Global Code of Ethical Conduct



Approved on 20 October 2026

ICONplc.com

Contents

Message from our CEO 03

Introduction 04

Applicability and oversight 04

1. Lawful, honest and responsible business practices 05

Anti-bribery/corruption 05

Conflicts of interest 06

Gifts, entertainment and hospitality 07

Supplier engagement 08

Debarment and exclusions 08

Healthcare and clinical trial regulations 08

Lobbying and political activities 09

Government contracting 09

International trade, sanctions and anti-boycott law 09

Competition law 10

2. Our workplace 11

Respect for employees, fair treatment and non-discrimination 11

Freedom of Association 11

Human rights 12

Prohibited substances 12

Health and safety 12

Sustainability and our environment 13

3. Asset and information protection 14

Confidential information 14

Insider trading and securities law 14

Prediction markets 14

Social media 15

Intellectual property 15

Integrity of records 15

Personal data protection 16

Information security 17

Responsible use of Artificial Intelligence 18

Use of ICON property and assets 18

4. Seeking guidance and raising concerns 19

Queries relating to the code 19

Reporting suspected code violations 19

Ethics line 20

Follow up and investigations 20

Anti-retaliation policy 20

Disciplinary actions 20

Amendments to the code 20

Document history 21

Message from our CEO

At ICON, our mission is to improve the lives of patients by accelerating the development of our customers' drugs and devices through innovative solutions. We are guided in this mission by ICON's core values: integrity, agility, collaboration and inclusion.

Our Global Code of Ethical Conduct establishes the principles that underpin our commitment to integrity. The Code describes how we integrate our ethical principles into business practices and culture through honesty, transparency and compliance with both the letter and the spirit of the laws and regulations that apply to our business. Our commitment to integrity provides the foundation for our relationships with our fellow colleagues, our customers, partners, suppliers and the communities we serve.

The Code is not a substitute for good judgment or common sense and is not intended to address every possible situation or scenario. It is instead intended to provide baseline expectations that apply every day, regardless of business pressures. You should read the Code in its entirety and ask questions if anything is unclear.

We must hold both ourselves and our co-workers accountable for upholding and living ICON's values. If you know or suspect what you are doing is wrong—don't do it. If you have questions, ask for advice or clarification. If you believe that misconduct has occurred, report it using one of the channels described in the Speak Up Policy.

Each and every one of us is essential to meeting our ethical commitments. Thank you for all you do to make ICON a partner of choice and an employer of choice across the globe.

Kind regards,



Barry Balfe
Chief Executive Officer, ICON plc



Introduction

ICON's values set a common vision of how we measure success—not just by the results we achieve but by the way in which we achieve them.

These values reflect our commitment to doing the right thing across all facets of our work. We have a strong moral code, understand that our actions impact others and hold each other accountable thereby respecting customers, stakeholders, patients and partners.

We've set the standard for business conduct in this Global Code of Ethical Conduct (the "Code"), a document that reflects our values and sets expectations for business interactions and conduct both within and outside of ICON. Throughout the Code, you will find references to policies and procedures that provide additional explanation regarding ICON's expectations.

The Code does not provide answers to every situation that may be encountered and is not a substitute for your individual responsibility to exercise good judgment and use common sense.

If you are unsure about the correct behaviour in any situation you should ask yourself the following questions:

- Is my behaviour legal?
- Does it comply with the Code?
- Does it comply with ICON's other policies and procedures?
- Are my actions fair and honest?
- Could it have negative consequences for ICON or me?
- What would my family and friends think about what I was doing?
- Would I be comfortable if it was publicly reported?
- Are there any alternatives to my actions?
- Is there someone I should contact before taking any action?

If the answers to these questions do not provide the guidance you need, seek advice from your People Leader, other members of management or an employee with the right expertise. Consult the Speak Up Policy for further information regarding where to go with specific questions and concerns.



Applicability and oversight

The Code covers all officers, directors (including a non-executive when carrying out his or her duties as a director of ICON plc) and employees (collectively referred to as "Covered Persons" for the purposes of the Code) of ICON plc, its subsidiaries and branches. All Covered Persons should carefully read and ensure they understand the content of the Code and at all times act in accordance with it. Additionally, all employees are required to confirm they have read and understood the Global Code of Ethical Conduct on completion of the annual mandatory Global Ethics refresher training by signing the code via the eLearning completion form.

This Code establishes the standards and controls through which ICON seeks to identify, prevent, mitigate and manage material business conduct impacts, risks and opportunities. It supports the implementation of ICON's Ethics and Compliance programme and contributes to the management of material sustainability matters identified through ICON's double materiality assessment, contributing to compliance with the Corporate Sustainability Reporting Directive (CSRD).

The Nominating, Sustainability and Governance Committee of ICON plc's Board of Directors has responsibility for oversight of this Code. This committee has delegated day-to-day responsibility to members of the ICON senior leadership team for ensuring that the Code and the policies and procedures referred to in the Code are appropriate and effectively implemented.

