ICON plc

Corporate Governance Guidelines

Adopted 22 October 2024 and amended on 18 February 2025 and 20 October 2026

The Board of Directors ("Board") of ICON plc, an Irish incorporated public limited company (the "Company"), has adopted Corporate Governance Guidelines (the "Guidelines") for the Company. The Guidelines reflect the Board's commitment to a system of governance that enhances corporate responsibility and accountability. The Guidelines should be applied in a manner consistent with all applicable laws and stock exchange rules and the Company's Constitution, each as amended and in effect from time to time. The Guidelines are intended to serve as a flexible framework for the conduct of the Board's business and not as a set of legally binding obligations. The Board may modify or make exceptions to the Guidelines from time to time in its discretion and consistent with its duties and responsibilities to the Company and its shareholders.

1. **Director and Board Duties**

The primary duty of the Directors, in carrying out their roles as Directors of the Company, is to act in good faith in what each Director reasonably believes to be in the best interests of the Company.

The Board appoints the CEO and the CEO and the other executive officers of the Company (the "Senior Management Team") are responsible for managing the day-to-day operations of the Company's business.

2. Chairperson

The Board appoints the chairperson of the Board (the "Chairperson") pursuant to the Constitution. The Chairperson shall (unless the Board determines otherwise from time to time):

(i) administer and oversee the operation of the Board;

(ii) preside at all meetings of the Board of Directors and general meetings of the shareholders;

(iii) extend the invitation on behalf of the Board to potential new Board members to join the Board;

(iv) liaise with Directors between meetings to ensure issues they want covered are covered at meetings of the Board;

(v) liaise with management;

(vi) meet with shareholders where required and as appropriate; and

(vii) perform such other duties and services as set out in the Guidelines or as determined by the Board.

3. Definition of Director Independence

In accordance with the listing standards of the Nasdaq Stock Market ("Nasdaq"), a Director is "independent" if the Director (a) is not an employee of the Company, (b) is not any other individual having a relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a Director and (c) satisfies the independence requirements set forth in Nasdaq Rule 5605(a)(2) and the rules of the Securities and Exchange Commission.

The Board assesses any relationship between each non-executive Director and the Company to ensure that there is no relationship between any non-executive Director and the Company that could be construed to prevent any Board member from being designated as independent. The independence of the Directors is reviewed annually by the Nominating, Sustainability and Governance Committee.

4. Board Member Skills, Characteristics and Profiles

The Nominating, Sustainability and Governance Committee is responsible for annually reviewing with the Board the appropriate skills and characteristics required of Board members in the context of the Company's business needs and the current composition of the Board. This assessment should include a consideration of backgrounds, skills, tenure, expertise and perspectives of the Board in the context of an analysis of the perceived needs of the Board at that point in time.

5. Selection of New Directors

The Board has delegated the Director candidate screening process to the Nominating, Sustainability and Governance Committee, which recommends candidates for election to the full Board for its consideration. The Nominating, Sustainability and Governance Committee shall, 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. When conducting a formal search for new director candidates, the Nominating, Sustainability and Governance Committee shall endeavour to include candidates with a broad range of backgrounds, skills, experiences and 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.

The entire Board (following a recommendation from the Nominating, Sustainability and Governance Committee) is responsible for nominating members for election to the Board and for filling vacancies on the Board that may occur between annual meetings of shareholders.

The invitation to join the Board is extended by the Chairperson on behalf of the Board.

6. Key Board Oversight Matters

(i) Strategy

The Board oversees management's development of long-term strategies. During at least one meeting of the Board each year, the Board will be presented the long-term strategic plan for the Company and the principal issues that it expects to face in the future.

(ii) Succession Planning

The Board, with the assistance of the Compensation and Organisation Committee, annually reviews and considers the Company's succession plan for the position of CEO and certain other executive officers and senior management. The Compensation and Organisation Committee has oversight and periodically reviews and makes reports and recommendations to the Board at least annually. To assist the Compensation and Organisation Committee and the Board, the CEO annually provides the Compensation and Organisation Committee and the Board with an assessment of executive officers and their potential to succeed him or her. He or she also provides the Board with an assessment of persons considered potential successors to certain executive officer positions, including a review of any development plans recommended for such individuals.

