

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**Report of Foreign Private Issuer
Pursuant to Rule 13a-16 under
the Securities Exchange Act of 1934**

For the month ended June, 2012.

ICON plc

(Registrant's name)

0-29714

(Commission file number)

South County Business Park, Leopardstown, Dublin 18, Ireland
(Address of principal executive offices)

Brendan Brennan, CFO
South County Business Park Leopardstown, Dublin 18, Ireland.
Brendan.Brennan@iconplc.com
0011-353-1-291-2000

(Name, telephone number, email and/or facsimile number and address of Company contact person)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Yes No

Indicate by check mark whether the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Yes No

Indicate by check mark whether the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes No

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):82 **N/A**

EXHIBIT LIST

| <u>Exhibit</u> | <u>Description</u> |
|----------------|----------------------------------|
| 99.1 | Icon plc Shareholders Letter |
| 99.2 | Notice of Annual General Meeting |
| 99.3 | Proxy Card |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ICON plc

Date: June 14, 2012

/s/ Brendan Brennan
Brendan Brennan
Chief Financial Officer

Dear Shareholders,

The market trends that were evident during 2010 accelerated during 2011 as the pressure remained on our clients to reduce research and development costs and national governments sought to further reduce their healthcare budgets. For global Contract Research Organisations such as ICON, that have the breadth and depth of services to become truly global partners of the leading drug development companies, the market dynamics are positive. Many of our clients are seeking to reduce internal infrastructure and outsource more of their late stage development. However, to develop and grow these important relationships requires investment and during 2011 ICON laid the foundations for long-term, sustainable growth by expanding our global infrastructure, investing in information technology, developing our leadership talent and making targeted acquisitions to enhance our capabilities.

These investments impacted our financial performance in 2011. Net revenue grew 5.1% to \$946m, however the upfront investment in staff and infrastructure needed to execute an increase in work from our larger clients led to a decline in operating margin to 4.2% of revenue compared to 10.2% in 2010. EPS was \$0.52 cents per share. Our balance sheet remains strong, with a net cash position at the end of 2011 of \$174m, giving us available funds to support our investment strategy.

In October 2011, leveraging this healthy balance sheet, we initiated a share buyback of up to \$50m. We continue to execute the buyback opportunistically and by the end of May 2012 had repurchased \$16.7m worth of shares at an average price of \$18.23. The decision to enter a buyback came after a number of discussions with our shareholders and reflects our continuing focus on engagement with shareholders and on driving shareholder returns.

While our investments for future growth had a short-term impact on profitability in 2011, we are pleased with the progress we have made across our major strategic initiatives. In December 2010 we outlined that our near-term strategic priorities were to:

- *Develop a more integrated service offering to drive efficiencies and help us win and retain strategic client relationships.*
- *Expand our global footprint by increasing our presence in Asia.*
- *Differentiate our service offering through best-in-class informatics.*
- *Enhance our capabilities in the fast growing late stage and biomarker market segments.*
- *Return our Central Laboratory to profitability and to continue to develop its global presence.*

During the course of 2011 we made significant progress against all of these objectives.

We announced strategic partnership agreements with Pfizer and Shire Pharmaceuticals and extended our Bristol Meyers Squibb partnership to incorporate early phase services. We continue to see an increased appetite across the spectrum of bio-pharma companies for these types of relationships. In part due to our success in signing significant strategic partnerships, we were awarded \$1.3bn of net new business during 2011 and our backlog of business at the end of December had grown to \$2.24bn, which is an increase of 19% over the comparable figure a year earlier. We have continued this sales momentum into the first quarter of 2012 across all ICON business units and are also seeing a higher level of cross selling of services between these businesses.

