

GLOBAL CODE OF BUSINESS CONDUCT AND ETHICS

I. Purpose

This Code of Business Conduct and Ethics (the “Code”) sets forth legal and ethical standards of conduct applicable for Schrödinger, Inc. (“Schrödinger”) and its subsidiaries globally (collectively, the “Company” or “We”/“we”). It is intended to deter wrongdoing and to promote the conduct of all Company business in accordance with high standards of integrity and in compliance with all applicable laws and regulations.

II. Scope

This Code applies to the Company’s employees, officers and directors¹ (collectively, “You”/“you”).² Because we operate in numerous countries around the world, certain provisions of the Code may be modified, supplemented or superseded by policies or procedures to address applicable local law. However, while laws may differ depending on where you work, the Company’s ethical standards do not.

Further, the Company’s directors, officers and employees generally have other legal and contractual obligations to the Company. This Code is not intended to limit any other obligations you may have to the Company.

III. Expectations of the Company

The Company expects all employees, officers and directors to:

- Read and understand the Code;
- Ask questions and seek guidance when uncertain about any provisions of the Code;
- Comply with the Code;
- Speak up when you become aware of or suspect a violation of the Code; and
- Cooperate with any investigation or inquiry by the Company involving any suspected violation of the Code.

¹ As used herein, “directors” includes the managing Director of Schrödinger GmbH and the Representative Director of Schrödinger K.K.

² This Code also applies to any consultant, contractor, temporary employee, or agent who conducts business on behalf of the Company if advised in writing by the Company. For the sake of clarity, in such cases, “employees, officers and directors” is intended to include consultants, contractors, temporary employees or agents, where the Code applies to them.

This Code cannot address every situation or question that may arise in the course of the Company's business; therefore, the Company expects you to exercise sound judgment and ethical decision-making in seeking to comply with the Code.

IV. Questions about the Code

If you have any questions regarding this Code or its application to you in any situation, it is your responsibility to seek guidance from:

- Your Manager or Department Head; or
- Managing Director or Representative Director of your office; or
- Your HR Business Partner; or
- Schrödinger's Chief Financial Officer, Chief Legal Officer, Chief People Officer, or Head of Ethics & Compliance (compliance@schrodinger.com).

V. Obligation to Report Suspected Violations

You are obligated to promptly report suspected violations of the Code, even if you were not directly involved, as permitted under applicable law. Each of you is accountable for safeguarding the Company and speaking up if you see or hear of potential violations of the Code. To ensure that concerns are directed promptly to the appropriate individuals or channels, and in accordance with applicable law, please refer to Section X below, "[Communication Channels: Reporting Suspected Violations](#)", for more information on reporting suspected violations of the Code.

VI. Policy Against Retaliation

The Company shall not retaliate, and the Code prohibits retaliation, against any individual who, acting in good faith and on the basis of a reasonable belief, reports suspected wrongdoing or violation of the Code. Specifically, employees, officers and directors shall not discharge, demote, suspend, threaten, harass or in any other manner discriminate or retaliate against an individual because he or she reports any violation or potential violation of the Code or any procedures or policies referenced herein. However, if the report was made in bad-faith and/or with knowledge that it was false, the Company may take appropriate disciplinary action, up to and including termination. This Code should not be construed to prohibit you from: engaging in concerted activity protected by any applicable rules and regulations (including, for example, those of the National Labor Relations Board); or testifying, participating or otherwise assisting in any state or federal administrative, judicial or legislative proceeding or investigation.

VII. Standards of Conduct

. *Comply with Applicable Laws, Rules and Regulations*

The Company requires that you comply with all laws, rules and regulations applicable to the Company wherever it conducts business. Accordingly, the provisions of this Code are not intended to supersede any applicable laws or regulations. To the extent an applicable local law requires a more restrictive standard than a provision set forth herein, you should abide by the more restrictive requirement. If you believe that compliance with applicable law requires that you abide by a procedure or policy different from that set forth in this Code, you should inform your manager in a timely manner. The Company expects you to use good judgment and common sense in seeking to comply with all applicable laws, rules and regulations.