The Code is a living document, and is reviewed periodically to ensure that it continues to meet our legal obligations and reflects best practice.

1. Lawful, honest and responsible business practices

Covered Persons must act ethically and comply with all applicable laws, regulations, industry codes of practice, and company policies and standards that govern ICON's interactions with external parties. External parties include healthcare providers, healthcare institutions, regulatory, governmental and public officials, vendors, suppliers, customers and any other entity or person that is not part of the ICON plc Group. Interactions with external parties must not have, or even appear to have, an improper influence on our decisions.

Key stakeholder interactions

Specific laws and regulations often apply in relation to interactions with healthcare providers (HCPs) and government officials. Covered Persons must exercise particular care and vigilance when dealing with these external parties and must be familiar with the laws and regulations applicable to the work they do. You must ensure that your actions:

- Comply with ICON policies and procedures
- Serve a legitimate business purpose
- Do not interfere or appear to interfere with a HCP's independent medical judgment, or a government official's performance of duties



Anti-bribery/corruption

Bribery of any kind is strictly prohibited. Covered Persons must not directly or indirectly make, promise, authorise, offer or provide anything of value to anyone in an attempt to improperly influence any act or decision in order to obtain or retain business, or to secure any improper advantage for ICON or for themselves. Bribery is inconsistent with ICON's culture and values and violates applicable laws including the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act, the U.S. Anti-Kickback Statute similar laws and regulations across the globe and the private-sector anti-corruption principles reflected in Article 12 of the United Nations Convention against Corruption. Bribery is prohibited by this Code regardless of the local regulatory environment and whether compliance with company policy will result in lost business.

Payments to external parties must only be for legitimate services, be reasonable and represent fair market value. Covered Persons must not provide anything of value to an external party for the purpose of influencing or inducing them to buy or prescribe a healthcare product or service that the relevant national or local government might pay for (such as Medicare or Medicaid in the U.S.).

Accurate documentation must be created and retained to support payments to external parties. Payments to government officials made to expedite or obtain the performance of routine, non-discretionary governmental actions, known as "facilitation" or "grease" payments, are prohibited.

Further guidance:
Anti-bribery/corruption

Global Anti-Corruption Compliance Policy
Global Policy on Interactions with Healthcare Professionals
MyICON Ethics and Compliance page
Corporate Sponsorship and Donations Policy

Conflicts of interest

A Conflict of Interest arises when the private interest of a Covered Person (or those of a someone closely related to a Covered Person) differs, or could be perceived to interfere with, the interest of ICON. Making judgments, taking decisions, or pursuing actions when facing a Conflict of Interest may make it difficult to perform work for ICON objectively and effectively and may have legal and/or regulatory consequences.

Covered Persons who act on behalf of ICON must not permit outside activities or interests to interfere with the best interests of ICON or with their ICON-related duties. Covered Persons must recognize and avoid situations that may cause an actual or apparent Conflict of Interest, and must disclose potential conflicts when they arise.

In order to appropriately review and assess specific situations, Covered Persons are expected to disclose any actual, potential or perceived Conflict of Interest to their People Leader, HR Business Partner or to the Ethics and Compliance team (legalcompliance@iconplc.com) using the process described in the Global Conflict of Interest Policy.

Avoiding a Conflict of Interest may not always be possible or practical but the required action is always to disclose it. Disclosure must be done in a timely manner and ideally must take place as soon as you identify that there may be a Conflict of Interest.

Common conflicts of interest include, but are not limited to:

- **Outside employment (e.g., having a second job with an ICON customer, supplier, or competitor)**
- **Providing consulting services to a for-profit entity**
- **Workplace relationships (e.g., a romantic or intimate relationship between individuals in a reporting chain or when one of the individuals can influence the other's career or compensation)**
- **Family relationships (e.g., involvement in hiring or supervising a family member)**
- **Personal financial interests (e.g., owning a substantial share of an ICON supplier while in a position to steer ICON business towards it)**
- **Selling goods or services to ICON**
- **Personal political commitments which could conflict with ICON's interests**
- **Receiving inappropriate fees, commissions, discounts, gifts, entertainment, or services (e.g., receiving cash from a business partner)**
- **Serving in a board position with a not-for-profit organisation that solicits or receives ICON funding.**

Further guidance:
Conflicts of interest

Global Conflict of Interest Policy
MyICON Ethics and Compliance page
Corporate Sponsorship and Donations Policy



Gifts, entertainment and hospitality

Covered Persons must not give or accept gifts, payments, discounts, hospitality, favours or personal services to or from external parties where these would, or might appear to, improperly influence the recipient in connection with their work. Even the appearance of impropriety in giving or receiving gifts, entertainment, or hospitality can have significant and material detrimental consequences for both ICON and the individuals involved.

This is an area where perception is critical. If a gift, entertainment or hospitality could be perceived as likely to affect your or an external party's judgment or any decisions you make when doing business on ICON's behalf, then the exchange is inappropriate.

