Global Code of Ethical Conduct
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Introduction

ICON plc’s Global Code of Ethical Conduct (the “Code”) addresses the core principles underpinning the behaviour required of each of us in our internal interactions with each other and our external dealings with patients, clients, health care professionals, regulators, investors, vendors and other third parties.

The Code is fundamental to ICON’s culture of ownership and commitment to its legal and contractual obligations. It applies to all officers, directors (including a non-executive when carrying out his or her duties as a director of ICON plc), employees, consultants and agents globally (collectively referred to as “Covered Persons” for the purposes of this 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.

The Nominating and Governance Committee of ICON plc’s Board of Directors (the “Committee”) has responsibility for the oversight of this Code. The Committee has delegated day-to-day responsibility to relevant members of the ICON senior leadership team for ensuring that the policies and procedures referred to in the Code are both appropriate and effectively implemented.

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

The Code does not provide answers to every situation that may be encountered and is not a substitute for our individual responsibility to exercise good judgment, and follow ethical behaviour and 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?

Often the answers to these questions will provide all the guidance you need. If you know or suspect your actions are wrong – don’t do it. In cases of doubt, it is each our responsibility to ask for advice or clarification from our manager, other members of line management or employees who have the right expertise. For further information, please see “Raising a Query” below.
Message from our CEO

Our Core Values and Shared Responsibility
At ICON, we are committed to our core values of Accountability & Delivery, Collaboration, Partnership and Integrity in everything we do.

Meeting these values requires us all to work to the highest ethical standards and demonstrate a commitment to honesty, transparency and quality. In order to consistently maintain our core values we must abide by all applicable laws, standards, rules and regulations, when carrying out our duties on behalf of ICON. The Board of Directors of ICON plc and senior management look to each of us and to all levels of management to be accountable for supporting each other in meeting this combined commitment, from which ICON’s reputation and success in the marketplace can be further enhanced.
1. How we Conduct our Business:

**Ethical Conduct**
We 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 our business partners and other external parties. External parties include healthcare providers, healthcare institutions, regulatory, governmental and public officials, vendors, suppliers, customers and any other entity or person which is not part of the ICON plc Group. We must interact with external parties in a way that does not have, or even appear to have, an improper influence on their decisions.

Specific laws and regulations often apply in relation to interactions with healthcare providers and government officials. Particular care and vigilance should therefore be exercised when dealing with these external parties. You must ensure that your actions:

– Comply with our policies and procedures;
– Serve a legitimate business purpose; and
– Do not interfere or appear to interfere with a healthcare professional’s independent medical judgement or a Government Official’s performance of duties.

Further guidance on interactions with Healthcare Professionals, is detailed in our Global Policy on Interactions with Healthcare Professionals, LEG003-POL.

**Anti-Bribery/Corruption & Fraud**
ICON does not tolerate any form of corruption or fraud. The offer or acceptance of bribes, kickbacks or illegal payments is strictly prohibited.

ICON and all Covered Persons must act in compliance with international laws and regulations relating to bribery, corruption and illicit payments including, the US Foreign Corrupt Practices Act and the UK Bribery Act 2010.

As part of these obligations, no Covered Person may make, offer to make, or promise any payment or inducement to any public official, politician or political party or any other person or entity (i) in an attempt to influence an outcome or decision or (ii) with the intent of improperly obtaining or retaining business for ICON or (iii) with the intent of obtaining or retaining an improper advantage.

– Pay external parties only for legitimate services.
– Payments must be reasonable or represent fair market value for legitimate services and accurate documentation must be created and retained to support such payments.
– Payments to government officials made to expedite or obtain the performance of routine, non-discretionary governmental actions, known as facilitation payments, are prohibited.

Further guidance on ICON’s anti-corruption/anti-bribery requirements is detailed in our Global Anti-Corruption Compliance Policy, LEG001-POL.
Debarment & Exclusions
A person convicted of certain felonies related to the drug approval process or US Food & Drug Administration (FDA) regulation may be debarred by the FDA. A person who is debarred may no longer work for any company seeking a pending or approved drug application from the FDA.

