

ICON Global Supplier Code of Conduct



We care about our people, our clients and delivering excellence.

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Purpose

ICON officers and employees must comply with all relevant laws and act in an ethical manner at all times. These principles have been incorporated into internal ICON policies which our employees must follow. This Global Supplier Code of Conduct (the "Supplier Code") describes the principles expected of our Suppliers in the conduct of their business, an expectation which comprises an important component of Supplier evaluation and selection. Suppliers should also apply these or similar principles to the partners with whom they work in providing goods and services to ICON.

ICON is committed to responsible, sustainable business practices. Fundamental to this Supplier Code is the shared belief that business should not only operate in compliance with applicable laws, rules and regulations, but that our behaviours address underlying societal concerns.

ICON is aware that differences in cultures and laws create challenges in applying this Supplier Code globally. The Supplier Code does not replace local law. In addition to these standards, ICON expects Suppliers to operate in compliance with all applicable laws, rules and regulations.

For the purposes of this Supplier Code, the term "Supplier(s)" includes all external third parties providing goods and/or services to ICON.

Scope

This Supplier Code applies globally to all ICON Suppliers and all ICON employees in relation to their engagement with Suppliers.

Suppliers are expected to adopt the ICON Global Supplier Code of Conduct or develop their own proportionally equivalent policies, guidelines and training that address the below ethical business standards.

Policy

ICON manages Suppliers through its Global Procurement department ("ICON Procurement"). Any proposed engagement of new Suppliers must be coordinated by or in consultation with ICON Procurement. It is important for potential Suppliers to note that only ICON Procurement has the authority to approve the on-boarding of new Suppliers to the ICON Global Supplier Listing through a centrally managed due diligence process. Any Supplier who starts work directly with ICON or on behalf of ICON outside this process does so at their own risk.

Business transactions - legal and ethical standards

Integrity is one of ICON's Core values. The conduct of all ICON officers and employees must be based on and comply with legal and ethical standards, demonstrating integrity, transparency and reliability when conducting business on behalf of ICON. In turn, we expect Suppliers to conduct business responsibly, with integrity and transparency.

All Suppliers shall have policies, procedures and training that reflect the principles as outlined in this document.

1. Business and financial records

Suppliers are expected to prepare and maintain accurate financial books and records in compliance with applicable laws and regulations and are expected to have appropriate internal controls and processes in place in this regard.

In cases where a Supplier acts as a payment intermediary on behalf of ICON, as appropriate to the particular business relationship and agreement terms, ICON may, upon reasonable notice, audit the Supplier to ensure all transactions are accurately processed and recorded.

2. Anti-Corruption

All Suppliers are expected to comply strictly with relevant anti-corruption laws and regulations such as the US Foreign Corrupt Practices Act, the UK Bribery Act and local laws dealing with the bribery of government and/or non-government officials and officers.

Suppliers shall not offer or accept bribes or other forms of unlawful incentives to/from business partners to retain or gain an advantage in obtaining business. Suppliers shall not practice or condone any form of embezzlement, fraud, money laundering or tax evasion.

No intermediaries, such as agents, advisers, distributors or any other business partners, shall be used to commit acts of bribery or other illegal acts of fraud, money laundering, embezzlement or tax evasion.

Suppliers shall not offer to or accept from ICON employees any payment or other form of unlawful incentive to retain or obtain business.

ICON's expectations explained



Facilitation payments:

No facilitation payments are permitted to be made, irrespective of whether or not local law permits them.



Gifts, hospitality and entertainment:

The provision or receipt of gifts, hospitality, and entertainment in so far as it is connected to the Supplier's business relationship with ICON must be in accordance with ICON's policies and procedures on Gifts & Hospitality. They must also be modest, reasonable and infrequent, so far as any individual recipient is concerned.