All gifts, entertainment and/or hospitality must comply with these key principles.:

1. They must be:

- Reasonable and modest
- Infrequent
- Appropriate for the occasion
- Permitted under local laws and regulations and the standards of conduct of the recipient's employer/ professional body
- Consistent with local customs and norms
- Connected with a legitimate ICON business purpose, e.g., a business discussion/presentation to exchange business-related information or a demonstration or explanation of ICON's services or information directly relevant to the recipient's performance of services in a clinical trial.

2. They must NOT be:

- For the purpose of inducing or influencing the outcome of a clinical trial, or to secure any improper advantage for the person or entity providing the gift, entertainment or hospitality
- A bribe, payoff or kickback (e.g., in order to obtain or retain business, or to secure an improper advantage, such as securing favourable tax treatment)
- Lavish or excessive
- Cash/coupons or cash equivalents (physical or virtual gift cards or gift certificates are not permitted)
- Given to an investigator or site personnel with the intent of incentivising subject recruitment or in recognition of subject recruitment
- Reasonably capable of being perceived as any of the above.

Local, state or national laws and/or industry codes and some customer requirements may prohibit or impose more restrictive gift, entertainment and hospitality requirements than ICON policy, particularly with regard to HCPs or government officials. It is important that you consult any local or regional requirements or customer restrictions prior to giving or receiving any gift, entertainment or hospitality.

The Global Gifts, Entertainment and Hospitality Policy establishes pre-defined limits and approval thresholds at a regional level for certain types of gifts, entertainment and/or hospitality. Covered Persons should review these requirements prior to giving or receiving gifts, hospitality or entertainment.

Further guidance:
Gifts, entertainment and hospitality

Global Anti-Corruption Compliance Policy
Global Gifts, Entertainment and Hospitality Policy
Global Policy on Interactions with Healthcare Professionals
MyICON Ethics and Compliance page



Supplier engagement

ICON is committed to working with only those suppliers that embrace high standards of behaviour.

We choose our suppliers and vendors based on quality and compliance standards, price, delivery, service and reputation. Suppliers must agree to follow the principles set out in ICON's Global Supplier Code of Conduct which incorporates the Pharmaceutical Supply Chain Initiative (PSCI) principles for Responsible Supply Chain Management. All ICON suppliers and vendors must conduct business in compliance with applicable laws and regulations, including but not limited to those concerning modern slavery.

ICON is committed to fair payment practices and seeks to pay suppliers in accordance with agreed contractual terms. We establish standard payment terms for different categories of suppliers and communicate these terms clearly during the contracting process.

When engaging a supplier or vendor, Covered Persons must:

- Ensure they are suitably qualified
- Comply with ICON SOP requirements for evaluating and approving them
- Pay them only for contracted services
- Ensure that fee arrangements are clearly documented
- Ensure fees are reasonably in line with fair market value
- Avoid creating any actual or apparent conflicts of interest
- Pay them only after receipt of a reasonably detailed invoice and in line with internal financial approval authorisations
- Not require or authorise any supplier or vendor to make any payments which you believe may result in a bribe
- Have appropriate authority and approvals and engage appropriate internal experts before entering into transactions with vendors and suppliers.

Further guidance:
Supplier engagement

Global Supplier Code of Conduct

Debarment and exclusions

To comply with applicable legal requirements and customer commitments, ICON prohibits the employment or engagement of any person or entity excluded, debarred, suspended, or otherwise declared ineligible from performing a clinical research study by any government department, agency or government programme, including U.S. federal healthcare or procurement or non-procurement programmes or anyone who has been convicted or is under investigation for an offence relating to healthcare fraud and/or clinical research misconduct but has not yet been excluded, debarred, suspended, or declared ineligible.

Covered Persons and ICON service providers must also not be under any loss or restriction of any required professional license, or any related certifications or privileges necessary to perform ICON-related services.

Covered Persons that have been excluded, debarred or suspended, or otherwise declared ineligible, or who are under investigation for such, are responsible for disclosing this information immediately to their local Human Resources manager, who must, in turn notify the Ethics and Compliance team.

Healthcare and clinical trial regulations

ICON is committed to conducting drug and device development activities in compliance with all applicable laws, rules and regulations globally and the International Conference on Harmonisation Guidelines.

Covered Persons and contracted third-parties must follow the standards, procedures and processes specified in drug, device and clinical trial documentation in accordance with all applicable clinical research and healthcare regulations, ICON standard operating procedures and study procedures and requirements.

ICON must be inspection ready at all times with respect to clinical research regulatory requirements including Good Clinical Practices (GCP), Good Laboratory Practices (GLP), Good Clinical Laboratory Practices (GCLP) Good Pharmacovigilance Practices (GVP), Good Manufacturing Practices (GMP), Good Distribution Practices (GDP), Good Research Practices (GRP) (together referred to as 'GxP') and all other requirements that apply to ICON business operations.

We must maintain and follow our standard operating procedures implementing applicable regulatory requirements for GxP and adhere to other regulatory association requirements as applicable and appropriate.