The US Office of Inspector General has the authority to exclude individuals and entities from federally funded health care programmes. A decision may be made to exclude someone who has been convicted of certain criminal offences such as healthcare fraud, theft or felony convictions relating to unlawful manufacture, distribution, prescription or dispensing of controlled substances.

Any company who hires an individual or entity that has been excluded from such participation may be subject to civil fines and penalties.

Equivalent or similar restrictions can exist in other countries where ICON does business and/or where its clients are seeking drug or medical device marketing approvals.

ICON therefore prohibits the employment or engagement of any person or entity excluded, debarred, suspended, or otherwise declared ineligible by any government department, agency or U.S. federal healthcare or procurement or non-procurement programmes or anyone who has been convicted or is under investigation but has not yet been excluded, debarred, suspended or declared ineligible.

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

If you have been excluded, debarred or suspended, or otherwise declared ineligible, or if you are under investigation for such, you are responsible for disclosing this information immediately to your local HR line manager, who must notify ICON Legal.

Personal Integrity & Conflicts of Interest
A “conflict of interest” exists if a Covered Person’s private or personal interests (or those of a Covered Person’s family member(s)) interfere or appear to interfere in any way with the interests of ICON. Such conflicts of interest may make it difficult to perform work for ICON objectively and effectively.

Covered Persons must avoid situations in which personal interests, outside activities or relationships, conflict or appear to conflict with ICON’s company interests. Business decisions must be based solely on the best interests of ICON without regard to personal, family or other outside considerations.

In particular, while employed or engaged by ICON, Covered Persons shall not (except as a representative or nominee of ICON or otherwise with the prior consent in writing from Senior Management) be directly or indirectly engaged, interested, or hold any ownership interest (other than a nominal ownership interest) in any other business which is wholly or partly in competition with the business carried out by ICON or is a supplier or customer of ICON. A “nominal ownership interest” is one which is less than one percent of the outstanding securities of a competitor, supplier or customer.

On occasion, employees may undertake a second job or be self-employed while working for ICON. Any professional work and involvement of our employees in outside organisations must not interfere with their duties and responsibilities to ICON and must not compromise ICON’s interests or negatively affect your job performance or contractual responsibility to ICON.

You must obtain approval from your department’s VP and HR business partner prior to serving on a for-profit company’s board of directors or performing services or providing advice on a continuing basis to an outside organisation or another company.

In determining whether a conflict of interest arises, you should ask yourself:

– Will I personally gain something or will a family member benefit from my involvement in this activity based on my role in ICON?
– Am I engaged in a business that competes with ICON in any way?
– Is my ability to make sound and unbiased business decisions impacted by this activity?

Communication/Reporting of Conflicts of Interest
It is not always clear whether an activity creates a conflict of interest. However, it is the responsibility of every Covered Person to report any actual or potential conflict of interest (however slight) to:

1. in the case of any Covered Person (apart from the CEO, CFO or a non-executive director of ICON plc), the Covered Person’s immediate line manager or, if the immediate line manager would not be an objective third party, any of the CFO, the head of Internal Audit or ICON’s Office of the CAO & General Counsel;
2. in the case of the CEO, the Chairman of the Audit Committee of the Board of Directors of ICON plc. (the “Audit Committee”);
3. in the case of the CFO, the CEO or, if the CEO would not be an objective third party, the Chairman of the Audit Committee; and
4. in the case of a non-executive director of ICON plc, specific arrangements apply in relation to conflicts of interest which are set out in the non-executive’s contract of service or elsewhere.

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Anti-Kickback Laws
ICON and all Covered Persons must comply with anti-kickback laws, which prohibit offering a person anything of value 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.).

Vendors and Suppliers
All vendors and suppliers must do business on behalf of ICON in accordance with standards and values that align with the principles set out in this Code.