The pace of globalisation continues to accelerate and we saw further evidence of this in our business in 2011 with 12.1% of our revenue being generated from Asia-Pacific and Latin America compared to 10.8% in 2010. To support this growth in emerging markets, we continue to grow our infrastructure in these regions and, as part of this, we acquired BeijingWits Medical Consulting, a leading Chinese CRO. This acquisition adds significantly to our leadership, scale and service offering in Asia-Pacific. We also announced a partnership with ACRONET in Japan to support our on-going efforts to penetrate that important market. An example of our growing scale and reputation in Asia was our selection by Tasly Pharmaceuticals, a leading Traditional Chinese Medicine developer to provide clinical trial and lab services for the first Traditional Chinese Medicine that is seeking FDA approval.

We acquired Firecrest Clinical in July to help differentiate our services through best in class informatics. Firecrest is the leading provider of investigator site support technology, designed to significantly boost site performance and quality compliance. In parallel we launched ICONIK, our integrated information platform that provides real time operational and clinical data to clients and ICON study teams. Through the combination of ICONIK and Firecrest we can offer innovative ways to expedite study timelines, enhance the quality of trial data and reduce costs. We believe our utilisation of these technologies is creating real market differentiation and is helping us to build new client relationships, as evidenced by the strong growth in new business awards in the first quarter of 2012.

With the growing pressure on healthcare budgets, our clients have an increasing need to demonstrate the economic value of new medicines and to develop pricing and reimbursement strategies that maximise market penetration. We believe this is an area of unmet need which we can address. Through the acquisition of Oxford Outcomes in January 2011 and more recently, PriceSpective, we have created a market leading group in the field of health economics, outcomes research, market access, pricing and value consultancy. These skills are set to become increasingly important as our market evolves in the future.

The use of biomarkers to better target treatments and to support the identification of promising drug candidates continues to be an industry focus and during 2011 we further developed our biomarker capabilities, notably forming alliances with the Foundation for the National Institutes of Health and Empire Genomics. Our biomarker initiative is being led by our Development Solutions division, which under new leadership made progress in 2011 in building new strategic relationships while re-aligning its cost base. We are encouraged by this group's performance so far in 2012.

Our Central Laboratories business, which had a difficult 2010, also saw a marked recovery led by a new management team. In 2011 the lab won over \$130m of gross new business and returned to profitability in the second half of the year.

Overall we are satisfied with the company's performance in 2011. After making significant investments in the business, we saw a short-term dip in performance, particularly in the third quarter of the year, but through a strong focus on cost management and improved resource utilisation we saw an improvement in performance as the year closed and this has continued into the first quarter of 2012. We have executed well in terms of business development and this trend has continued into the first quarter of 2012, which saw record gross business wins of \$485 million. We have also made excellent progress on the key pillars of our strategic plan, which will provide the foundations for long term growth.

For the remainder of 2012 we remain focused on the continued execution of this plan. Our vision is to be the CRO partner of choice for our clients by delivering best in class information, solutions and performance. To achieve this we will continue to build scale through the on-going development of strategic relationships with clients, grow our position in existing and selected new markets, broaden our service offering and continue to make targeted acquisitions.

We will seek to drive competitive advantage by delivering significant operational efficiencies to our clients, through better project execution, processes and systems that integrate services and by having a real focus on reducing patient recruitment times through enhanced investigator site selection and management.

Developing best in class information to help drive the above efficiencies is another key component of our strategy. The further development of our ICONIK and Firecrest platforms and the embedding of these within our core operating processes will be another area of focus for 2012.

Scientific and drug development expertise will be increasingly important as our clients look to us for advice and guidance on how to identify the most promising drug candidates and to develop a roadmap that expedites their development and maximises market penetration. We have made a number of strategic acquisitions in recent years to enhance our development consulting expertise and we will continue to review how we can build our capabilities in the areas where our clients need them most.

To do this effectively we need to ensure we can attract, retain and develop the best people in the industry. Ciaran Murray assumed the role of CEO in October following the retirement of Peter Gray. Ciaran held the position of CFO for the last 6 years and brings a deep knowledge of the industry together with extensive operational and global experience. He has been a key member of the management team through ICON's transformation to a global leader and has driven the implementation of the company's current strategy. Ciaran has made a number of appointments to our senior management team, including the appointment of Brendan Brennan as Chief Financial Officer and Steve Cutler as Group President, Clinical Research Services. We are confident that we have a strong, experienced leadership team in place to guide ICON through the next years of growth.