Further guidance:
Healthcare and clinical trial regulations

Global Policy on Interactions with Healthcare Professionals
Regulatory Intelligence Database
Country/region regulatory/health authority websites

Lobbying and political activities

Where ICON engages with public authorities, legislators, regulators or other policymakers on policy or regulatory matters, it does so transparently and in accordance with applicable lobbying, registration and disclosure requirements. Where relevant, ICON considers its material sustainability impacts, risks and opportunities when developing positions and engaging in public policy and lobbying activities.

Lobbying activities undertaken on behalf of ICON must be approved by the Chief Administrative Officer (or delegate) and must comply with applicable laws and ICON's anti-corruption policies.

Questions regarding lobbying activities, or requests for approval, should be directed to the Ethics and Compliance Team.

Covered Persons must not offer or use company funds, property or employee services to support any political party, official, or committee or a candidate for political office without formal approval from the Ethics and Compliance team via legalcompliance@iconplc.com. Financial support and involvement may only be approved if permitted by applicable law.

Covered Persons may choose to support a political party using their own personal time, money or other resource. ICON will not reimburse any such employee contributions.

Government contracting

ICON complies with applicable government contracting and procurement regulations, including applicable U.S. Federal Acquisition Regulations (FAR). Covered Persons working on government funded projects must be familiar with applicable legal requirements and may be required to provide financial disclosures in connection with those contracts.

International trade, sanctions and anti-boycott laws

ICON is committed to compliance with applicable global trade requirements. Activities in this area may be obvious, such as the movement of commodities from one country to another; or less apparent, such as the transfer of knowledge between foreign nationals.

ICON must comply with all applicable customs and duty requirements associated with imports as well as laws that govern the exportation, re-exportation, and transfer of goods, services and information.

Covered Persons responsible for the movement of goods across customs borders, or for overseeing suppliers that move goods across customs borders on behalf of ICON or its customers, should understand and comply with all applicable import and export laws and regulations.

Economic sanctions laws limit or prohibit specific business dealings, including imports, exports, investments, or other transactions, with identified target countries, organisations, and/or persons. Covered Persons must not engage in transactions or transfers of value prohibited by applicable sanctions laws. Covered Persons who oversee suppliers responsible for the cross-border movement of commodities and for the payment and/or receipt of cross-border funds should be familiar with the company's economic sanctions screening controls managed by the Global Procurement organisation.

U.S. anti-boycott laws prohibit and/or penalise actions that support certain international economic boycotts not recognized by the U.S. government. Covered activity includes refusing to do business with blacklisted parties or boycotted countries, furnishing information about relations with others and refusing to hire a person based on religion or nationality. Covered Persons should report any requests to engage in prohibited activity under the anti-boycott laws to the Ethics and Compliance team via legalcompliance@iconplc.com.

Further guidance:
International trade, sanctions and anti-boycott laws

MyICON Ethics and Compliance page

Competition law

ICON complies with all applicable anti-trust and competition laws across the globe. Antitrust laws prohibit agreements that restrain trade, promote or create monopoly power and support unfair methods of competition.

Covered Persons must not engage in the following anti-competitive activities:

– Agreements with competitors to set prices, allocate markets, engage in boycotts or coordinate marketing or sales strategies

– Share pricing or other sensitive competitive information with third parties

– Gathering or using competitive intelligence using unlawful or other unethical means

When collaborating with competitors through trade associations and standard-setting groups, Covered Persons should be cautious regarding when and how pricing and other sensitive competitive information is shared.

Questions in relation to competition law issues should be referred to the Ethics and Compliance team via legalcompliance@iconplc.com.



2. Our workplace

ICON recognises that its success is achieved through the knowledge, experience and efforts of our employees and partners. We value each individual's contribution and must treat one another with dignity and respect, regardless of position, station or relationship. ICON is committed to maintaining a respectful, inclusive and safe working environment and complying with applicable employment laws and regulations in the jurisdictions in which we operate.

Respect for employees, fair treatment and non-discrimination

We believe in equal opportunities for all employees, without regard to gender, race, ethnicity, sexual orientation, physical or mental disability, age, pregnancy, religion, veteran status, national origin or any other legally protected status.

Covered Persons must show respect in their business-related interactions by avoiding behaviour that is that is improper or offensive or which could constitute bullying, harassment or discrimination. ICON does not tolerate physical, sexual, racial, psychological, verbal, or any other form of harassment. We do not tolerate unwelcome sexual advances or physical contact, sexually oriented gestures and statements, and the display or circulation of sexually oriented pictures, cartoons, jokes or other materials.

Covered Persons should immediately report bullying, harassment, and/or discrimination to their People Leader or local Human Resources representative using the process established in the Dignity and Respect at Work Policy. ICON prohibits retaliation against any employee who rejects, protests or complains in good faith about unlawful discrimination or harassment.

