



ICON plc

NOMINATING, SUSTAINABILITY & GOVERNANCE COMMITTEE CHARTER

Adopted 22 July, 2004

Updated on 23 February 2010, 15 February 2013, 18 October 2016, 18 February 2022, 26 April 2022, 20 February 2024 and 18 February 2025

1. PURPOSE

The primary function of the Nominating, Sustainability & Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of ICON plc (the “Company”) shall be to:

- a. identify individuals qualified to become Board members, consistent with any criteria as may be approved by the Board from time to time, and recommend to the Board the director nominees for the next annual general meeting of shareholders or to fill an existing or newly created vacancy on the Board;
- b. identify members of the Board to serve on each Board committee and to serve as chairman thereof and recommend each such member and chairman to the Board;
- c. recommend to the Board the corporate governance and business ethics policies, principles, guidelines and codes of conduct applicable to the Company;
- d. oversees the Company’s general policies, procedures and disclosures relating to environmental, social, and governance (“ESG”) topics; and
- e. oversee the evaluation of the performance of the Board and its committees.

In carrying out its function, the Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

2. MEMBERSHIP

The Committee shall consist of at least three members. The members will meet the following criteria:

- Each member will meet the criteria for independence in accordance with The NASDAQ Stock Market LLC (“NASDAQ”) requirements.
- Each member, for the period three years prior to and for the duration of his or her appointment, will not have been a member of management and will not have participated in the preparation of the financial statements of the Company.

- Each member will not have any relationship which, in the opinion of the Board, would (i) make him or her not independent and/or (ii) interfere with the exercise of his or her independent judgement as a member of the Committee. For this purpose each director will disclose to the Chairman of the Committee any such relationship when it arises and the Chairman of the Committee shall inform the Board for its determination whether such relationship compromises independence.

The Board shall review the composition of the Committee annually and shall recommend nominees for appointment to the Committee as vacancies or newly created positions occur. A Committee member may be removed by the Board at any time with or without cause. Members shall continue to be members until their successors are elected and qualified or until their earlier resignation or removal. The Board shall designate the Chairman of the Committee but shall have regard to the views of the Committee before doing so. The Secretary of the Committee will be the Secretary of the Company, or such other person as the Board may nominate.

3. RESPONSIBILITIES

The Committee shall:

- a. oversee searches for and identify qualified individuals for membership of the Board;
- b. review annually the appropriate skills and characteristics required of Board members in the context of the Company's business needs and recommend to the Board criteria for Board and Board committee membership, including as to director independence, background, skills, tenure, expertise and perspectives of the Board, and recommend individuals for membership of the Board and its committees in accordance with any criteria which may be approved by the Board from time to time;
- c. in selecting candidates for recommendation to the Board, make proposals based on merit while seeking to achieve a mix of Board members that enhances the skills and experience on the Board, including with respect to professional skills, relevant industry experience, specialised expertise international experience and perspectives. The Committee may take into account, in evaluating the suitability of potential Director candidates, the nature of and time involved in a potential candidate's service on other boards and/or committees;
- d. when conducting a formal search for new director candidates, endeavour to include candidates with a broad range of backgrounds, experiences perspectives on the initial list of candidates from which new director nominees are chosen. Any third-party firm engaged to assist in the search shall also be instructed to endeavour to include such candidates on the initial list;
- e. in making its recommendations for Board and committee membership, review candidates' qualifications for membership on the Board or a committee of the Board (including making a specific determination as to the independence of each candidate) based on any criteria which may be approved by the Board from time to time (and taking into account the independence, financial literacy

and financial expertise standards that may be required under the United States Securities and Exchange Commission (the "SEC") rules, the rules of NASDAQ as appropriate or applicable);