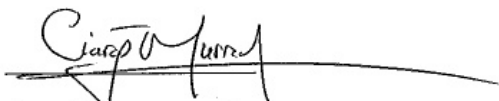
As we continue to grow, our most important asset remains our people, who now total over 8,700. We will continue to focus on developing our staff and will also hire experienced industry professionals to enhance our knowledge and expertise. Our on-going success will only be possible through the dedication and professionalism of all our staff. We would like to express our appreciation of them on behalf of you, our shareholders.

We remain committed to delivering sustainable value for our customers, profitable growth for our company and long term sustainable returns to our shareholders.



Dr. Bruce Given MD

Chairman



Ciaran Murray

Chief Executive Officer

Notice of Annual General Meeting
to be held on 19th July 2012



ICON plc
(the "Company" or "ICON")

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action to be taken, you should consult with your independent financial adviser who, if you are taking advice in the Republic of Ireland, is authorised or exempted under the European Communities (Markets in Financial Instruments) Regulations (Nos. 1 to 3) 2007 or the Investment Intermediaries Act, 1995.

If you have sold or transferred your entire holding of ordinary shares in ICON plc, please pass this document, together with the attached proxy form, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale was effected, for transmission to the purchaser or transferee as soon as possible.

The Company has a secondary listing on the Irish Stock Exchange. For this reason, the Company is not subject to the same ongoing regulatory requirements as those which would apply to an Irish company with a primary listing on the Irish Stock Exchange including the requirement that certain transactions require the approval of shareholders. For further information, shareholders should consult their own financial adviser.

ICON plc – Notice of Annual General Meeting 2012

To all ICON Shareholders
ICON plc

NOTICE OF ANNUAL GENERAL MEETING

Dear Shareholder,

I enclose for your attention the Notice of the Annual General Meeting of ICON plc (the "AGM") and invite you to join us at 8.30am on Thursday 19th July 2012 at the Company's headquarters, South County Business Park, Leopardstown, Dublin 18, Ireland.

The Company and the CRO industry are going through an exciting time and the joint CEO and Chairman's letter enclosed with this notice provides more detail. I would encourage you to read that letter and, if you would like further information, also our:

Annual Report (available at <http://investor.iconplc.com/annuals.cfm>), and
Form 20-F (available at <http://investor.iconplc.com/sec.cfm>)

This AGM will mark Mr. Peter Gray's retirement from the Board. Having served as Vice-Chairman since his retirement as CEO in October 2011, Peter has decided not to stand for re-election to the Board. As you know, Peter has given long and dedicated service to ICON and, during his 9 year tenure as CEO, the Company grew rapidly and became one of the industry leading full service CROs. I would like to thank Peter, on behalf of the Board, the shareholders and the employees, for all his dedication, professionalism and hard work. He steered the Company to great success and growth and we wish him all the best for the future.

At Board level, we continue to look to refresh the Board and the Board Committees by appointing new Directors who provide fresh perspectives, skills and experience whilst maintaining the knowledge and expertise that have served the Company and its shareholders well in the past. We hope to appoint one new non-executive Director during 2012 and another during 2013. These appointees will, capitalizing on their relevant skills and experience, be added to Board Committees.

We continue to review the way your Board carries out its duties and, as part of this, the Board established a formal Board evaluation procedure in April 2012 (for further details, please see our Annual Report). The evaluation will be used to further improve the operation of the Board and its Committees.

Resolutions for the AGM

The three categories of resolutions for consideration at the AGM are:

1. Re-election of Directors
2. Issuing and buy back of shares
3. Approval of accounts and appointment of Auditors

We have not included a "say on pay" resolution on executive remuneration as the Company, as a foreign private issuer in the US, is not obliged to. However, details of executive pay are set out in both the Annual Report and Form 20-F. We will consider the inclusion of such a resolution in future AGMs.