Further guidance:
Respect for employees, fair treatment and non-discrimination

Dignity and Respect at Work Policy
Local employee handbooks

Freedom of Association

ICON encourages open communication, dialogue, effective engagement and cooperation to resolve workplace matters of concern. We respect rights, as set forth in local laws and regulations, to freely join or not join labour/trade unions, seek representation and join workers' councils. Covered Persons can communicate openly with management regarding working conditions without threat of reprisal, intimidation, discrimination or harassment. ICON engages with labour unions and workers' councils where appropriate.

Collective bargaining:

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

Trade union/employee representation rights:

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



Human rights

ICON recognises the importance of promoting fundamental human rights and labour principles across our operations and value chain.

ICON supports the principles contained in the International Bill of Human Rights, the International Labour Organization (ILO) Declaration on Fundamental Principles and Rights at Work, the United Nations Global Compact, the Organisation for Economic Co-operation and Development (OECD) Guidelines for Multinational Enterprises on Responsible Business Conduct and the Pharmaceutical Supply Chain Initiative (PSCI) Principles for Responsible Supply Chain Management.

These principles include:

– Respect for human rights and dignity
– The prohibition of child labour
– The prohibition of forced labour, slavery and human trafficking
– Freedom of association and the right to collective bargaining
– Equal opportunity and protection from unlawful discrimination, harassment and retaliation
– Respectful treatment of workers and affected stakeholders

ICON has a zero-tolerance policy towards forced labour, slavery and human trafficking. Neither ICON nor ICON suppliers may use any forced, bonded or indentured, trafficked or involuntary prison labour.

ICON strictly prohibits the use of any form of labour from children below the local minimum working age, the age of compulsory education or the ages set out in the ILO core conventions (whichever is higher).

Covered Persons are expected to conduct themselves in a manner that respects the human rights of colleagues, patients, clinical trial participants, customers, suppliers and others affected by ICON's activities. Concerns relating to potential human rights violations should be reported using the channels described in the Speak Up Policy.

ICON's Global Supplier Code of Conduct reinforces ICON's commitment to human rights by prohibiting the use of forced labour and any form of child labour.

Further guidance:
Human rights

Global Supplier Code of Conduct

Prohibited substances

Employees must not be under the influence of alcohol or a controlled substance while at work. Drinking alcohol at an ICON event or meal may occur if appropriate and approved by local management and only if it does not endanger yourself or others, impair your ability to do your job, or adversely reflect on ICON. Any use of illegal drugs, misuse of alcohol and over-the-counter or prescription drugs in the workplace is prohibited.

Health and safety

The health and safety of employees, customers and clinical trial patients are fundamental priorities. ICON maintains an ongoing commitment to identifying, mitigating and monitoring existing and emerging health and environmental risks associated with our business activities. We encourage input and communication about our efforts from employees.

Covered Persons must work in a safe and responsible manner, protecting themselves, their colleagues, visitors and the general environment. They should be familiar and comply with local environmental regulations and any health and safety training specific to their role.

Covered Persons must follow these key health and safety requirements:

– Take appropriate safety and security precautions to ensure a safe working environment.
– Promptly report hazardous situations or other health and safety risks to the appropriate person in each location.
– Wear any protective equipment or clothing required for their work.
– Hostile physical contact, intimidation, threats or violence in the workplace are prohibited.
– Possession of firearms or weapons in the workplace or while working is prohibited.

Covered Persons must inform their People Leader or local security of the following:

– Any health conditions that may affect their ability to safely perform their required duties

– Any personal injuries that occur in the workplace

– Any suspicious activity, unauthorised persons, safety threats, actual or potential emergency situations or personal injuries that require emergency attention

Further guidance:
Health and safety

Global Safety Management Policy
Local employee handbooks

Sustainability and our environment

ICON recognises that the health of people and the planet are inextricably linked. Climate change can not only disrupt the way we do business, but also can harm human health. To drive better outcomes for patients and advance public health, we are committed to playing a role in combating climate change.

At ICON we aim to be responsible stewards of the natural environment by managing and reducing our greenhouse gas (GHG) emissions, energy use and waste generation. We are committed to building sustainability into day-to-day operations, maintaining global environmental strategies and targets and updating environmental priorities as our business and the applicable science evolves. We comply with the letter and the spirit of environmental laws applicable to our business.

Further guidance:
Sustainability and our environment

ICON Environmental Management Policy
ICON Environmental Management Plan



3. Asset and information protection

ICON is committed to responsible stewardship of the tangible and intangible assets it manages for itself and on behalf of our customers and partners.

Confidential Information

Covered Persons must protect confidential ICON and customer information from inappropriate or unauthorised access or disclosure to unauthorised persons. Access to company information and records is permitted only for legitimate business purposes. Covered Persons must take appropriate precautions to maintain the confidentiality of non-public information.

Covered Persons may become aware of information regarding ICON's business and the business of our customers and third parties, including actual or potential customers, suppliers, commercial transactions or terms, technical information, strategies, activities, plans and financial information. Such information is confidential and Covered Persons must keep this information in the strictest confidence and protect its security both during and after employment or engagement with ICON.

