



ICON Ethics  
Line Charter

## **Purpose of Charter**

ICON is committed to our core values of Accountability & Delivery, Collaboration, Partnership and Integrity in everything we do. We are committed to maintaining these values and carrying out the important work that we do honestly and ethically. We expect and require all staff, at whatever level, to maintain high standards in accordance with our core ethical codes, other policies and SOPs. However, all organisations face the risk of things going wrong from time to time or of unknowingly experiencing illegal or unethical conduct.

At ICON, we aim to ensure a culture that encourages compliance, openness and accountability, without retaliation, because it is essential to prevent such situations occurring and to properly address them if they do occur.

The ICON Ethics Line Charter aims to support our culture and values and seeks to encourage the prompt reporting or surfacing of genuine wrongdoing by:

- (a) Encouraging all staff and third parties to communicate suspected wrongdoing as soon as possible, secure in the knowledge that their concerns will be taken seriously; promptly and appropriately investigated as appropriate; and, that their confidentiality will be respected.
- (b) Providing guidance as to how and when to raise those concerns.
- (c) Reassuring staff and third parties that they can raise genuine, good faith concerns without fear of reprisals, even if after investigation, the potential wrongdoing was found to be unsubstantiated or mistaken.

In any case, ICON wants to know when anyone believes that a compliance failure has happened and we consider it critical to raise the issue in the earliest and most effective manner possible.

### **Who may report under the Charter?**

All employees, officers, consultants, contractors, casual workers, agency workers and all ICON third parties, including clients and suppliers (sometimes individually or collectively referred to as “Reporters”) can report to ICON Ethics Line under this Charter, subject to any local law restrictions.

### **Who has responsibility for the Charter?**

Ethical and compliance responsibility rests with every member of ICON and does not merely form part of one organizational function. All staff are responsible for the success of this Charter and should ensure that they complete ICON’s associated iLearn Ethics training, in order to better recognise issues and understand how and when they, and other Reporters, should communicate or report concerns or any suspected issues.

The office of ICON’s General Counsel has day-to-day operational responsibility for this Charter and ensures that all staff who may deal with concerns or investigations under this Charter receive appropriate training. ICON’s General Counsel and appropriate members of ICON Senior Management (such as the Heads of Quality Assurance and Internal Audit) review this Charter annually from a legal and operational perspective.

ICON’s Executive Leadership and Board of Directors understand the importance of and advocate the appropriate use of the ICON Ethics Line. While protecting confidentiality as appropriate, ICON’s General Counsel will report activity falling within the scope of this Charter to both ICON’s CEO and also the Audit Committee of ICON’s Board of Directors.

### **What should be reported to the Ethics Line?**

The following issues are examples of the types of items which should be reported to ICON’s Ethics Line (subject to the section below called “Raising a Concern – How and When to raise a question or report to the Ethics Line.”). These examples are not an exhaustive list, but they are provided for illustration purposes only. Also, certain local requirements may restrict the nature and targets of concerns that may be raised through ICON’s Ethics Line. ICON reserves the right to accept only reports which comply with local laws. Further information and direction is available when you follow the Ethics Line link or phone the telephone hotline.

- criminal activity;
- failure to comply with any legal or professional obligation or regulatory requirements;
- danger to health and safety;
- damage to the environment;
- corruption or bribery as described in our Anti-corruption Compliance Policy;
- any questionable financial, accounting or auditing matters, including, without limitation, the following:

- > fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- > fraud or deliberate error in the recording and maintaining of financial records of the Company;
- > deficiencies in or non-compliance with the Company’s internal accounting controls;
- > misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company; or
- > deviation from full and fair reporting of the Company’s financial condition;
- breach of ICON or client policies and procedures, including ICON’s core ethical codes, where applicable reporting processes relevant to them have failed or are not available / appropriate;
- conduct likely to damage ICON’s or ICON’s clients’ reputation;
- unauthorised disclosure of confidential information;
- failure to adhere to ICON’s policy on conflicts of interest;
- inappropriate activity in relation to hospitality / gifts / entertainment;
- the deliberate concealment of any of the above matters.

For matters that relate to ICON employees’ own personal circumstances, such as working conditions, pay and benefits, promotion, alleged discrimination/harassment or any other issue affecting your employment, you should continue to refer to ICON’s Grievance Policy and Procedure or employee handbook, as issues that should be handled by ICON HR Department should not be reported to the ICON Ethics Line.

If you are uncertain whether something should be reported to ICON’s Ethics Line you may seek advice from your line manager, internal HR or legal colleagues.

### **Raising a concern – how and when to raise a question or report to the Ethics Line?**

We hope that in most cases you will be able first to raise any concerns with your line manager or your relevant colleagues within other ICON teams. You may tell them in person or put the matter in writing if you prefer. Your line manager may be able to agree to a way of resolving your concern quickly and effectively. In some cases your line manager may refer the matter to the appropriate department to assist or advise in relation to the concern.

If you feel that your line manager has not adequately addressed your concern or you feel that it is not practical, possible or appropriate to raise it with your line manager for any reason and there is no internal support or other departments (such as Quality Assurance, HR or legal) that can appropriately assist or advise, you may report the matter online or by phone through:

## ICON Ethics Line

Both the online reporting and telephone lines are managed by an external third party on ICON's behalf and are available every day and for 24 hours each day, 365 days a year. Translators are available.

### Protection, Support & Confidentiality

ICON operates a strict non-retaliation policy regarding any genuine, good faith reports. Any act or threat of retaliation will in itself be considered a serious violation. Anyone who threatens or retaliates in any way against a person who communicates under this Charter may be subject to disciplinary action.

If you believe that you have suffered any such treatment, you should inform management or local HR immediately. If the matter is not remedied, you should raise it formally using our Grievance Procedure.

We hope that everyone who uses this process will feel able and comfortable to voice appropriate questions or concerns openly. ICON encourages openness and will support all those who raise questions or concerns under this Charter, even if reports turn out to be mistaken.

In all instances, every effort will be made to ensure that information relating to a reported violation is kept confidential and communicated on a need-to-know basis only. In some instances, however, this may not be possible because of the demands of conducting a thorough investigation or because of certain legal requirements.

While in some countries in which ICON operates, reports may be made anonymously, we encourage staff to identify themselves when they report. Proper and speedy investigation may be more difficult if we cannot directly obtain further information from you. However, you can provide information anonymously if you prefer, and if your local laws so permit. Individuals who are concerned about possible reprisals if their identity is revealed can be protected by measures we have put in place to preserve confidentiality. Further country specific direction is available when you follow the Ethics Line link or phone the telephone hotline.

## Before using the ICON Ethics Line ask these questions?

1. Is my issue more appropriate for a resource other than the Ethics Line.
2. Should I raise my question or concern with a Line manager?
3. Alternatively, could I get help from other internal support, e.g. HR or legal

If the answers are "No" then you should report to:

<http://icon.ethicspoint.com>

Contact the ICON Ethics Line 24/7 at <http://icon.ethicspoint.com>

