

NOMINATING & CORPORATE GOVERNANCE COMMITTEE CHARTER

Revised: January 22, 2023

Purpose:

The Board of Directors has established a Nominating & Corporate Governance Committee (the “Committee”) whose purpose is to seek and nominate qualified candidates for election or appointment to Simulation Plus’s Board of Directors and oversee matters of corporate governance.

Membership:

The Committee will consist of a minimum of three members of the Board of Directors, all of whom shall be independent directors pursuant to all applicable SEC and NASDAQ standards. The members of the Committee will be appointed by and serve at the discretion of the Board of Directors.

Candidate Nomination & Appointment Requirements:

The Committee believes that it is in the best interest of the Company and its shareholders to obtain highly qualified candidates to serve as members of the Board of Directors. The Committee will seek candidates for election and appointment that possess the integrity, leadership skills and competency required to direct and oversee the Company’s management in the best interests of its shareholders, customers, employees, communities it serves and other affected parties. In addition, the Committee is committed to consideration of qualified directors of diverse gender, race, age, color, religion, national origin, sexual orientation, genetic information, marital status, disability or covered veterans’ status. The Committee will accomplish this by actively seeking nominees from a broad variety of sources.

A candidate must be willing to regularly attend Committee and Board of Directors meetings, to participate in Board of Directors development programs, to develop a strong understanding of the Company, its businesses and its requirements, to contribute his or her time and knowledge to the Company and to be prepared to exercise his or her duties with skill and care.

In addition, each candidate should have an understanding of all governance concepts and the legal duties of a director of a public company.

Responsibilities:

The responsibilities of the Committee shall include:

1. Developing a pool of potential directorial candidates for consideration in the event of a vacancy on the Board of Directors including nominees recommended by shareholders. Shareholders may contact the Committee Chair, the Board Chair or the Corporate Secretary in writing when proposing a nominee. This correspondence should include a detailed description of the proposed nominee’s qualifications and a method to contact that nominee if the Committee so chooses.

2. Following the guidelines and criteria for the screening of directorial candidates as outlined in the Candidate Nomination & Appointment Requirements policy above and Candidate Selection Process below.
3. Recommending nominees to the full Board of Directors.
4. Reviewing and making recommendations about the functioning of the Board of Directors and Board committees, including reviewing the size and composition of the Board of Directors and of each committee and conducting annual evaluations of the Board of Directors and of each committee.
5. Reviewing succession planning for key executive positions.
6. In a manner the Committee deems appropriate, the Committee shall review the overall adequacy of, and provide oversight with respect to, the Company's Corporate Social Responsibility ("CSR") and Environmental, Social and Governance ("ESG") strategies, initiatives and policies, including communications with employees, investors and other stakeholders of the Company with respect to such CSR & ESG matters. The Committee shall periodically provide reports to the Board on CSR & ESG matters.
7. Reviewing and revising this Charter from time to time, but at least annually.

Candidate Selection Process:

1. Names of candidates for election to the Board of Directors will be solicited by the Committee from sources deemed reasonable by the Committee. Candidates suggested by shareholders will be considered as described in "Responsibilities" above. At the sole discretion of the Committee, a third party consultant may be engaged at an appropriate fee, to help identify and evaluate candidates for membership to the Board of Directors.
2. Candidates viewed by the Committee as potentially qualified will be contacted to determine interest in being considered to serve on the Board of Directors and, if interested, will be interviewed and qualifications established.
3. Qualified candidates will be contacted in order of preference.
4. If the candidate accepts, appropriate background checks will be considered and conducted, as deemed necessary.
5. If successful, the Committee will make a formal recommendation to the Board of Directors.
6. If approved, the Board of Directors will instruct the Corporate Secretary to include the candidate's name in the Company's Notice of Annual Meeting of Shareholders and Proxy Statement at the appropriate time.
7. The Corporate Secretary, with the assistance of counsel, will begin the candidate orientation process at the appropriate time.

Meetings and Reports:

Meetings of the Committee will be held at the pleasure of the Committee Chair and prior to the Company's annual preparation of its proxy statement to shareholders. The Committee will recommend qualified candidates for election to the Board of Directors to be elected at the Annual Meeting of Shareholders. The Committee shall provide the Board of Directors 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 of Directors.