If you become aware of a violation (or suspected violation) of any law, rule or regulation by the Company, whether by its employees, officers, directors, or any third party doing business on behalf of the Company, it is your obligation and responsibility to promptly report the matter using the channels set forth under the heading [“Communication Channels: Reporting Suspected Violations”](#) in Section X below. While it is the Company's desire to address matters internally, nothing in this Code prohibits you from reporting any illegal activity, including any violation of the securities laws, antitrust laws, environmental laws or any other federal, state or foreign law, rule or regulation, to the appropriate regulatory authority.

a. *Comply with Company Policies*

The Company expects you to comply with all Company policies and procedures that pertain to your role and responsibilities, as in effect from time to time. Being unaware of or misunderstanding a policy generally is not a justification for ignoring or breaching a policy or procedure. You are expected to familiarize yourself with such policies.

b. *Avoid Conflicts of Interest*

Employees, officers, and directors must refrain from engaging in any activity or having a personal interest that presents a "conflict of interest" and should seek to avoid even the appearance of a conflict of interest. A conflict of interest occurs when your personal interests (or those of an immediate family member) interfere with the business interests of the Company. A conflict of interest can arise whenever you (or an immediate family member) take action or have an interest that prevents you from performing your Company duties and responsibilities honestly, objectively and effectively. For example, you shall not:

- perform services as an employee, officer, director, consultant, advisor or in any other capacity for a competitor of the Company, other than services performed at the request of the Company;
- have a financial interest in a competitor of the Company, other than a financial interest representing less than one percent (1%) of the outstanding shares of a publicly held company; and
- use your position with the Company to influence a transaction with a supplier or customer in which such person has any personal interest, other than a financial interest representing less than one percent (1%) of the outstanding shares of a publicly held company.

Identifying potential conflicts of interest may not always be simple or clear. The following are a few examples of situations that might reasonably be expected to give rise to a conflict of interest and, therefore, should be disclosed to the Company: outside employment or board service; business opportunities identified through your employment with the Company; loans or other financial transactions with the Company's customers or suppliers; maintaining a financial interest in any entity that does business with the Company; and exercising managerial or other authority over someone with whom you are in a personal/familial/intimate relationship.

It is your responsibility to disclose any transaction or relationship that reasonably could be expected to give rise to a conflict of interest to your manager or Schrödinger's Chief Financial Officer, Chief Legal Officer, or Head of Ethics & Compliance. If a disclosure under this Section involves an executive officer or director, Schrödinger's Board of Directors shall be responsible for determining whether such transaction or relationship constitutes a conflict of interest.

c. *Restrictions on Insider Trading*

Employees, officers and directors who have material non-public information about the Company or other companies, including our suppliers and customers, as a result of their relationship with the Company are prohibited by law and Company policy from trading in securities of Schrödinger or such other companies, as well as from communicating such information to others who might trade on the basis of that information. To help ensure that you do not engage in prohibited insider trading and avoid even the appearance of an improper transaction, the Company has adopted an Insider Trading Policy, which is available on the Company's intranet or on request from the Head of Ethics & Compliance.

If you are uncertain about the constraints on your purchase or sale of any securities of Schrödinger or the securities of any other company that you are familiar with by virtue of your relationship with the Company, you should consult with the Chief Legal Officer or Head of Ethics & Compliance before making any such purchase or sale.

d. *Protect Confidentiality*

All information and know-how, whether or not in writing, of a private, secret or confidential nature concerning the Company's business or financial affairs (collectively, "Proprietary Information") is and shall be the exclusive property of the Company. By way of illustration, but not limitation, Proprietary Information may include discoveries, inventions, products, product improvements, product enhancements, processes, methods, techniques, formulas, compositions, compounds, negotiation strategies and positions, projects, developments, plans (including business and marketing plans), research data, clinical data, financial data (including sales costs, profits, pricing methods), computer programs (including software used pursuant to a license agreement), customer, prospect and supplier lists, personal data (including all related contact details), and contacts at or knowledge of customers or prospective customers of the Company.

Employees, officers and directors must maintain the confidentiality of Proprietary Information entrusted to them by the Company or other companies, including our suppliers and customers, except when disclosure is: necessary in pursuit of your duties or responsibilities to the Company; authorized by your manager; or legally permitted or required in connection with reporting illegal activity to the appropriate regulatory authority.

Unauthorized disclosure of any Proprietary Information is prohibited. Additionally, you should take appropriate precautions to ensure that confidential or sensitive business information, whether it is proprietary to the Company or another company, is not communicated within the Company except to those who have a need to know such information to perform their responsibilities for the Company.

Third parties may ask you for information concerning the Company. Subject to the exceptions noted in the preceding paragraph, employees, officers and directors (other than the Company's authorized spokespersons) must not discuss Proprietary Information with, or disseminate Proprietary Information to, anyone outside the Company, except as required in the performance of their Company duties and, if appropriate, after a confidentiality agreement is in place. This prohibition applies particularly to inquiries concerning the Company from the media, market professionals (such as securities analysts, institutional investors, investment advisers, brokers and dealers) and security holders. All responses to inquiries on behalf of the Company must be made only by the Company's authorized spokespersons. If you receive any inquiries of this nature, you must decline to comment and

refer the inquirer to your manager or one of the Company's authorized spokespersons. The Company's policies with respect to public disclosure of internal matters are described more fully in the Company's Disclosure Policy, which is available on the Company's intranet or on request from the Head of Ethics & Compliance.

