



**ICON p.l.c.**

## **INTEGRATION COMMITTEE CHARTER**

*Adopted 27 April 2021*

### **1. PURPOSE**

The primary function of the Integration Committee (the “Committee”) of the Board of Directors (the “Board”) of ICON p.l.c. (the “Company”) shall be to assist the Board with its oversight responsibilities, in relation to the integration of PRA Health Sciences into the ICON Group (the “Integration”)

- to oversee and monitor the Integration planning processes;
- to provide the Board with updates in respect to the Integration; and
- to provide the Board with such additional information and materials as necessary to make the Board aware of significant Integration matters that require its attention.

In carrying out its function, the Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

### **2. MEMBERSHIP**

The Committee members will be appointed by, and will serve at the discretion of, the Board and will consist of at least three members of the Board. The Nominating and Corporate Governance Committee shall review the composition of the Committee annually and shall recommend nominees for appointment to the Committee as vacancies or newly created positions occur. The members will meet the following criteria:

- At least a majority of the members will meet the criteria for independence in accordance with (i) The NASDAQ Stock Market LLC (“NASDAQ”) Integration Committee requirements, and (ii) the rules and regulations of the U.S. Securities and Exchange Commission (the “SEC”).
- Each member will not have any relationship which, in the opinion of the Board, would (i) make him or her not independent and/or (ii) interfere with the exercise of his or her independent judgment as a member of the Committee. For this purpose each director will disclose to the chairman of the Committee (the “Committee Chairman”) any such relationship when it arises and the Committee Chairman shall inform the Board for its determination whether such relationship compromises independence.

The Chairman of the Board shall be the Committee Chairman. In the absence of the Committee Chairman from any meeting of the Committee, the chairman of the meeting shall be elected by a vote of the members present. Committee members may be removed by the Board at any time with or without cause. Members shall continue to be members until their successors are elected and qualified or until their earlier resignation or removal.

The Board shall nominate a person to act as Secretary of the Committee taking into account other roles within the Company held by that person. The Board may replace the Secretary with or without cause from time to time.

### **3. RESPONSIBILITIES**

The responsibilities of the Committee shall include:

- Reviewing and assessing the Integration plan;
- Providing oversight and monitoring of the Integration team including reviewing the progress of the Integration and recommending to the Board for approval any changes to the plans, documents, policies and procedures of the Integration team;
- Meeting the Integration's external advisors;
- Reviewing, at least on an annual basis, the Committee's own structure, processes and membership requirements, including reviewing the adequacy of this Charter; and
- Performing such other duties as may be requested by the Board.

### **4. MEETINGS**

The Committee will meet four times per year, and more frequently if deemed advisable by the Committee Chairman or as circumstances dictate. The Committee may establish its own schedule, which it will provide to the Board in advance. An agenda will be circulated prior to each meeting. Meetings of the Committee may be held telephonically in accordance with the provisions of the Company's Constitution. In the absence of a meeting, the Committee may act by unanimous written consent.

Two members of the Committee shall constitute a quorum for a meeting and the affirmative vote of a majority of members present at a meeting at which a quorum is present shall constitute the action of the Committee. In other respects the Committee shall establish its own rules of procedure subject to the Constitution of the Company. Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chief Executive Officer, the Chief Financial Officer, the Chief Administrative Officer & General Counsel, the Integration Lead and external advisers may be invited to attend all or part of any meeting as and when appropriate.

**5. MINUTES**

The Committee will maintain written minutes of its meetings, which will be kept with the minutes of the meetings of the Board.

**6. REPORTS**

The Committee will report to the Board on its deliberations after each meeting and shall formally summarise its examinations and recommendations to the Board where appropriate or where requested by the Board. The Committee shall also make to the Board whatever recommendations it deems appropriate on any area within its remit where action or improvement is needed.

**7. COMPENSATION**

Members of the Committee may receive additional remuneration or compensation from the Company for being a member of the Committee.

**8. AUTHORITY**

The Committee is authorised to inquire into any matter that it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company for this purpose. The Committee has the power to retain outside counsel, advisers, consultants and/or auditors in carrying out its function.

**9. FUNDING**

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of external advisors as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. Consequently, the Company shall provide for appropriate funding, as determined by the Committee, for payment of any compensation to any independent counsel, advisers or consultants employed by the Committee.