Re-election of Directors

Despite the UK Corporate Governance Code 2010 calling for annual re-election of a company's entire Board of Directors, we feel, after careful evaluation, the current re-election cycle of one third of Directors being re-elected every year (which is in accordance with our Articles of Association) continues to serve ICON and its shareholders well. The current re-election cycle provides stability and continuity of a Board that has served its shareholders well and allows shareholders to regularly (every 3 years) decide whether a Director should continue on the Board.

ICON plc – Notice of Annual General Meeting 2012

Accordingly (and taking into account Mr. Gray's decision to retire and not stand for re-election as he retires by rotation at this AGM), we have two directors up for re-election at the AGM:

Mr. Ciaran Murray – Mr. Murray was appointed as a Director of the Company on his appointment as CEO in October 2011. Mr Murray served as CFO of the Company from October 2005 to September 2011.

Dr. Ronan Lambe – Dr. Lambe co-founded ICON in 1990 with Dr. John Climax. Dr. Lambe has been a Director since 1990 and from 1990 to 2002 Dr. Lambe served as ICON's Chairman.

The Board has reviewed the performance of both Directors standing for re-election and confirms that they continue to contribute effectively and demonstrate the necessary commitment to the role. For details on their skills, experience and knowledge, please see the Annual Report and/or Form 20-F.

In the case of Mr. Murray, he has done an excellent job as CEO since his appointment in October 2011. The Board are confident he is the right person to bring the Company forward. It is important that the CEO is re-elected to the Board.

In the case of Dr. Lambe, he has made significant and valuable contributions to the Board and is a key member of the Quality Committee. His deep industry knowledge and experience will greatly benefit the Board to help the Company continue to progress and face the challenges that ICON, like other large CROs, faces in a rapidly changing market.

It should be noted that neither of these Directors have any conflict of interests which would impact on their role as a Director (Mr. Murray being an executive Director and Dr. Lambe as a non-executive Director).

Issuing and Buy Back of Shares

Resolutions 5 to 7 relate to the share capital of the Company and are now considered standard by most Irish public companies. They are authorities that we renew on an annual basis. In recent years, the authority to issue shares (resolutions 5 and 6) have not been used by the Company, except to satisfy the requirements of our employee share option plans which allow us to attract, retain and reward our staff in a competitive market place.

Resolution 5 - authorises the Directors to issue shares up to a limit of 20% in the Company without shareholder approval and is included as there may be strategic opportunities where it is appropriate for the Directors to have this flexibility. Our primary listing is on NASDAQ and the NASDAQ rules do not require a resolution by shareholders to authorise Directors to issue up to 20% of outstanding shares. However, as ICON is an Irish company, we are required under Irish law to include this resolution so that the Directors can issue shares. A resolution authorising Directors to issue shares has been passed at every AGM since the Company was listed. This year we have proposed to limit the authority of the Directors to issue shares to up to 20% in line with NASDAQ rules and the current corporate governance practice of limiting the Directors' authority to issue shares. The Directors propose that this resolution is passed in order to reconcile how we operate under NASDAQ rules with the technicalities of Irish legal requirements. This Directors' ability to issue shares under this resolution is subject to resolution 6 which provides shareholder approval is needed for more than 5% of shares to be issued without pre-emption / offer round to existing shareholders.

Resolution 6 - authorises the Directors to issue shares, subject to resolution 5, up to a limit of 5% in the Company without having to offer them to existing shareholders on a pro rata basis and, like resolution 5, this resolution is included as there may be strategic opportunities where it is appropriate for the Directors to have this flexibility. A resolution enabling the issue of shares by Directors without pre-emption is a requirement of Irish law and there is no such requirement under NASDAQ rules. A resolution authorising the Directors to issue shares without pre-emption has been passed at every AGM since the Company was listed. This year the Directors believe it is appropriate to pass such a resolution again in order to reconcile how we operate under the NASDAQ rules with the technicalities of Irish legal requirements and, in line with current Irish corporate governance practise, we have limited the number of shares that can be issued without pre-emption to 5% of outstanding shares.