You also must abide by any lawful obligations that you have to your former employer. These obligations may include restrictions on the use and disclosure of confidential information, restrictions on the solicitation of former colleagues to work at the Company and non-competition obligations.

e. *Conduct Business in an Honest and Ethical Manner*

Employees, officers and directors should endeavor to deal honestly, ethically and fairly with the Company's suppliers, customers, competitors and employees. Statements regarding the Company's products and services must not be untrue, misleading, deceptive or fraudulent. You must not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

f. *Protect and Properly Use Corporate Assets*

Employees, officers and directors should seek to protect the Company's assets, including Proprietary Information. Theft, carelessness and waste have a direct impact on the Company's financial performance. You must use the Company's assets and services solely for legitimate business purposes of the Company and not for any personal benefit or the personal benefit of anyone else.

Employees, officers and directors must advance the Company's legitimate interests when the opportunity to do so arises. You must not take for yourself personal opportunities that are discovered through your position with the Company or the use of property or information of the Company.

g. *Be Mindful of Restrictions on Gifts and Gratuities*

The use of Company funds or assets for gifts, gratuities or other favors to government officials is prohibited, except to the extent such gifts, gratuities or other favors are: in compliance with applicable law; insignificant in amount; and not given in consideration or expectation of any action by the recipient. The use of Company funds or assets for gifts to any customer, supplier, or other person doing or seeking to do business with the Company is prohibited, except to the extent such gifts are in compliance with the policies of both the Company and the recipient and are in compliance with applicable law.

Employees, officers and directors must not accept, or permit any member of his or her immediate family to accept, any gifts, gratuities or other favors from any customer, supplier or other person doing or seeking to do business with the Company, other than items of insignificant value. Any gifts that are not of insignificant value should be returned immediately and reported to your manager. If immediate return is not practical, they should be given to the Company for charitable disposition or such other disposition as the Company, in its sole discretion, believes appropriate.

Common sense and moderation should prevail in business entertainment engaged in on behalf of the Company. Employees, officers and directors should provide, or accept, business entertainment to or from anyone doing business with the Company only if the entertainment is infrequent, modest, intended to serve legitimate business goals and in compliance with applicable law.

h. *Conduct Business Free from Corrupt Activities*

The Company does not tolerate bribery, kickbacks, or corruption. Bribes, kickbacks and corruption are criminal acts, strictly prohibited by law. You must not offer, give, solicit or receive any form of bribe or kickback anywhere in the world. These prohibitions apply not only to employees, directors and officers, but to anyone who represents the Company or conducts business on behalf of the Company.

A number of anti-bribery and anti-corruption laws and regulations apply to our business, such as, for example, the U.S. Foreign Corrupt Practices Act and the U.K. Bribery Act. Generally, such laws prohibit giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. The Company's Global Anti-Corruption Policy is available on the Company's intranet or on request from the Head of Ethics & Compliance.

i. *Maintain Accurate Books and Records and Public Reports*

Employees, officers and directors must honestly and accurately report all business transactions to the Company. You are responsible for the accuracy of your records and reports. Accurate information is essential to the Company's ability to meet legal and regulatory obligations.

All Company books, records and accounts shall be maintained in accordance with all applicable regulations and standards and accurately reflect the true nature of the transactions they record. The financial statements of the Company shall conform to generally accepted accounting rules and the Company's accounting policies. No undisclosed or unrecorded account or fund shall be established for any purpose. No false or misleading

entries shall be made in the Company's books or records for any reason, and no disbursement of corporate funds or other corporate property shall be made without adequate supporting documentation.

It is the policy of the Company to provide full, fair, accurate, timely and understandable disclosure in reports and documents filed with, or submitted to, regulatory authorities, including the U.S. Securities and Exchange Commission ("SEC"), and in other public communications.

j. *Deal Honestly with Independent Auditors*

No employee, officer or director shall, directly or indirectly, make or cause to be made a materially false or misleading statement to an accountant (or omit to state, or cause another person to omit to state, any material fact necessary in order to make statements made, in light of the circumstances under which such statements were made, not misleading to an accountant) in connection with any audit, review or examination of the Company's financial statements or the preparation or filing of any document or report with the SEC. No employee, officer or director shall, directly or indirectly, take any action to coerce, manipulate, mislead or fraudulently influence any independent public or certified public accountant engaged in the performance of an audit or review of the Company's financial statements.

