



ICON p.l.c.

LEAD INDEPENDENT DIRECTOR CHARTER

Adopted 14 February 2017

This Lead Independent Director Charter (this “Charter”) has been adopted by the Board of Directors (the “Board”) in connection with its oversight of the management and business affairs of ICON p.l.c. (the “Company”). In circumstances where the Chairman of the Board (the “Chairman”) is not independent, the independent members of the Board shall appoint from among their number a Lead Independent Director. The Lead Independent Director shall generally assist in optimising the effectiveness and independence of the Board by performing such duties as described in this Charter on behalf of the Board, including coordinating the meetings of the other non-employee and independent directors, and such other duties as determined from time to time by the Board and/or its independent members. The Lead Independent Director shall be an independent director in accordance with the corporate governance listing standards of the NASDAQ Stock Market LLC (“NASDAQ”) and the Company’s policies as may be in effect from time to time.

1. Authority and Responsibilities. The Lead Independent Director shall have the following authority and responsibilities:

- (a) Preside at meetings or “executive sessions” of the independent directors and of the non-employee directors of the Board;
- (b) Preside at meetings of the Board in the absence of the Chairman or upon the request of the Chairman;
- (c) Call meetings of the independent directors and non-employee directors of the Board, as appropriate;
- (d) Serves as a liaison to facilitate communications between other members of the Board and the Chairman and the CEO, without inhibiting direct communications between and among such persons;
- (e) Advise and consult with the Chairman and CEO on Board and committee meeting schedules, including the need for special meetings as appropriate, and Board and committee meeting agenda items, to help ensure that appropriate items are brought forward for Board and committee consideration and appropriate time is apportioned for discussion;
- (f) Advise and consult with the Chairman and CEO on the general scope and type of information to be provided in advance and/or to be presented at Board meetings;

- (g) In coordination with the Chairman and CEO, serve as a liaison to stockholders who request direct communications and consultation with the Board or otherwise delegate such task to an appropriate member of the Board based on the circumstances;
- (h) Consult with outside counsel and other advisors as he or she deems appropriate in fulfilling the Lead Independent Director role;
- (i) Collaborate with the Compensation & Organisation Committee on the evaluation of the CEO, as set forth in its charter;
- (j) Lead the independent directors' evaluation of the Chairman;
- (k) Collaborate with the Nomination & Governance Committee on matters related to Board effectiveness and independence including the performance and structure of the Board and its committees, and the performance of individual directors; and
- (l) Perform such other duties as the Board and/or the independent members of the Board may from time to time delegate.

2. Appointment and Removal. The Lead Independent Director shall be appointed by the independent directors for a term of three years and may be removed by the independent directors at any time.

3. Absence of Lead Independent Director. If the Lead Independent Director is not present at any meeting of the Board, a majority of the independent directors present may, if necessary, select an independent director to act as Lead Independent Director for the purpose and duration of the meeting.

4. Term. The Lead Independent Director shall serve until his or her successor is duly appointed and qualified, or until his or her earlier removal or resignation or such time as he or she is no longer an independent director of the Board.

5. Compensation. The Lead Independent Director shall receive additional compensation from the Company as determined by the Compensation & Organisation Committee from time to time.

6. Annual Review of Charter. The Nominating & Governance Committee in consultation with the Lead Independent Director shall annually review and reassess the adequacy of this Charter and recommend to the Board any proposed changes for approval.

7. General. This Charter is intended as a component of the flexible framework within which the Lead Independent Director assists the Board with the direction of the affairs of the Company. While it should be interpreted in the context of applicable laws, regulations and listing requirements, as well as in the context of the Company's Memorandum and Articles of Association, as amended, it is not intended to establish by its own force any legally binding obligations.