Insider trading and securities law

ICON complies 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 that has not been made public, relating, directly or indirectly, to ICON or any other company engaged 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 engaged with ICON.

ICON prohibits the use of material non-public information obtained in connection with employment or contractual arrangements with ICON for personal gain. Covered Persons must avoid the public release of non-public 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 all persons associated with ICON, 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.

Further guidance:
Insider trading and securities law

ICON plc Share Trading Policy

Prediction markets

Prediction markets are online platforms where people can bet on the outcome of a variety of real-world events, including clinical trial results, regulatory decisions and other developments involving pharmaceutical, biotechnology and medical device companies. Given ICON's role in the conduct and support of clinical trials, Covered Persons may have access to confidential or non-public information that could affect the outcome or value of such bets. Covered Persons must not place bets, make wagers or take positions on prediction markets relating to ICON, ICON's customers or business partners, or any clinical trial or study in which ICON is involved, regardless of whether they possess confidential or inside information. Covered Persons must also never use confidential or non-public information obtained through their work at ICON to place, inform or influence any other prediction-market bet or wager.

Social media

Social media allows people to share online content, profiles, opinions, insights and experiences. It facilitates conversations and interactions online between groups of people. Such interactions may occur on platforms such as Twitter, Facebook, LinkedIn, Wechat, Instagram and WhatsApp.

When using social media, Covered Persons must always use common sense, be professional and polite, think carefully about what they post and never share information that is confidential, privileged or proprietary about ICON, our customers or our partners.

All social media posts relating to ICON's business or activities must disclose your affiliation with ICON and make clear that the views that you express are your own, not ICON's. Avoid engagement with 'trolls' (strong negative comments). If you notice anything online that may be of concern please notify the Marketing and Communications team via Marketing@iconplc.com.

Further guidance:
Social media

ICON Social Media Employee Guidelines

Intellectual property

ICON's Intellectual Property includes its patents, trade secrets, copyrights, trademarks, scientific and technical knowledge and know-how developed in the course of business activities. Covered Persons must protect ICON's and our customers' Intellectual Property against loss, theft or other misuse. They must also respect the rights that ICON's competitors and other external parties hold in their Intellectual Property. This responsibility is fundamental to ICON's role as a trusted partner to our customers.

ICON's Intellectual Property is critical to our service capabilities and is highly confidential by nature. ICON's Intellectual Property belongs solely to ICON and may not be used for any purposes other than the commercial interests of the ICON plc Group. It is our collective and individual responsibility to ensure that ICON's Intellectual Property is protected at all times.

Covered Persons must not use the Intellectual Property of others without first obtaining required consent. While you may gather intelligence about companies from public sources, intellectual property and related business information about other companies should only be collected and used ethically and in a way that does not violate any laws or confidentiality obligations.

Integrity of records

ICON is committed to full, fair, accurate, timely, and understandable recordkeeping, reporting and external communications. Covered Persons responsible for financial recordkeeping and reporting must ensure that ICON:

– Follows strict accounting laws, principles and standards

– Reports financial information fully, fairly and timely

– Has appropriate internal processes and controls to ensure that accounting and financial reporting is conducted in compliance with laws, regulations and listing requirements

– Makes and keep books, records and accounts that in reasonable detail accurately and fairly reflect the financial position of ICON.

Covered Persons must ensure that any information provided to them for inclusion in and/or related to ICON financial statements and/or any reports and documents that ICON files with or submits to the US Securities and Exchange Commission, the Stock Exchange, the Irish Companies Registration Office or in other public communications is complete, fair, timely and understandable.

Integrity of records is not just a matter for those Covered Persons responsible for preparing financial information or making filings to regulatory bodies. Information available on all of ICON's information systems may be used in the compilation of reports, earnings statements or other official documents; therefore, all ICON business records must be accurate and reliable. Covered Persons must not make any false, inaccurate or misleading entry in any record or report for any reason and must never submit, pay or approve expenses that are not for legitimate purposes, properly vouched or receipted.

We must also comply with all applicable laws, relevant accounting standards and ICON policies relating to the creation and retention of company records to ensure legal compliance and to prevent fraudulent activities.

Covered Persons are required to co-operate with internal and external auditors and regulatory agencies authorised to examine ICON's books and records. Do not dispose of records that are subject to any ongoing or threatened subpoena, litigation, government, regulatory or other investigation or tax audits.

Further guidance:
Integrity of records

Employee Expenses Policy
Records and Information Management Policy

Personal data protection

ICON recognises and respects that our customers, employees, clinical trial patients, and all who do business with ICON expect that we will protect their personal information according to our legal obligations and policy commitments. Personal Data is information about any individual, including Covered Persons, customers, clinical trial patients, health care providers, contractors, or vendors, that is capable of identifying the individual. Personal Data processed by ICON must be kept confidential and handled with appropriate care.