Gifts, hospitality and entertainment should never be offered or provided by the Supplier with the intent of causing the recipient to do something favouring ICON or to refrain from doing something disadvantaging ICON. Gifts in the form of cash and gifts that are cash-equivalent are prohibited by ICON.



Grants and donations:

Grants and donations are only given if the Supplier and/or ICON do not receive, and are not perceived to receive, any tangible consideration in return. ICON has a dedicated grants and donations approval process and Suppliers must not make any such grant or donation on ICON's behalf or in connection with its relationship with ICON, without express prior written consent from ICON.



Political contributions:

If the Supplier chooses to make political contributions, they must not be made in connection to its business relationship with ICON or with any expectation of direct or immediate return for ICON.



Public officials:

Any relationship between the Supplier and public officials must be in strict compliance with the rules and regulations to which they are subject (i.e., any applicable rules or regulations in the particular country relating to public officials or that have been imposed by their employer). Any benefit conveyed by a Supplier to a public official related to goods/services being provided to ICON must be approved by ICON in advance and in writing and be fully transparent, properly documented, and accounted for.

3. Debarment

Suppliers must not at any time, use in any capacity, in connection with the supply of its good and/or performance of its services, the services of any person debarred or proposed for debarment under 21 U.S.C. § 335(a) or (b); or Subsection 306(a) or (b) of the Federal Food, Drug and Cosmetic Act, otherwise disqualified or suspended from performing clinical research study, excluded from participation in any Federal health care program or otherwise subject to any restrictions or sanctions by the Federal Drug Administration or any other regulatory authority or professional body with respect to the performance of scientific or clinical investigations.

Suppliers will not use any person in any capacity to perform any services to ICON if such person appears on any Government Restriction Lists, including the OIG “List of Excluded Individuals/Entities” and the U.S. General Service Administration “Excluded Parties List System”.

Suppliers shall screen all personnel that work on ICON clinical studies to ensure compliance with the above requirements. Confirmation of these processes should be made available upon reasonable request by ICON.

4. Conflicts of interest

Suppliers must avoid conflicts of interest in their relationship with ICON and other related business partners. If a Supplier’s employee is a family relation of an ICON employee or has any other relationship with an ICON employee that may be a conflict of interest, may have the appearance of being a conflict of interest, or may be perceived by others (specifically Regulatory Agencies) to be a potential conflict, the Supplier should disclose this to ICON in writing. Business decisions must not have regard to personal, family or other outside considerations.

5. Fair competition

Suppliers shall conduct their business consistent with fair competition. They shall employ fair business practices, including accurate and truthful advertising. Suppliers shall comply with all fair competition and antitrust laws and regulations.

6. Protection of information

Confidentiality statements must be signed before any exchange of confidential information can take place. Suppliers’ primary ICON contact will provide ICON’s Confidentiality Disclosure Agreement as needed.

Suppliers are expected to protect the confidential information, including Intellectual Property and personal information of ICON and other related business partners and only use such information as is appropriate as part of this business relationship.

Suppliers shall apply adequate data privacy and security protection to individuals’ personal information it processes. Suppliers will operate in a manner that is consistent with applicable data protection laws.

Where Suppliers handle personal information on behalf of ICON, whether this personal information relates to employees, patients or others and whether it is obtained from ICON or from a related business partner, Suppliers must contractually commit to apply adequate data privacy and information security safeguards. Such Suppliers shall also be subject to an online data privacy and information security assessment.

7. Insider trading and securities law

Suppliers shall comply with all applicable US and non-US securities laws and regulations, including insider trading laws. ICON prohibits the buying, selling or otherwise transferring of ICON or other company securities while in possession of material non-public information about ICON’s business or another company’s business. Material non-public information would be information which has not been made public, relating, directly or indirectly, to ICON or any other company that has relations with ICON and which, if it were made public, would be likely to have an effect on the market price of ICON plc’s securities or the securities of any other company that has relations with ICON. ICON prohibits the use of material non-public information obtained in connection with employment or other contractual arrangement with ICON for personal gain. In addition to our confidentiality obligations above, Suppliers must avoid the public release of information concerning ICON’s business, strategies, activities and plans, the disclosure of which could influence investors trading in ICON securities. The prohibitions against insider trading apply to trades, tips and recommendations by virtually any person, including from Suppliers and their staff, if the information involved is “material” and “non-public”. The prohibitions apply to any person who buys or sells ICON stock on the basis of material non-public information that he or she obtained about ICON, its customers, its suppliers, or other companies with which ICON has contractual relationships or may be negotiating transactions.

