



**ICON p.l.c.**

**NOMINATING & GOVERNANCE COMMITTEE CHARTER**

*Adopted 22 July, 2004*

*Updated on 23 February 2010, 15 February 2013 and 18<sup>th</sup> October 2016*

**1. PURPOSE**

The primary function of the Nominating & Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of ICON p.l.c. (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; and
- d. 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. recommend to the Board criteria for Board and Board committee membership, including as to director independence, skill, knowledge and experience, 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 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);
- d. in evaluating current directors for re-nomination to the Board or appointment to any Board committees, assess the performance of such directors;
- e. review annually the composition of the Board as a whole, including whether the Board reflects the appropriate balance of independence, sound judgment, business specialisation, technical skills, diversity and other desired qualities and determine whether it may be appropriate to add or remove individuals after considering issues of judgment, diversity, age, skills, background and experience;
- f. periodically review the charter and composition of each Board 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;
- g. 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;

- h. 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;
- i. periodically review the Company's corporate governance policies and practices and make recommendations to the Board in this regard;
- j. consider corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board regarding such matters;
- k. 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;
- l. review the Company's corporate governance statement prior to its inclusion in the Annual Report and Accounts;
- m. conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter; and
- n. 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 Articles of Association. 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 Articles of Association 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.