

SIMULATIONS PLUS, INC.
COMPENSATION COMMITTEE
CHARTER

Revised: March 28, 2024

Purpose:

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Simulations Plus, Inc. (the “Company”) shall assist the Board and discharge the responsibilities of the Board, as set forth in this Charter, relating to the compensation and evaluation of the executives, employees and directors of the Company.

Membership:

The Committee shall consist of three or more directors, all of whom shall, in the judgment of the Board, be an “Independent Director” (as defined under Rule 5605(a)(2) of the Nasdaq Stock Market) and in accordance with the applicable listing standards. In addition to the general independence standard required for membership on the Committee, the Board must consider all factors specifically relevant to determining whether each director being considered for appointment to the Committee has a relationship to the Company which is material to that director’s ability to be independent from management in connection with the duties of a Committee member, including but not limited to (i) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to the director and (ii) whether the director is affiliated with the Company, any of its subsidiaries or an affiliate of a subsidiary. Furthermore, a person may serve on the Committee only if the Board determines that he or she (i) is a “Non-employee Director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (ii) satisfies the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code.

Members of the Committee and the Committee Chair shall be appointed by the Board, may be removed by the Board in its discretion, and shall serve on the Committee until their resignation or removal.

Responsibilities:

The Committee is directly responsible for establishing annual and long-term performance goals and objectives for the Company’s Executive Officer(s) (as defined under Rule 5605(a)(1) of the Nasdaq Stock Market), as well as setting the overall compensation philosophy for the Company. To assist it in the conduct of its responsibilities, the Committee, to the extent it deems necessary or appropriate, may consult with or request assistance from management and, as appropriate, other Company employees.

In furtherance of the foregoing, the Committee shall have the following authority and responsibilities:

1. Review and make recommendations to the non-employee members of the Board regarding corporate goals and objectives relevant to Chief Executive Officer compensation, the Chief Executive Officer’s performance in light of those goals and objectives, and the Chief Executive Officer’s compensation level, including without limitation incentive compensation and long-term compensation of the Chief Executive Officer. The Committee should consider, among other things, the Company’s performance and relative

shareholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the Company's Chief Executive Officer in past years.

2. Review and make recommendations to the Board regarding compensation of the Company's Executive Officers, including without limitation incentive compensation and long-term compensation, and review and make recommendations regarding executive employment agreements.
3. Review competitive practices and trends to determine the adequacy of the Company's executive compensation program;
4. Annually review Board compensation, including with respect to any equity-based compensation, and recommend any changes to the Board for approval.
5. Advise the Board on other compensation and benefit matters, including without limitation making recommendations to the Board with respect to incentive compensation plans and equity-based plans.
6. Administer and oversee the Company's equity incentive plans and exercise any authority of the Board (that may be delegated to the Committee) to approve and grant equity of the Company as compensation or as an incentive to officers, employees, consultants or advisors.
7. Unless otherwise determined by the Board, administer and oversee the Company's Compensation Recovery Policy.
8. If the Company is required by applicable Securities and Exchange Commission ("SEC") rules to include a Compensation Discussion and Analysis ("CD&A") in its SEC filings, review the CD&A prepared by management, discuss the CD&A with management and, based on such review and discussions, recommend to the Board that the CD&A be included in the Company's Annual Report on Form 10-K, proxy statement, or any other applicable filing as required by the SEC.
9. Carry out such other duties and have such authority as may be assigned or granted by the Board or as required to be carried out or authorized by (i) Company benefit plans; (ii) applicable law; (iii) the rules and listing standards of the Nasdaq Stock Exchange.
10. Obtain advice and assistance from outside, internal legal, accounting, search firms or other advisors as the Committee deems necessary to carry out its duties.
11. Receive appropriate funding, as determined by the Committee, from the Company for payment of compensation to the outside legal, accounting, consultant, search firms or other advisors employed by the Committee.
12. At least annually, review incentive compensation arrangements to confirm that incentive pay arrangements do not encourage unnecessary risk-taking and report the results thereof to the full Board.

Meetings:

The Committee shall meet at least once each year and at such other times as it deems necessary to fulfill its responsibilities.

The Committee may act by unanimous written consent in lieu of a meeting.

Reports:

The Committee shall provide the Board with a report of the Committee's activities and proceedings, as appropriate. The Committee will maintain written minutes of its meetings, which will be filed with the minutes of the meetings of the Board.

Engagement of Third Parties:

The Committee may, in its sole discretion, employ a compensation consultant, independent legal counsel or other adviser to assist in the evaluation of the compensation of the Company's chief executive officer or other executive officers. The Committee shall have the sole authority to appoint, oversee and approve the fees and other retention terms with respect to such a compensation consultant.

The Committee may select a compensation consultant, independent legal counsel or other adviser only after taking into consideration the following six factors, as well as any other factors required by applicable exchanges and/or the Securities Exchange Act of 1934, as amended, and corresponding rules that may be amended from time to time: (i) The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser; (ii) the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser; (iii) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee; (v) any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and (vi) any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

The Committee also has the authority, as necessary and appropriate, to consult with other outside advisers to assist in its duties to the Company.