8. Trade compliance

Suppliers must comply with and have appropriate policies governing all applicable import and export controls, sanctions and other trade compliance laws.

Supplier shall not provide services from or involve companies, organisations, or Governmental Entities from or located in a sanctioned country, including Crimean Peninsula, Cuba, the Donbass Region, Iran, North Korea, Sudan and Syria. During the course of providing services to ICON, Suppliers and their affiliates must not be: (i) listed on any Government restricted party list; (ii) be owned or controlled by any person or entity on such a list; (iii) nor engage any individual or entity on such a list.

9. Clinical trials

When Suppliers are directly engaged in providing goods and services for ICON clinical trials, all relevant Supplier conduct must be in accordance with the global standards of Good Clinical Practices, applicable local regulatory requirements and following the ethical principles that have their origin in the Declaration of Helsinki.

10. Animal welfare

To the extent relevant to a Supplier's business, animals shall be treated respectfully, with pain and stress minimised. Animal testing should be performed after consideration to replace animals, reduce the numbers of animals used or refine procedures to minimise distress. Alternatives should be used whenever scientifically valid and acceptable to regulators.

ICON's expectations explained



Proper protection of personal information:

Suppliers shall have the proper organisational structure, processes and procedures to ensure the protection of personal information against accidental, unauthorised or unlawful loss, destruction, alteration, disclosure, use or access. If Suppliers believe that they are in receipt of ICON confidential information that they should not have, Supplier should immediately notify ICON in writing and refrain from any use of such information. Equally, Suppliers shall not share with ICON confidential information related to another company where a Supplier is under a contractual or other legal obligation not to share such information.



Proper security measures:

Suppliers must have adequate policies and procedures in place which address technical and organisational security and take reasonable steps to confirm compliance with those.



Compliance with cross-border transfer restrictions:

Suppliers must have adequate safeguards, rules and procedures to ensure that they remain in compliance with all applicable laws that govern cross-border data transmissions.

Business ethical standards and workplace conduct

1. Employee protection

Suppliers shall not use forced, bonded or indentured labour or involuntary prison labour and shall not engage in any form of human trafficking. Employees shall also not be required to lodge papers or deposits upon starting work. Suppliers are to comply with all applicable anti-slavery and human trafficking laws.

ICON's expectations explained



Forced labour - management systems:

Supplier management must follow policies and procedures to ensure that all workers (including agency and temporary), have freely chosen to be there and are fully paid for the work they do.



Prison labour:

Prison labour must be voluntary and clearly communicated to ICON in writing. Where used, it must follow all applicable local laws or international guidance



Notice periods:

Workers are free to leave their jobs after reasonable notice and are paid on time and in full for the work they have done.



Retention of ID/passports:

Workers are not required to hand over their identity papers to secure employment unless required to do so by local law. If this is the case, workers have access to their papers at all times.



Cash deposits:

Workers do not pay "deposits" to secure a job or employer-provided accommodation, nor do they pay excessive "deposits" for tools, training or personal protective equipment necessary to carry out their jobs safely.

2. Child labour and young workers

Supplier shall not use any form of labour from children below the local minimum working age, the age of compulsory education or the ages set out in the international labour organisation core conventions (whichever is higher). Young people under the age of 18 should not carry out any hazardous work.