VIII. Compliance Procedures

a. *Dissemination of the Code*

This Code shall be distributed to each new employee, officer and director of the Company upon commencement of his or her employment or other relationship with the Company and shall also be distributed annually to each employee, officer and director of the Company. Each employee, officer and director shall certify that he or she has received, read and understood the Code and has complied with its terms. The Code is not an employment contract between the Company and any of its employees, officers or directors.

b. *Amendment of the Code*

The Company reserves the right to amend, alter or terminate this Code at any time for any reason. The most current version of this Code is available on the Company's intranet or on request from the Head of Ethics & Compliance.

c. *Waivers of this Code of Business Conduct and Ethics*

While some of the policies contained in this Code must be strictly adhered to and no exceptions can be allowed, in other cases exceptions may be appropriate. Any employee or officer who believes that a waiver of any of these policies is appropriate in his or her case should first contact his or her manager. If the manager agrees that a waiver is appropriate, the approval of the Chief Legal Officer must be obtained. The Chief Legal Officer and/or Head of Ethics & Compliance shall be responsible for maintaining a record of all requests by employees or officers for waivers of any of these policies and the disposition of such requests.

Any executive officer or director who seeks a waiver of any of these policies should contact the Chief Legal Officer. Any waiver of this Code for executive officers or directors or any change to this Code that applies to executive officers or directors may be made only by the Board of Directors of the Company and will be disclosed as required by law or stock exchange regulation.

IX. Reporting Procedures

Any employee, officer or director who knows or believes that any other employee or representative of the Company has engaged or is engaging in Company-related conduct that violates applicable law or this Code should report such information. Employees, officers or directors should report such information using the channels set forth under the heading "Communication Channels: Reporting Suspected Violations" in Section X below.

. *Anonymity and Confidentiality*

You may report suspected violations of this Code openly or anonymously without fear of retaliation. The Company will not discipline, discriminate against or retaliate against any employee who reports such conduct, unless it is determined that the report was made with knowledge that it was false, or who cooperates in any investigation or inquiry regarding such conduct. If any manager receives a report of a violation of this Code, he or she must immediately, in compliance with applicable law, inform the Company using one of the channels in Section X below.

While we prefer that you identify yourself when reporting violations so that we may follow up with you, as necessary, for additional information, the Company provides a

number of communication methods for reporting suspected misconduct, some of which permit you to report suspected violations anonymously if you wish.

b. *Reporting Suspected Accounting and Auditing Concerns*

Employees with concerns regarding questionable accounting or auditing matters or complaints regarding accounting, internal accounting controls or auditing matters may confidentially, and anonymously if they wish, submit such concerns or complaints using the channels set forth in Section X below, “Communication Channels: Reporting Suspected Violations”.

Such concerns and complaints will, in compliance with applicable law, be forwarded to the Audit Committee of Schrödinger, Inc.’s Board of Directors, unless they are determined to be without merit. To the extent permissible under applicable law, a record of all complaints and concerns received will be provided to the Audit Committee each fiscal quarter. The Audit Committee will evaluate the merits of any concerns or complaints received by it and authorize such follow-up actions, if any, as it deems necessary or appropriate to address the substance of the concern or complaint.

c. *Evaluation of Reports of Suspected Misconduct*

If the Chief Legal Officer or Head of Ethics & Compliance receives information regarding an alleged violation of this Code, he or she shall, as appropriate and in compliance with applicable law, (i) evaluate such information, (ii) if the alleged violation involves an executive officer or a director, inform the Chief Executive Officer and Board of Directors of Schrödinger of the alleged violation, (iii) determine whether it is necessary to conduct an informal inquiry or a formal investigation and, if so, initiate such inquiry or investigation and (iv) report the results of any such inquiry or investigation, together with a recommendation as to disposition of the matter, to the Chief Executive Officer of Schrödinger for action, or if the alleged violation involves an executive officer or a director, report the results of any such inquiry or investigation to the Board of Directors of Schrödinger or a committee thereof.

d. *Corrective and Disciplinary Action*

Failure to comply with the standards outlined in this Code will, to the extent permissible under applicable law, result in disciplinary action including, but not limited to, reprimands, warnings, probation or suspension without pay, demotions, reductions in salary, discharge and restitution. Certain violations of this Code may require the Company to refer the matter to the appropriate governmental or regulatory authorities for investigation or prosecution. Moreover, if any manager directs or approves of any conduct in violation of this Code, or has knowledge of such conduct and does not immediately report

it, he or she will also be subject to disciplinary action, up to and including, to the extent permissible under applicable law, discharge.

