ICON plc
COMPENSATION & ORGANISATION COMMITTEE CHARTER
Adopted 22 October 2024 and amended on 20 October 2025 and 20 October 2026

1. Purpose

The primary function of the Compensation & Organisation Committee (the "Committee") of the Board of Directors (the "Board") of ICON plc (the "Company") shall be to discharge the responsibilities set forth in this Charter.

2. Membership

The Committee shall consist of at least three members comprised solely of independent directors meeting the independence requirements of The NASDAQ Stock Market LLC ("NASDAQ") and the United States Securities and Exchange Commission (the "SEC").

The members of the Committee shall be appointed and removed by the Board based on recommendations from the Nominating, Sustainability and Governance Committee. The Board may remove any member from the Committee at any time with or without cause.

The Board shall designate a member of the Committee as the chairperson ("the Chair") but shall have regard to the views of the Nominating, Sustainability and Governance Committee before doing so. The Secretary of the Committee will be the Chief People Officer, or such other person as the Board may nominate.

3. Responsibilities

The Committee shall have the following authority and responsibilities and such other duties as the Board may from time to time prescribe:

a. *Strategies and policies:* To oversee the Company's overall human capital and compensation strategies and policies including talent development, culture, inclusion and belonging and to review such policies and strategies as the Committee deems appropriate.

b. *CEO Goals & Compensation* to:

   i. set annually the corporate goals and objectives of the Chief Executive Officer ("CEO");

   ii. review annually the performance of the CEO against the corporate goals and objectives set as per (i) above; and

   iii. set the compensation of the CEO based on the corporate goals and objectives and the review as per (ii) above,

   provided however that, if the Chairperson of the Board is not a member of the Committee, the Committee shall consult with the Chairperson as part of performing the responsibilities and activities in this section 3(b)

c. *Other Executive Officer Goals & Compensation:* The CEO shall make recommendations to the Committee regarding the goals and objectives, performance assessment and the compensation package of all Other Executive Officers[1]. The Committee will review and approve the goals and objectives, performance assessment and the compensation of all Other Executive Officers.

[1] Other Executive Officers being the Chief Financial Officer (the "CFO"), any other executive directors of the Company, the Company Secretary, the Head of Internal Audit, the other members of senior management that report directly to the CEO and such other members of senior management as designated by the Board.

d. *Director Compensation:* To review all Director compensation for service on the Board and Board committees at least once a year and to approve any changes as necessary.

e. *Contracts and agreements:* To review, and approve, any contracts or employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for the Directors, CEO and Other Executive Officers, which includes the ability to adopt, amend and terminate such agreements, arrangements or plans.

f. *Incentive and Equity Compensation Plans:* To review, approve and, when appropriate, recommend to the Board for approval, incentive compensation plans and equity-based plans, which includes the ability to adopt, amend and terminate such plans. The Committee shall also have the authority to administer the Company's equity-based plans, including approving the awards or equity to be granted to the Directors, CEO and Other Executive Officers, and the framework for the grants to all other employees (including the framework for the annual grant to all employees who are not specifically approved as Executive Officers), subject to the provisions of each plan and the following procedures:

    i. all grants should be within an open trading period in accordance with the Company's Share Trading Policy;

    ii. the grant date is the date on which the Committee determines the grant will take effect, it must be a current or future date during an open trading period; and

    iii. for options, the option price should be set by reference to the closing price on the grant date.

g. *Stock ownership guidelines:* To determine stock ownership guidelines for the Directors, the CEO and Other Executive Officers and monitor compliance with such guidelines.

h. *Clawback policies and arrangements:* To approve and periodically assess the design and effectiveness of any policies, plans, or agreements concerning the recoupment of incentive-based compensation, or "clawback" policies, including in the context of any applicable SEC rules or NASDAQ listing standards.

i. *Succession:* In conjunction with the Board and as set out in the Company's Corporate Governance Guidelines, to oversee, periodically review and make reports and recommendations to the Board in relation to succession planning for the CEO role, Other Executive Officer roles and to review the talent management process for key senior executives at least annually provided however that the Board may oversee the succession planning and talent management processes instead of the Committee.

j. *Risk Assessment:* To oversee risks associated with the Company's compensation policies and practices on an annual basis.

k. *Disclosure:* To review and approve the Company's Compensation Discussion and Analysis ("CD&A") and the related executive compensation information, to be included in the Company's annual report on the Form 20-F and the statutory financial statements.

In fulfilling its responsibilities, the Committee shall have regard to any relevant legislative and regulatory requirements, including the requirements of the SEC or NASDAQ and any other factors that it deems appropriate such as, for example, remuneration levels and structures and arrangements in other companies operating in industries that are the same, similar or related to the industry that the Company operates in.

4. External Advisors

The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other advisor to the Committee. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other advisor retained by the Committee but nothing herein obligates the Committee to act consistently with the advice or recommendations of the consultant and does not affect the ability or obligation of the Committee to exercise its own judgment in fulfilment of the duties of the Committee. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other advisor retained by the Committee.

In selecting any advisors, the Committee shall consider the independence of such advisors, including all factors relevant to that person's independence from the members of the Committee, the Company and management in accordance with the requirements of NASDAQ and applicable laws, rules and regulations.

5. Structure and Meetings

The Committee shall meet as often as it deems necessary to fulfill its responsibilities but no less than two times annually. Two members of the Committee shall constitute a quorum sufficient for the taking of any action by the Committee and the affirmative vote of a majority of members present at a meeting at which a quorum is present shall constitute the action of the Committee. Meetings of the Committee may be held by video conference or telephonically and in the absence of a meeting, the Committee may act by unanimous written consent. The Chair shall set agendas for meetings and determine the Committee's information needs. In the absence of the Chair at a duly convened meeting, the Committee shall select a temporary substitute from among its members. In other respects, the Committee shall establish its own rules of procedure subject to the Constitution of the Company.

The Committee may invite such members of management and external advisors to its meetings as it deems appropriate. However, only members of the Committee have the right to attend Committee meetings, and in all cases the CEO and any Other Executive Officers shall not be present at meetings at which their compensation or performance is discussed or determined. The Committee shall meet in executive session at least on an annual basis, or more frequently as the Committee or the Chair deems advisable.

6. Minutes

The Committee will maintain written minutes of its meetings, which will be kept with the minutes of the meetings of the Board.

7. Reports

The Committee will report to the Board on its deliberations after each meeting. The Committee shall also make to the Board whatever recommendations it deems appropriate on any area within its remit where action or improvement is needed.

8. Compensation

Members of the Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof.

9. Authority

The Committee is authorised to inquire into any matter that it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company for this purpose.

10. Delegation of Authority

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion. The Committee may terminate any such subcommittee and revoke any such delegation at any time.

To the extent permitted by applicable law and the provisions of a given equity-based plan, the Committee may delegate to the Chair of the Committee, the CEO and the Chief People Officer ("CHRO") (acting together or separately) the following authority:

a. to grant share options and restricted share units for specific circumstances such as hiring, promotion or retention grants, subject to a limited quantum as approved by the Committee annually, and the grants should be recorded and granted in accordance with the procedures set out at 3.f and all awards to Directors, the CEO, Other Executive Officers or awards of performance share units may not be made under this delegated authority and must still be made by the full Committee.

b. to amend the terms of the grants subject to the provisions of each plan however any amendments to the terms of the grants to directors, the CEO and Other Executive Officers must be approved by the Committee.

11. Committee Evaluation

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

The Committee shall conduct an annual evaluation of the performance of its duties under this Charter. The Committee shall conduct this evaluation in such manner as it deems appropriate.