ICON's expectations explained



Child labour - management systems:

Supplier management should ensure that there are adequate procedures in place to monitor the ages of workers, including agency or temporary workers. If underage children are found working, an appropriate remediation procedure must be put in place by Supplier.



3. Fair and equal treatment/non-discrimination

ICON believes in equal employment opportunity for all staff, without regard to gender, race, ethnicity, sexual orientation, marital status, physical or mental disability, age, pregnancy, veteran status, nationality, religion or any other legally protected status. ICON expects the same fair and equal treatment and non-discrimination of staff from its Suppliers. There should be no toleration of Supplier staff being subjected to physical, sexual, racial, psychological, verbal or other form of discrimination, harassment, abuse or coercion at any time (from recruitment to leaving employment).

ICON's expectations explained



Respect for colleagues:

Staff contributions are valued and staff should treat one another with dignity and respect, regardless of position, station or relationship. Normal standards of courtesy and consideration should be observed when interacting with other employees and people with whom Suppliers have dealings.



Commitment to a safe and secure working environment:

Suppliers should provide a safe and secure working environment in which staff adhere to commonly accepted standards governing personal conduct at work. Staff and guests should feel physically secure in the workplace. No employee should engage in any hostile physical contact, intimidation, threat or violence. Supplier staff should not be under the influence of alcohol or other controlled substance while at work.



Fair treatment and non-discrimination - management systems:

Supplier management should ensure adequate policies and procedures are in place as well as manage effective disciplinary procedures. Workers should understand disciplinary and grievance procedures and fines imposed on workers as part of a disciplinary action should be legal and fair. There should be a method of reporting such harassment, which is known to all workers and a prohibition on retaliation against any employee who makes such a report.

Supervisors and managers found abusing workers must be disciplined accordingly.



Role of security personnel:

Workers must not be subject to unreasonable body searches, and physical security searches are only carried out by authorised bodies, according to local legal standards, and by same-sex security guards.

4. Wages, benefits and working hours

Supplier shall pay workers according to applicable employment laws, including minimum wages, overtime hours and mandated benefits, where applicable and relevant to a worker's individual role and terms of employment. Suppliers shall communicate in a timely manner with workers regarding the basis upon which they will be paid. Suppliers are also expected to communicate with workers whether overtime is required and the wages to be paid for such overtime.

ICON's expectations explained



Wages and working hours - management systems:

A system must be in place to monitor the hours and wages paid to agency staff onsite, and complete hours and payroll records are kept for all workers onsite at all times, where applicable.



Wages:

Workers are not required to do unpaid work. Workers' monthly pay, or piece rate, is at least at local legal minimum wages and is paid regularly and in full, in accordance with local laws.



Overtime pay:

Overtime, where it applies, is paid according to all local laws, and where these do not exist, as a minimum at the same rate as normal pay.



Benefits and bonuses:

All legally required benefits are paid to workers on time and in full.



Working hours:

Working hours are aligned with local laws or industry benchmarks.



Overtime hours:

Overtime is voluntary and workers do not regularly work excessive work time in one week.



Time-off and breaks:

Workers are given time-off and breaks, in accordance with local laws.



Communication:

Payment terms are communicated to workers before they start and confirmed in writing. Workers receive pay slips.



Deductions:

Deductions for disciplinary issues and absence are only taken in accordance with local laws.

5. Freedom of association

Open communication and direct engagement with workers to resolve workplace and compensation issues are encouraged. Suppliers should respect the rights of workers, as set forth in local laws, to freely join or not join labour unions, seek representation and join workers' councils. Workers should be able to communicate openly with management regarding working conditions without threat of reprisal, intimidation or harassment.

ICON's expectations explained



Collective bargaining:

Workers are able to bargain collectively and understand how to raise issues if they wish. Where collective agreements are in place, they are communicated to workers appropriately. Where local laws restrict trade unions, workers are able to form worker committees, if they so choose.



Trade union/worker representation rights:

Worker representatives are granted reasonable time and access to facilities to carry out their role, in accordance with local laws and where applicable.