Additionally, employees, officers and directors are expected to cooperate fully with any inquiry or investigation by the Company regarding an alleged violation of this Code. Failure to cooperate with any such inquiry or investigation may result in disciplinary action, up to and including discharge.

The Company shall determine whether violations of this Code have occurred and, if so, in compliance with applicable law, shall determine the disciplinary measures to be taken against any employee who has violated this Code. In the event that the alleged violation involves an executive officer or a director, the Chief Executive Officer and the Board of Directors of Schrödinger, respectively, shall determine whether a violation of this Code has occurred and, if so, shall determine the disciplinary measures to be taken against such executive officer or director.

X. Communication Channels: Reporting Suspected Violations

a. Internal Channels

It is the Company's desire to address matters internally, and we encourage you to speak first with your manager or Department Head about any concerns related to the Code. To report suspected violations, you may also contact:

- Managing Director or Representative Director of your office; or
- Your HR Business Partner; or
- Schrödinger's Chief Financial Officer, Chief Legal Officer, Chief People Officer, or Head of Ethics & Compliance (compliance@schrodinger.com).

Additionally, you may communicate anonymously with the Company in writing, by mail, to: 1540 Broadway, 24th Floor, New York, NY 10036, Attn: Chief Legal Officer (or Head of Ethics & Compliance).

b. External Channels

In addition to the Internal Channels described above, you may use the following External Channels to report suspected violations of the Code, depending on your location and the issues raised in your report.

If you are located in the UK/EU and/or your concerns are related to Schrödinger GmbH:

Ombuds Office³ for Schrödinger GmbH (Ombudslawyer)

Any such concerns or complaints⁴ may be communicated confidentially and, if you prefer, anonymously, directly to:

<i>Phone</i>	+49 30 4036750 – 60
<i>Email</i>	schrodinger@compliance-aid.com
<i>Website</i>	www.compliance-aid.com/schrodinger
<i>Mail</i>	Dr. Kathrin J. Niewiarra, Attorney-at-law, Philippstrasse 11, 14059 Berlin, Germany
<i>In-Person Meeting</i>	Upon request by the reporting person, meeting at a mutually agreed time at the Ombuds Office

Data Protection Officer for Schrödinger GmbH (only for data privacy concerns)

<i>Phone</i>	+49 (0) 8131-77987-0
<i>Fax</i>	+49 (0) 8131-77987-99
<i>Email</i>	info@dg-datenschutz.de
<i>Website</i>	https://dg-datenschutz.de/
<i>Mail</i>	Prof. Dr. h.c. Heiko Jonny Maniero, LL.B., LL.M. mult., M.L.E. DGD Deutsche Gesellschaft für Datenschutz GmbH Fraunhoferring 3 85238 Petershausen, Germany

If you are not located in the UK/EU and your concerns do not relate to Schrödinger GmbH:

³ The Ombuds Office of Schrödinger GmbH is managed by an Ombudslawyer who assists Schrödinger GmbH with identifying violations of the Code. The Ombuds Office is committed to protecting the identity of all persons who use its secure reporting system.

⁴ This includes concerns pursuant to Article 2 of the Directive (EU) 2019/1937 of the European Parliament and of the Council of 23 October 2019 on the protection of persons who report breaches of Union law.

Ethics & Compliance Hotline - Lighthouse⁵ (an independent provider)

Any such concerns or complaints may be communicated confidentially and, if you prefer, anonymously, directly to:

<i>Phone</i>	+1 (844) 440-0049 (toll-free)
<i>Website</i>	www.lighthouse-services.com/schrodinger

⁵ Lighthouse is an independent provider that assists the Company with identifying improper activity. Lighthouse is committed to protecting the identity of all persons who use its secure reporting system. Reports are submitted by Lighthouse to the Company, and may or may not be investigated at the sole discretion of the Company. Although Lighthouse will not disclose your identity without your express permission, it is possible that your identity may be discovered during an investigation of the matter reported because of information you have provided.



Annual Certification of the
Global Code of Business Conduct and Ethics

I, _____, do hereby certify that:

1. I have received and carefully read the Global Code of Business Conduct and Ethics of Schrödinger, Inc. and its subsidiaries (the "Code").
2. I understand the Code.
3. I have complied and will continue to comply with the terms of the Code.
4. Except as noted below, I do not know or believe that any employee or representative of the Company has engaged or is engaging in Company-related conduct that violates applicable law or the Code.

Exceptions (describe, or state "None"):

Signature: _____

Date: _____