Resolution 7 - authorises the Company to purchase in the market (buy-back) up to 10% of the outstanding shares in the Company. We are currently continuing to execute the share buy-back of up to \$50m announced in October 2011 and we would like to have the ability to do further buy-backs should the market conditions make this an attractive investment for the Company. It should also be noted that foreign private issuers on NASDAQ do not require shareholder approval to do a share buy-back and it is our status as an Irish company that requires us to seek this approval from shareholders.

Form of Proxy

A Form of Proxy for use at the AGM is attached. Please complete, sign and return the Form of Proxy as soon as possible whether or not you propose to attend the meeting in person. To be valid the Form of Proxy must be deposited as follows:

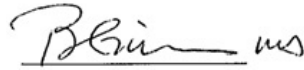
- Proxies for registered holders of American Depositary Shares must be received by the ADR depository, The Bank of New York Mellon, no later than close of business on Wednesday 11th July 2012. Details of how registered holders of American Depositary Shares can vote by telephone or over the Internet are provided on the separate proxy form provided to them by The Bank of New York Mellon.
- Proxies for registered holders of Ordinary Shares must be deposited at the registered office of the Company or, at the member's option, with the Company's registrar, Computershare Investor Services (Ireland) Limited, no later than 8.30 a.m. on Tuesday 17th July 2012. Alternatively, Ordinary Shareholders may register their proxy appointment and voting instructions electronically. Further instructions on how Ordinary Shareholders may register their proxy appointment or vote electronically are set out in the notes to this notice of the meeting and in the notes to the enclosed Form of Proxy.

The completion and lodging of the Form of Proxy will not prevent Ordinary Shareholders from attending and voting in person at the meeting should they so wish.

Recommendation

Your Board believes that the Resolutions to be proposed at the AGM are in the best interests of the Company and its Shareholders as a whole. Accordingly, your Directors unanimously recommend that you vote in favour of all of the Resolutions as they intend to do so themselves in respect of all the Ordinary Shares held or beneficially owned by them amounting in total to 1,859,752 Ordinary Shares on 11th June 2012, representing approximately 3.11% of the issued ordinary share capital of the Company.

Yours sincerely,

A handwritten signature in black ink, appearing to read "Bruce Given", with a horizontal line underneath the name.

Dr. Bruce Given MD,
Chairman

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of the Company will be held at ICON plc Headquarters, South County Business Park, Leopardstown, Dublin 18, Ireland on 19th day of July 2012 at 8.30 a.m.

ORDINARY BUSINESS

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

1. To receive and consider the accounts for the year ended 31st December 2011 and the reports of the Directors and auditors thereon.
2. To re-elect Dr. Ronan Lambe who retires as a Director in accordance with the Articles of Association of the Company and, being eligible, offers himself for re-election.
3. To re-elect Mr. Ciaran Murray who, having been appointed as a director, retires in accordance with the Articles of Association of the Company and, being eligible, offers himself for re-election.
4. To authorise the Directors to fix the remuneration of the auditors.

SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolutions:

As an ordinary resolution:

5. That the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 20 of the Companies (Amendment) Act, 1983) up to a maximum amount equal to an aggregate nominal value of €718,104.42 representing 20% of the issued ordinary share capital of the Company on 11th June 2012; provided that this authority shall expire at the conclusion of the next annual general meeting of the Company or (if earlier) on 18th January 2014, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant to such offer or agreement as if the authority conferred hereby had not expired.

As a special resolution:

6. That, subject to the passing of Resolution 5, the Directors be and are hereby empowered pursuant to Section 24 of the Companies (Amendment) Act, 1983 to allot equity securities (as defined in Section 23 of that Act) for cash as if the provisions of sub-section (1) of the said Section 23 did not apply to any such allotment up to a maximum amount equal to an aggregate nominal value of €179,526.11 representing 5% of the issued ordinary share capital of the Company on 11th June 2012; provided that this exclusion of the applicability of Section 23(1) of the Companies (Amendment) Act, 1983 shall expire at the conclusion of the next annual general meeting of the Company or (if earlier) on 18th January 2014, save that if before such expiry the Company has offered or agreed to allot equity securities, those equity securities may be allotted pursuant to such offer or agreement as if the exclusion contained herein had not expired.