6. Health and Safety

Suppliers should identify, mitigate and monitor existing and emerging health and safety risks that may be associated with their business activities.

Suppliers should maintain appropriate health and safety programs in compliance with all applicable laws and regulations, including any necessary emergency preparedness and response plans.

Suppliers should ensure that all employees receive proper training to ensure health and safety compliance in the workplace and to help protect them from potential hazards.

7. Environment

Suppliers are expected to operate in an environmentally responsible manner and shall comply with all applicable environmental laws and regulations. They are also expected to have an understanding of their environmental impact, responsibilities and risk and are encouraged to address their commitment to greenhouse gas emission reductions and engage in the development of climate-friendly technologies and/or practices.

All required environmental permits, licenses, information registrations and restrictions shall be obtained, and their operational and reporting requirements followed.

ICON's expectations explained



Waste:

Suppliers shall have processes and systems in place to ensure the safe handling, movement, storage, recycling, reuse or management of waste. Any generation and disposal of waste, emissions to air and discharges to water, with the potential to adversely impact human health, biodiversity and/or climate change, shall be appropriately minimised, properly managed, controlled and/or treated prior to release into the environment.



Spills:

Suppliers shall have processes and systems in place to prevent and mitigate accidental and diffusive spills and releases to the environment with the potential to adversely impact human health, biodiversity and/or climate change.



Efficiency:

Suppliers shall have processes and systems in place to optimise the use of all relevant resources sustainably, such as energy, water and materials in addition to encouraging the reduction of negative environmental impacts throughout their own supply chain.

Management systems

Suppliers are expected to use management systems to facilitate continual improvement and compliance with applicable laws and regulations and the expectations of this Supplier Code.

Elements of the management systems include:

- Demonstrating commitment to the concepts described in this document by allocating appropriate resources.
- Implementing mechanisms to determine and manage risk in all areas addressed by this Supplier Code.
- Maintaining documentation necessary to demonstrate conformance with these expectations and compliance with applicable regulations.
- Establishing a training program that achieves an appropriate level of knowledge, skills and abilities in management and workers to address these expectations.
- Continual improvement by setting performance objectives, executing implementation and business continuity plans and taking necessary corrective actions for deficiencies identified by internal or external assessments, inspections and management reviews.

Raising concerns

Reporting potential misconduct

Supplier should have a process in place for the reporting of suspected illegal activities in breach of relevant national and international laws, regulations, codes and standards. There should be a method of reporting which is known to all workers and a prohibition on retaliation against any employee who makes such a report.

Supplier employees should begin by contacting their own company to resolve internal ethics and compliance concerns. Suppliers who believe that an ICON employee, or anyone acting on behalf of ICON, has engaged in illegal or otherwise improper conduct should report the matter promptly to their ICON management or ICON Procurement point of contact. Where this is determined not to be appropriate or possible, contact can be made online/by telephone through ICON's Ethics Line below. ICON Ethics Line is not a standard query or Supplier/customer care line, but is reserved for the communication of questions or concerns regarding violations of ICON's core ethical codes or applicable legal requirements. ICON operates a strict anti-retaliation policy.

[ICON.ethicspoint.com](https://www.icon.ethicspoint.com)

Molecule to Medicine



As a world leader in clinical research and commercialisation, we are a trusted partner for pharmaceutical and medical device companies in helping them to accelerate the development of drugs and devices that save lives and improve quality of life.

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About ICON

ICON plc is a global provider of outsourced drug and device development and commercialisation services to pharmaceutical, biotechnology, medical device and government and public health organisations. The company specialises in the strategic development, management and analysis of programs that support clinical development - from compound selection to Phase I-IV clinical studies. With headquarters in Dublin, Ireland, ICON currently, operates from 99 locations in 40 countries. Further information is available at [ICONplc.com/contact](https://www.iconplc.com/contact)