In addition, the CEO shall prepare, on a continuing basis, a short-term succession plan which delineates a temporary delegation of authority to certain officers of the Company, if all or a portion of the executive officers should unexpectedly become unable to perform their duties. The short- term succession plan, and any periodic updates shall be provided to the Compensation and Organisation Committee and then to the Board. The short-term succession plan shall be in effect until the Board has the opportunity to consider the situation and take action, when necessary. The Board reviews and updates, as necessary, both the short-term and long-term succession plans for the CEO and other executive officers on an annual basis.

The Board also plans for its own succession to ensure the future leadership of the oversight of the Company. The Nominating, Sustainability and Governance Committee annually assesses issues

surrounding Board succession and takes those matters into account when recommending nominees for election to the Board at the next annual meeting of shareholders.

(iii) Management Development

In connection with its consideration of the Company's succession plan, the Compensation and Organisation Committee assists the Board by overseeing talent management, development, and corporate succession plans for the executive leadership team, and reviewing where appropriate the systems in effect for the education, development, and orderly succession of senior and mid-level managers throughout the Company. The CEO shall provide an annual report to the Compensation and Organisation Committee and then to the Board, on the Company's program for management development.

(iv) Culture

The Board believes that the Company should conduct its business through a strong commitment to ICON's values of integrity, agility, inclusion and collaboration. The Board is responsible, alongside management, for setting the "tone at the top" and for overseeing management's strategy to align corporate culture with ICON's values and long-term strategy.

(v) Risk Oversight

The Board oversees the establishment and maintenance of the Company's risk management processes. The Board may delegate primary responsibility for oversight of specific risks to any one or more of its committees. The Board oversees general business and market risk management and delegates specific risks to the different committees. The Board receives a risk update presentation at the quarterly Board meetings.

(vi) Cybersecurity

The Board regularly reviews the Company's policies and procedures relating to cybersecurity including: the potential impact of such risks on the Company's business, financial results, operations and reputation; and the Company's plans to mitigate cybersecurity risks. The Board receives a cybersecurity update quarterly and at other times as the circumstances require.

(vii) Environmental, Social, and Governance

The Nominating, Sustainability and Governance Committee oversees the Company's general policies, procedures and disclosures relating to environmental, social, and governance ("ESG") topics and the Audit Committee shall oversee and monitor, as appropriate in co-ordination with the Nominating, Sustainability and Governance Committee, the Company's external reporting on ESG matters included in the Company's financial statements and data quality related to such reporting. The Compensation and Organisation Committee oversees the Company's human capital management matters, including by regularly receiving updates from the Company's Chief People Officer. The Nominating, Sustainability and Governance Committee may propose to the Board to delegate primary responsibility of other specific areas of ESG focus to one or more of the other committees from time to time. Each committee shall regularly report to the full Board on its respective areas of oversight related to ESG and the Board shall receive at least one ESG update from management annually.

7. Orientation and Continuing Education

The Nominating, Sustainability and Governance Committee, together with the Secretary of the Company, oversees the orientation and training of newly elected Directors and continuing education for all Board members. As appropriate, opportunities for additional educational sessions for directors will be provided on matters relevant to the Company and its business. Directors are encouraged to independently participate in educational programs relevant to their responsibilities, including programs conducted by universities and other educational institutions.

8. Director Election Policy

Notwithstanding the Company's Constitution, the Board has a current policy that all Directors shall seek re-election by the shareholders on an annual basis and if a director fails to obtain the requisite shareholder votes to be re-elected in accordance with the Constitution, their appointment shall terminate automatically and with immediate effect.

9. Director Resignation Policy

A Director may resign from the Board at any time upon written notice to the Company which is to be delivered to the Chairperson of the Board or the Company Secretary.

10. Change in Director Circumstances

In the event of a significant change in circumstances 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, which would inhibit his or her ability to continue service on the Board, the director will notify the Chairperson of the Board for consideration by the Nominating, Sustainability and Governance Committee and the Board.

The Board shall decide in each individual instance, after considering the recommendations of the Nominating, Sustainability and Governance Committee, if the director should be requested to resign from the Board.

11. Conflicts of Interest

Any situation that involves, or may reasonably be expected to involve, a conflict of interest between a Director and the Company should be brought to the Chairperson and the Company Secretary's attention in accordance with the Company's policy regarding related party transactions and the Company's Constitution.