As a special resolution:

That the Company and/or any subsidiary (as such expression is defined by Section 155 of the Companies Act, 1963) of the Company be and they are hereby generally authorised to make market purchases (as defined by Section 212 of the Companies Act, 1990) of shares of any class of the Company on such terms and conditions and in such manner as the Directors or, as the case may be, the Directors of such subsidiary, may from time to time determine in accordance with and subject to the provisions of the Companies Act, 1990 and the following restrictions and provisions:

- (i) the maximum aggregate number of shares authorised to be acquired pursuant to this resolution shall not exceed 10% of the aggregate number of shares issued by the Company at the close of business on the date of passing this resolution;
- (ii) the minimum price (exclusive of expenses) which may be paid for any such share shall be an amount equal to the nominal value thereof;
- (iii) the maximum price (exclusive of expenses) which may be paid for any such share shall not exceed the higher of:
 - A. the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out, as stipulated by Article 5(1) of Commission Regulation (EC) (No. 2273/2003) of 22 December 2003 implementing the Market Abuse Directive as regards exemptions for buyback programmes and stabilisation of financial instruments; and
 - B. 105% of the average of the Relevant Price for such shares of the same class for each of the five business days immediately preceding the day of the purchase of the shares;

for the purpose of sub-paragraph (iii)(B) of this resolution, "Relevant Price" means, in respect of any business day on which there shall be a dealing on the Irish Stock Exchange (or any successor thereto) in respect of shares of the same class, the official closing price in respect of such shares as published in the Irish Stock Exchange Daily Official List or any successor publication thereto (in this resolution referred to as the **List**) and, in respect of any business day on which there shall be no such dealing, the closing mid-market price as derived from the List, PROVIDED THAT if no closing mid-market price is available for any particular day then that day shall not count as one of the said five business days for the purpose of determining the Relevant Price, and, at the discretion of the Directors, either another business day preceding the day of purchase of the shares on which such a price is available shall be substituted for such day, or the number of business days by reference to which the Relevant Price is to be calculated shall be reduced accordingly. If the means of providing the foregoing information as to dealings and prices, by reference to which the maximum price is to be determined, is altered or is replaced by some other means, then the maximum price shall be determined on the basis of the equivalent (as nearly as practicable) information published by the relevant authority in relation to dealings on the Irish Stock Exchange or its equivalent or, if no such information is available, by such other method as the Directors shall determine to be fair and reasonable;

- (iv) the price range within which any shares purchased or redeemed and held as treasury shares within the meaning of Section 209 of the Companies 1990 Act may be re-issued off-market is as follows:
- A. the maximum price (exclusive of expenses) at which a treasury share may be re-issued off-market shall be an amount equal to 120 per cent of the Appropriate Price;
 - B. the minimum price (exclusive of expenses) at which a treasury share may be re-issued off-market shall be an amount equal to 95 per cent of the Appropriate Price (provided always that no treasury share shall be issued at a price lower than its nominal value);

