments to Government Personnel

The U.S. Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. You are prohibited from offering, giving, requesting, or accepting a bribe. In particular, no one acting on Certara's behalf may ever offer or provide anything of value that is intended to improperly influence a government official or gain an unfair advantage. In addition, the U.S. government has a number of laws and regulations regarding business

gratuities that may be accepted by government personnel. The promise, offer, or delivery to an official or employee of the U.S. or any other government of a gift, favor, or other gratuity in violation of these laws and regulations would not only violate Company policy but could also be a criminal offense. All federal, state, local, and foreign government rules with respect to bribes, gifts, favors and benefits shall be fully obeyed.

## Anti-trust and Fair Competition

Certara believes in fair competition and abides by all antitrust laws and regulations, such as those prohibiting agreements between competitors aimed at preventing free competition, price fixing, and unfair trade practices.

You should never engage in discussions with our competitors about pricing, costs, or other key business terms, or enter into agreements (even tacit agreements) with competitors that allocate markets or customers, boycott certain customers or suppliers, or fix pricing. If a competitor ever engages you in a conversation about business practices or strategies, even in jest, you should leave the conversation immediately and report it (see "Reporting" on page 6).

When discussing or advertising our products or services, you should never make false or misleading statements, or unfairly disparage a competitor's products or services.

## Information About Competitors

As a business that is engaged in a competitive industry and marketplace, we seek economic knowledge about our competitors. However, you shall not engage in illegal or improper acts to acquire a competitor's trade secrets or proprietary information.

## Quality

We are committed to continually improving and providing products and services that meet or exceed our customers' high expectations and are of the highest quality. We also recognize that some of the services and products we provide to our customers must meet certain regulatory standards, and we therefore have established and will maintain systems and processes for ensuring compliance with all applicable standards.

*Certara cares about the communities in which our employees live and work and where we do business. We are committed to interacting and communicating responsibly and honestly with the world at large. We also desire to contribute to the overall well-being of our global community.*

## Social Responsibility

Certara is committed to understanding, monitoring and managing our social, environmental and economic impact in an effort to support sustainable development. This sense of corporate social responsibility manifests itself in a number of ways, including:

- Conducting our business in a responsible, honest and ethical manner;
- Acting as responsible stewards of the environment;
- Ensuring a safe and healthy working environment of our employees;
- Supporting universal human rights; and
- Respecting and supporting the diverse cultures and individuals that form our Company.

## Communication/Social Media

Only certain identified individuals are authorized to speak publicly on Certara's behalf, including answering questions from the media. If you are asked to provide information on the Company by a third party that you know or believe to be a member of the media, either formally or informally, you should refrain from commenting and direct that person to someone in the Human Resources or Legal Department.

When engaging in social media, where you could reasonably be perceived as representing the Company, employees should be polite, respectful, and refrain from making any statements that are untrue or could reflect poorly on Certara. Employees should also be careful not to disclose information that could be deemed confidential.

## Data Privacy and Protection

In connection with the services and products we provide, we may receive, use, store, and process information on individuals that could directly or indirectly identify such individuals, such as a name, contact information, or health information. We are responsible for protecting personal information and processing it strictly in accordance with applicable law. Generally speaking, with respect to protecting personal information, you should:

- Collect and use the minimum amount of personal information necessary to achieve the legitimate business purpose and keep it only as long as necessary to achieve that business purpose.

- Share personal information only with those who have a legitimate need for it and that you know will protect it properly.
- Follow Company policies and procedures for collecting, handling, and destroying personal data.
- Speak up if you learn of an inappropriate disclosure of personal information (see “Reporting” on page 6).

## Political Activity

Certara encourages our employees to participate in the political process to the extent permitted in each country, but you must make it clear that you are participating in such activity on an individual basis and not on behalf of Certara. Employees may not conduct personal political activity on Company time or using Company assets. Contributions by a corporation to political parties or candidates involving federal offices in the United States are expressly forbidden by federal law. In addition, while political contributions to parties or candidates may be legal in some states and in some foreign countries, no Company corporate funds may be used for such purposes without the express prior approval of the General Counsel.

## About Certara

At Certara, we accelerate medicines to patients, partnering with life science innovators. Together, we advance modern drug development with biosimulation, regulatory science, and market access solutions.

For more information visit [www.certara.com](http://www.certara.com).