- f. annually, in consultation with the Chair, consider for each current director, performance, independence, issues surrounding Board succession, the nature of and time involved in each Director's service on other boards and/or committees and recommend nominees for re-election to the Board at each Annual General Meeting and appointees to any Board committees based on these assessments;
- g. review annually the composition of the Board as a whole, consider the issue of continuing director tenure and whether the Board reflects the appropriate balance of independence, sound judgment, business specialisation, technical skills, and other desired qualities and determine whether it may be appropriate to add or remove individuals after considering issues including background, skills, tenure, and expertise in the context of an analysis of the perceived needs of the Board at that point in time;
- h. periodically review the charter and composition of each Board committee, oversee the evaluations of each committee and make recommendations to the Board regarding the revision of committee charters, the composition of each committee and if necessary the creation or elimination of committees. As part of this review, the Committee shall consider the rotation of Chairpersons and members with a view toward balancing the benefits derived from continuity against the benefits derived from the variety of experiences and viewpoints of the various Directors;
- i. review and consider any notifications from the Directors relating to a significant change in circumstances, as set out in the Company's Corporate Governance Guidelines, involving a director's employment status, professional position, or commitments to a business or governmental organisation, or a change in a director's personal circumstances, such as an adverse change in the status of the Director's health and make recommendations to the Board as to whether the Director should be requested to resign from the Board;
- j. on behalf of the Board, (1) review letters from shareholders concerning the Company's annual general meeting and governance process and make recommendations to the Board in respect thereof and (2) review and present to the Board individual director candidates recommended by shareholders for election and share-holder proposals;
- k. develop and recommend to the Board, oversee the implementation and effectiveness of, and recommend modifications as appropriate to, the Code of Ethical Conduct and any corporate governance guidelines which may be approved by the Board from time to time;
- l. periodically review the Company's corporate governance policies and practices and make recommendations to the Board in this regard;
- m. consider corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board regarding such matters;
- n. review and consider any requests for waivers of the Code of Ethical Conduct or any other codes or guidelines which may be adopted by the Board from time

to time for the Company's directors, executive officers and other senior financial officers, and shall make a recommendation to the Board with respect to any such request for a waiver;

- o. review the Company's corporate governance statement prior to its inclusion in the Annual Report and Accounts;
- p. oversee and review the Company's strategic plans, objectives and risks related to ESG matters including in the areas of climate change, environmental protection and sustainability, human rights, employee health and safety, responsible business practices, corporate social responsibility programs and corporate philanthropy and propose to the Board to delegate primary responsibility of specific areas of ESG focus to one or more of the other committees from time to time;
- q. together with the Secretary of the Company, oversee the orientation and training of the newly elected Directors and the continuing education for all Board members;
- r. review the Company's Corporate Governance Guidelines on an annual basis, or more frequently if appropriate, and provide a report to the Board of the Committee's findings and recommendations;
- s. oversee, at a minimum, an annual evaluation of the overall performance of the Board and report the results to the entire Board. The purpose of the evaluation is to increase the effectiveness of the Board as a whole, not to evaluate individual directors. As such, the Committee's evaluation of the Board should be of the contribution of the Board as a whole and should specifically review areas in which the Board and/or management believes the Board can increase its effectiveness;
- t. conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter; and
- u. review and reassess the adequacy of this Charter annually, and recommend to the Board amendments as the Committee deems appropriate.

4. MEETINGS

The Committee shall meet on a regularly-scheduled basis at least two times per year, or more frequently as the Chairman of the Committee may deem advisable or as circumstances dictate.

Meetings of the Committee may be held telephonically in accordance with the provisions of the Company's Constitution. 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. The Chairman of the Committee shall set agendas for meetings and determine the Committee's information needs. In the absence of the Chairman of the Committee at a duly convened meeting, the Committee shall select a temporary substitute from among its members. In the absence of a meeting, the Committee may act by unanimous written consent. In other

respects the Committee shall establish its own rules of procedure subject to the Constitution of the Company.

Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the CEO, senior human resources personnel and external advisers may be invited to attend all or part of any meeting as and when appropriate.

5. MINUTES

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

6. REPORTS

The Committee will report to the Board on its deliberations after each meeting and shall formally summarise its examinations and recommendations to the Board where appropriate or where requested by the Board. 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.

7. 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.

8. 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. The Committee has the power to retain outside counsel, advisers and/or consultants in carrying out its function.

9. FUNDING

The Committee's effectiveness may be compromised if it is dependent on management's discretion to compensate the advisers employed by the Committee. Consequently, the Company shall provide for appropriate funding, as determined by the Committee, for payment of any compensation to any independent counsel, advisers or consultants employed by the Committee.

10. MISCELLANEOUS

Upon a director nominee's appointment to the Board, the new director shall complete an adequate induction plan as designed by the Committee. The induction shall take place before any Board meetings are held in which such new director is due to vote.