12. Retirement Age / Re-election

The Directors are not required to retire at any particular age.

As each director is currently subject to annual election by shareholders, there are no term limits for the Board. The Nominating, Sustainability and Governance Committee, in its annual review of Board composition, shall consider the issue of continuing director tenure and take appropriate steps to ensure that the membership of the Board contains the skills, knowledge and experience of Directors needed at that time, is suitable and periodically refreshed and takes those matters into account when recommending nominees to the Board for re-election to the Board at the next annual meeting of shareholders. The Board shall decide whether or not to recommend for re-election each Director standing for re-election by the shareholders.

13. Service on Other Boards

Directors must not be subject to any restrictions which would prevent them from holding office as a director and must be able to allocate sufficient time as necessary to fulfil their responsibilities as a Director. Directors must obtain the agreement of the Chairperson before accepting additional commitments that might affect the role as Director of the Company. Additionally, the CEO and other executive officers of the Company must seek the approval of the Board before accepting membership on other boards (or similar bodies), including corporate and charitable boards. Neither the CEO nor an executive officer of the Company may serve on any board of directors of a company if the CEO or another executive officer of that company is serving on the Board. The Nominating, Sustainability and Governance Committee may take into account the nature of and time involved in a Director's service on other boards and/or committees in evaluating the suitability of individual Director candidates and current Directors.

14. Board Compensation

The Company believes that compensation for non-executive Directors should be competitive, that the non-executive Director compensation at other companies similar in size and scope to the Company should be taken into consideration and that compensation should align Directors' interests with the long-term

interests of shareholders. The Compensation and Organisation Committee shall review and approve non-executive Director compensation, including Board and Committee fees and any additional fees for additional Board roles, and equity grants, taking into consideration the total non-executive Director compensation at comparable companies.

15. Number and Names of Committees

The Board is currently organised into four standing committees: the Audit Committee, the Nominating, Sustainability and Governance Committee, the Compensation and Organisation Committee, and the Execution Committee. The Board may delegate its duties and responsibilities to any committee of the Board as outlined in the committee charters. From time to time, the Board may provide for such other standing or special committees as may be necessary to carry out its responsibilities.

16. Committees and Committee Members

The Nominating, Sustainability and Governance Committee shall be responsible for reviewing the charters and composition of each committee and making recommendations for the assignment of Board members to various committees and if necessary the creation or elimination of committees. The Nominating, Sustainability and Governance Committee shall from time to time review the Committee assignments and 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 experience and viewpoints.

17. Lead Independent Director

When considered desirable by the Board, including when the Chairperson is not an independent Director or may not be considered independent by the Company's stakeholders, the Board will elect one of the Board's independent Directors to serve as the Lead Independent Director. Where the Chairperson is not independent, the Lead Independent Director is responsible for coordinating the activities of the independent Directors and shall perform such other duties and responsibilities as the Board may determine, examples of such duties and responsibilities being:

(i) liaising between independent directors and management;

(ii) presiding at executive sessions of independent directors and at meetings of the Board when the Chairperson is not present and providing feedback discussed to the Chairperson, CEO and other members of senior management, as appropriate;

(iii) calling meetings of the independent directors and non-employee directors of the Board, as appropriate;

(iv) consulting with the Chairperson regarding approving agendas, schedules and information sent to the Board for meetings of the Board;

(v) consulting with the Chairperson on other matters pertinent to the Company and the Board;

(vi) leading the independent directors' evaluation of the Chairperson; and

(vii) performing such other responsibilities as the Board may determine from time to time.

18. Executive Sessions

In general, the agenda for every regularly scheduled Board meeting shall include a meeting of the non-executive directors in executive session. In any event, the non-executive directors shall meet in executive session at least semi-annually. The non-executive directors will meet in executive session at other times at the request of any non-executive director.

19. Frequency of Meetings

There shall be at least four regularly scheduled meetings of the Board each year. In addition, special meetings may be called from time to time as determined by the needs of the Company.

20. Voting at Meetings

Questions arising at any meeting of the Board or Committee shall be decided by a majority of the votes of those present, subject to the meeting attaining the requisite quorum. Where there is an equality of votes, the Chairperson of the meeting shall have a second or casting vote.