Comprehensive data protection laws across the globe seek to strike a balance between an individual's right to keep their information private, and the ability of organisations, such as ICON, to use valuable personal data in support of their operations. ICON's Group Data Protection Policy establishes Covered Persons' obligations concerning the processing of Personal Data, including core privacy issues such as how we address data subject rights, data protection impact assessments and our obligations to maintain records of processing activities.

Covered Persons must:

- Collect Personal Data only for legitimate business purposes.
- Keep Personal Data only as long as necessary to fulfill legitimate purposes and meet legal obligations.
- Limit the disclosure of Personal Data—do not share Personal Data with persons who do not have a business-related need for the data.
- Protect Personal Data from unauthorised access—never leave Personal Data unsecured on a desktop or in any location accessible by those who do not need to know or have this data for ICON business.
- Give notice and/or obtain consent when collecting, processing, transferring and storing Personal Data as appropriate and required by applicable law.
- Report any incidents relating to loss, destruction or unlawful processing of Personal Data to the Global Data Privacy Officer via Data_Privacy_Officer@iconplc.com.

Further guidance:
Personal data protection

ICON PLC Group Data Protection Policy
Personal Data Incident and Breach Response Policy and Process
MyICON Data Privacy page



Information security

ICON maintains much of its information, and the information it manages for customers, electronically. Covered Persons must protect the information systems and other technology assets used to maintain this data from internal and external threats including damage, disclosure or unauthorised use. ICON's internet facilities and computing resources must not be used to violate any laws and regulations.

All devices used when managing company information must be handled with care and protected against unauthorised access. A user must not attempt to modify system facilities, install viruses, illegally obtain extra resources, degrade the performance of any system, or attempt to subvert the restrictions associated with any computer system, computer account, network service or personal computer protection software.



The IT Security and IT Resource Acceptable Use policies establish security standards to protect against the risk of data loss or exposure and security breaches including the following:

– Covered Persons should never reveal their password; passwords should be changed immediately if compromised in any way.

– Covered Persons must ensure that any ICON data transfers are sent to the correct and relevant recipient (for example, sponsor study information from Sponsor A should not be sent to Sponsor B.)

– Covered Persons are prohibited from transferring confidential ICON data to personal accounts.

– ICON data may not be copied to removable media devices such as USB drives or CD/DVD disks for any reason absent express approval from the IT Department, including for backup purposes. Approved removable media use for strict business reasons must adhere to the latest IT Security requirements.

– Covered Persons must not download or install any software that is not approved by IT Operations or IT Security.

– Users are not permitted to use ICON's IT network to download files for personal use.

Promptly report any suspected information security incident, including phishing attempts, unauthorised system access, loss of company information, compromise of company credentials, or other events that may place ICON, its customers or its data at risk.

Further guidance:
Information security

IT Resource Acceptable Use Policy
IT Security Policy

Responsible use of Artificial Intelligence

Artificial Intelligence can help ICON improve efficiency, generate insights and develop innovative solutions for our customers and stakeholders. However, AI also presents legal, ethical, privacy, security and quality risks. Covered Persons must use AI responsibly, transparently and in accordance with applicable laws, ICON policies and ICON's AI Governance Policy.

When developing, introducing, deploying, or using AI for ICON business, Covered Persons must follow ICON's established AI governance and assessment requirements. Proposed AI systems, including third-party AI systems and proposed uses of ICON data for AI training, testing or validation, must undergo the applicable review and approval processes before implementation.

AI must be used in a manner that protects confidential information, intellectual property and privacy, maintains appropriate security and safeguards, and supports applicable quality and regulatory requirements. ICON is committed to using AI lawfully, ethically, fairly and transparently, with appropriate safeguards throughout the AI lifecycle. Consistent with ICON's confidentiality, privacy and security requirements, Covered Persons must protect ICON and ICON customer information from inappropriate or unauthorised access or disclosure by only inputting it into AI systems approved and made available for use by ICON in accordance with ICON policies and procedures.

AI should support, not replace, appropriate human judgement and accountability. Covered Persons remain responsible for their work and must ensure that AI-assisted outputs are appropriately reviewed, verified and used in accordance with applicable processes, procedures and oversight requirements.

Further guidance:
Responsible use of AI

AI Governance Policy (POL-20209) 'AI at ICON' MyICON page

Use of ICON property and assets

ICON provides access to and/or supplies Covered Persons with a variety of IT and other equipment including communication devices, computers and internet access. These assets are available to a user explicitly for performing business and role-related activities and should not be used for personal activities.

Covered Persons must not use ICON computing or communication facilities for or on behalf of any unauthorised party. Covered Persons must not use any other person's computer account or share their account passwords or attempt to discover or alter any other computer user's password.

Further guidance:
Use of ICON property and assets

IT Resource Acceptable Use Policy



4. Seeking guidance and raising concerns

Queries relating to the Code

The principles established in the Code are implemented and explained through internal policies, standards and other materials published on MyICON, ICON's Electronic Document Management System and in function-specific repositories for policies, standards, procedures and related materials. Many of these documents are referenced throughout the Code. ICON also provides job specific information and training as appropriate.