for the purposes of sub-paragraph (iv) of this resolution, the expression "Appropriate Price" shall mean the average of the Relevant Price for shares of the class of which such treasury share is to be re-issued for the 5 business days before the day on which the treasury share is re-issued and "Relevant Price" means, in respect of any business day on which there shall be a dealing on the Irish Stock Exchange (or any successor thereto) in respect of shares of the class of which the treasury share is to be reissued, the official closing price of such shares as published in the List and, in respect of any business day on which there shall be no such dealing, the closing mid-market price as derived from the List, PROVIDED THAT if no closing mid-market price is available for any particular business day then that day shall not count as one of the said five business days for the purpose of determining the Relevant Price and, at the discretion of the Directors, either another business day preceding the day of re-issue of the treasury share on which such a price is available shall be substituted for such day, or the number of business days by reference to which the Relevant Price is to be calculated shall be reduced accordingly. If the means of providing the foregoing information as to dealings and prices, by reference to which the Appropriate Price is to be determined, is altered or is replaced by some other means, then the Appropriate Price shall be determined on the basis of the equivalent (as nearly as practicable) information published by the relevant authority in relation to dealings on the Irish Stock Exchange or its equivalent or, if no such information is available, by such other method as the Directors shall determine to be fair and reasonable.

The authority hereby conferred will expire on the earlier of the date of the next Annual General Meeting of the Company or (if earlier) on 18 January 2014, unless previously varied, revoked or renewed. The Company or any subsidiary may before such expiry enter into a contract for the purchase of shares which would or might be wholly or partly executed after such expiry and may complete any such contract as if the authority conferred hereby had not expired.

By the Order of the Board.

Diarmaid Cunningham
Company Secretary

12 June 2012

Registered Office:
South County Business Park,
Leopardstown,
Dublin 18

ICON plc – Notice of Annual General Meeting 2012

Annual General Shareholders' Meeting of ICON plc
to be held July 19, 2012
For Holders as of June 11, 2012

Annual General Shareholders' Meeting of ICON plc

Date: July 19, 2012
See Voting Instruction On Reverse Side.
Please make your marks like this: Use pen only

RESOLUTIONS

ORDINARY BUSINESS

| | Vote | | |
|--|--------------------------|--------------------------|--------------------------|
| | For | Against | Withheld |
| 1. To receive the Accounts and Reports | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To re-elect Dr. Ronan Lambe | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To re-elect Mr. Ciaran Murray | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To authorise the fixing of the Auditors' Remuneration | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

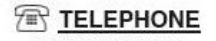
SPECIAL BUSINESS

| | | | |
|--|--------------------------|--------------------------|--------------------------|
| 5. To authorise the Company to allot shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To disapply the statutory pre-emption rights | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. To authorise the Company to purchase its shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

↑ Please separate carefully at the perforation and return just this portion in the envelope provided. ↓



Go To
www.proxypush.com/iclr
• Cast your vote online.
• View Meeting Documents.



1-866-437-9580

- Use any touch-tone telephone.
- Have your Voting Instruction Form ready.
- Follow the simple recorded instructions.

OR



OR

- Mark, sign and date your Voting Instruction Form.
- Detach your Voting Instruction Form.
- Return your Voting Instruction Form in the postage-paid envelope provided.

All votes must be received by 5:00 pm, Eastern Time July 11, 2012.

PROXY TABULATOR FOR
ICON PLC
P.O. BOX 8016
CARY, NC 27512-9903



EVENT #

CLIENT #

Authorized Signatures - This section must be completed for your instructions to be executed.

Please Sign Here

Please Date Above

Please Sign Here

Please Date Above

ICON plc

Instructions to The Bank of New York Mellon, as Depositary (Must be received prior to 5:00 pm on July 11, 2012)

The undersigned registered holder of American Depositary Receipts hereby requests and instructs The Bank of New York Mellon, as Depositary, to endeavor, in so far as practicable, to vote or cause to be voted the amount of shares or other Deposited Securities represented by such Receipt of Icon plc registered in the name of the undersigned on the books of the Depositary as of the close of business on June 11, 2012 at the Annual General Shareholders' Meeting of ICON plc to be held on July 19, 2012, in respect of the resolutions specified on the reverse hereof.

NOTES:

1. Instructions as to voting on the specified resolutions should be indicated by an "X" in the appropriate box.
2. If a Holder so elects, the Holder is entitled to instruct The Bank of New York, as Depositary, to give a discretionary proxy to a person designated by the Company.

(Continued and to be marked, dated and signed, on the other side)

PROXY TABULATOR FOR
ICON PLC
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