21. Selection of Agenda Items for Board Meetings

The Chairperson of the Board shall set the agenda for Board meetings with the understanding that certain items necessary for appropriate Board oversight, such as annual budgets, long range plans, and succession plans, must appear periodically on the agenda. Board members may suggest to the Chairperson that particular items be placed on the agenda.

22. Board Materials Distributed in Advance

The Board believes that information, documentation, presentations, and data that are important to the Board's understanding of the business should be distributed in writing to the Directors before the Board meets with sufficient time to review. Management will endeavour to provide on a timely basis material that is concise, informative and clear. Directors are responsible for reviewing these materials prior to each Board meeting. The Board acknowledges that certain items to be discussed at a Board or committee meeting may be of an extremely confidential or time-sensitive nature and that the distribution of materials on these matters prior to meetings may not be appropriate or practicable.

23. Confidentiality

The proceedings and deliberations of the Board and its committees, along with any information received in connection with a Director's service as a Director, are confidential and must not be shared or discussed outside of the context of a Board or committee meeting.

24. Attendance of Non-Directors at Board Meetings

At the invitation of the Board, members of the Senior Management Team recommended by the Chairperson or CEO may attend Board meetings or portions thereof for the purpose of participating in discussions. Generally, presentations of matters to be considered by the Board are made by the executive responsible for that area of the Company's operations. Furthermore, the Board encourages management, from time to time, to bring personnel into Board meetings who (a) can provide additional insight concerning the items being discussed because of personal involvement in those areas or (b) have future potential such that senior management believes they should be given exposure to the Board.

Additionally, the Board may permit the regular attendance at each Board meeting of non-directors, including the Chief Financial Officer, the General Counsel and the Company Secretary.

25. Evaluation of Board

The Nominating, Sustainability and Governance Committee is responsible for overseeing at a minimum an annual evaluation of the overall performance of the Board and reporting the results to the entire Board. If the Nominating, Sustainability and Governance Committee so desires, it may be assisted by an outside consultant in conducting its assessment of the overall performance of the Board. The report should be discussed with the full Board at the same time, if possible.

The purpose of the evaluation is to increase the effectiveness of the Board as a whole, not to evaluate individual directors. As such, the Nominating, Sustainability and Governance 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.

The Chairperson shall annually consider the performance of each individual director, consulting with the Nominating, Sustainability and Governance Committee as appropriate.

26. Evaluation of the CEO

The non-executive Directors, led by the Chairperson, shall, on an annual basis, discuss the Compensation and Organisation Committee's annual performance evaluation of the CEO and the compensation awarded to the CEO by the Compensation and Organisation Committee.

27. Board Access to Senior Management Team

Board members shall have complete access to the Senior Management Team. Board members shall use sound business judgment to ensure that such contact or requests are not distracting or disruptive to the business operations of the Company.

28. Access to Independent Advisors

The Board and each committee have the power to hire independent legal, financial or other advisors as they may deem necessary, without consulting or obtaining the approval of any executive officer of the Company in advance. The Company will provide sufficient funding to the Board and to each committee, as determined by the Board and each committee, to exercise their functions and for the services of their advisors.

29. Board Interaction with Investors, Press, Customers and Other Third Parties

The Board believes that management generally should speak for the Company. Each Director shall refer all inquiries from investors, the press, customers or other stakeholders to management.

30. Review of Corporate Governance Guidelines

The Nominating, Sustainability and Governance Committee reviews these corporate governance guidelines annually and provides a report to the full Board of the Committee's findings and recommendations. If necessary, the guidelines shall be revised and updated by the Board based on the recommendations of the Nominating, Sustainability and Governance Committee.

31. Discharging Duties as Director and Indemnification

In discharging their obligations, Directors are entitled to rely on the honesty and integrity of the Company's executive management team, its internal and external auditors and other outside advisors.

To the extent permitted by law, the Directors are also entitled to Company-provided indemnification and directors' and officers' liability insurance.

32. Communications with the Board

Shareholders may communicate with the Board, its Chairperson, its committees, or any Director by writing to:

Company Secretary
ICON plc
South County Business Park,
Leopardstown,
Dublin 18,
D18X5R3
Ireland

Any communication should clearly specify the intended recipient. The office of the Company Secretary will receive the correspondence and forward it to the intended recipient as appropriate.