Any Covered Person (excluding non-executive directors of ICON plc) who has questions about the appropriate legal or ethical action to take or how to interpret the Code in a specific situation should seek guidance from their People Leader. If your People Leader would not be an objective third party, and depending on the nature of your query, you may also contact one of the following resources:

– Human Resources

– Legal Business Partner

– Internal Audit

– The Ethics and Compliance Team via legalcompliance@iconplc.com.

You may also seek guidance via ICON's Ethics Line through the "Ask a question" portal: icon.ethicspoint.com. Queries raised through ICON's Ethics Line are reported to the Board of Directors of ICON plc.

A non-executive director of ICON plc who has questions about the appropriate legal or ethical action to take or how to interpret the Code should seek guidance from the Chairman or Company Secretary of ICON plc.

Reporting suspected Code violations

Covered Persons share the responsibility for maintaining the standards established in this Code and for reporting any suspected Code violations. Even if you only suspect that misconduct has occurred, you should speak up.

ICON has an open door policy for raising concerns and reporting violations or potential violations of the Code. People Leaders are responsible for supporting the Code and other compliance policies by maintaining an "open door" for their direct reports and other staff who may reach out to them.

Covered Persons are encouraged to report suspected Code violations to their People Leader.

If you are not comfortable making a report to your People Leader, or if it is not practical, or you have made a report to your People Leader and feel the issue has not been adequately addressed, you may report your concern via an appropriate channel established in the Speak Up Policy including:

– The Ethics and Compliance Team via legalcompliance@iconplc.com

– Human Resources

– Quality & Compliance (e.g., Quality, GXP Serious Breach)

– The Data Privacy Office via Data_Privacy_Officer@iconplc.com (e.g., personal data breach)

You may also report a violation or suspected violation on a confidential basis (or anonymously, where permitted by applicable law) through Ethics Line, as described on page 19.

ICON has specific legal and customer contractual obligations that require reporting of certain matter types including matters that a reasonable person would consider to be:

– A violation of applicable criminal law

– Fraud

– A violation of applicable anti-corruption or anti-bribery law, or

– A violation of defined U.S. health care program requirements, such as a fraudulent billing of state insurance schemes, improper remuneration for patient referrals or employment/engagement of excluded individuals.

In the event you have reason to believe any of this activity has occurred, Covered Persons should make an immediate report to ICON's Ethics and Compliance team via legalcompliance@iconplc.com or Ethics Line.

Ethics Line

Ethics Line is ICON's Speak Up global helpline. It is a confidential channel through which you can ask questions and report concerns online or by phone about this Code and policies implementing the Code.

Ethics Line is administered by an independent company, is available 24 hours a day, 7 days a week, and can accommodate calls in more than 75 languages. Reports may be made anonymously where allowed by applicable law.

Information relating to reported concerns and queries will be handled confidentially. Any details of your report will only be shared where absolutely necessary to progress an investigation on a need-to-know basis. Additional information regarding Ethics Line is available in the Speak Up Policy.

Ethics Line can be accessed via the MyICON homepage, directly at ICON.ethicspoint.com or via QR Code.

Ethics Line

Follow up and investigations

All reported potential Code violations will be taken seriously and ICON is committed to full and proper investigation of all allegations. Where a report is made and an investigation initiated, Covered Persons are obliged to cooperate during the investigation process.

In the event a report is substantiated, prompt and appropriate corrective action will be taken by ICON when and as warranted in the judgment of ICON senior management and/or the Board of Directors (as appropriate).

Anti-retaliation policy

ICON does not tolerate retaliation against those who speak up in good faith in relation to potential, perceived or genuine violations of this Code or any other misconduct. Any act or threat of retaliation against a Covered Person who in good faith reports a violation of the Code is in and of itself a Code violation. Any report of retaliation will be thoroughly investigated.

Disciplinary actions

Conduct which violates this Code is contrary to the terms and conditions of employment with ICON.

If, following an investigation, a breach of the Code is substantiated, the breach may be grounds for disciplinary action, up to and including termination of employment consistent with applicable law. In determining disciplinary action, all relevant factors shall be taken into account including type and severity of the breach and whether similar breaches have previously occurred.

Amendments to the code

The Code may be amended by ICON (at its sole discretion) at any time.

Further guidance:
Seeking guidance and raising concerns

Speak Up Policy
MyICON Ethics and Compliance page

Document history

Effective date	Version	Brief summary of changes
1 June 2023	5.0	Minor updates – including update to references to workplace relationships conflict of interests
22 October 2024	6.0	Minor updates - including Freedom of association section
21 January 2026	7.0	Minor update to ‘Message from our CEO’ to reflect CEO change
20 October 2026	8.0	Updated provisions relating to business conduct and sustainability matters, including human rights, fair payment practices, lobbying and political activities, workplace practices, supplier engagement and governance and oversight; added new provisions on prediction markets and responsible use of artificial intelligence and information security.



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