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

Covered Persons must not give or accept gifts, payments, discounts, hospitality, favors or personal services to or from third parties where these would, or might appear to improperly influence them in connection with their work.

Hospitality refers to meals, travel, accommodation and other related, incidental expenses, as well as invitations or tickets to social or entertainment events.

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

In all cases, gifts and hospitality must be:

- Occasional, non-repetitive and appropriate;
- Of modest value;
- Clearly and properly documented;
- In compliance with internal approval requirements;
- Permitted by local law.

Gifts and hospitality may not be provided to any healthcare professionals, Government or public official, politician or political party, unless they are:

- Permitted by local law.
- Infrequent
- Of nominal (vs. modest) value. Gifts of “nominal value” are valued at $50USD or less, or an amount equal to the local buying power equivalent;
- As a courtesy, customary for the occasion;
- Clearly and properly documented & recorded;
- In compliance with internal approval requirements;

Gifts and hospitality must never be:

- Offered or accepted in exchange for receiving or giving something in return;
- Offered or accepted to secure an improper advantage;
- Cash or cash equivalents;
- Excessive.

Certain local, state or national laws and/or industry codes may entirely prohibit or impose more restrictive gift and hospitality requirements regarding healthcare professionals, Government or public officials. Therefore, you must ensure you understand the local or regional requirement or restrictions before offering, giving or accepting gifts or hospitality.

In addition, ICON clients may prohibit or restrict gifts and/or hospitality under certain circumstances, which must be strictly complied with. It is the responsibility of all employees, ICON consultants and agents to ensure they understand and follow client requirements.

Where a conflict arises between this Code, local law or industry codes, local ICON codes or client requirements, the most restrictive standard must be followed.

If you have any concerns about when a gift, hospitality, or anything else may be inappropriate, discuss the matter with your immediate line manager before accepting or giving it or, if your immediate line manager might not be able to advise objectively, then contact your HR Representative; or the ICON Legal Compliance and Ethics team at: legalcompliance@iconplc.com.

Further Guidance:

- Global Anti-Corruption Compliance Policy, LEG001-POL
- Global Policy on Interactions with Healthcare Professionals, LEG003-POL
- MYICON Legal Homepage for further information on specific local level restrictions
Healthcare and Clinical Trial Regulations
ICON is committed to conducting drug and device development in compliance with all applicable laws, rules and regulations, including the United States Food Drug and Cosmetic Act and the International Conference on Harmonisation Guidelines.

Covered Persons must follow standards, procedures and processes in drug, device and clinical trial documents including all applicable healthcare regulations, standard operating procedures and standard study procedures.

ICON must be inspection ready at all times with respect to current Good Laboratory Practices, Good Clinical Practices, Good Research Practices, GPhVP, Medical Devices, and all other requirements that apply to ICON business operations. We must maintain and follow our standard operating procedures implementing applicable regulatory requirements for Good Laboratory Practices, Good Manufacturing Practices and Good Clinical Practices as applicable and adhere to other regulatory association requirements as applicable and appropriate.

Further Guidance:
ICON Standard Operating Procedures.
Global Policy on Interactions with Healthcare Professionals LEG003-POL
ICON QA’s Service Now
ICH GCP
Declaration of Helsinki
FDA website
EMA website
**Political Activities**
The offering or use of company funds, property or employee service to support any political party, official, or committee or a candidate for political office is strictly prohibited without approval from executive management for such expenditure.

Such financial support and involvement may only be approved if permitted by local law. Employees 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**
Government contractors are expected to maintain high standards of conduct. ICON complies with the unique and ethical standards contained in government contracting and procurement regulations such as certain Federal Acquisition Regulations (FAR) and Agency Supplements to the FAR. Certain financial disclosures may be required by those working on government funded projects. If you have any questions, please refer them to your manager, your team’s Legal Contact or the Legal Compliance & Ethics team at legal.compliance@iconplc.com.

**International Trade and Sanctions Laws**
We must comply with all export/import and trade laws applicable in countries in which we do business.

Different export clearance and record keeping requirements may apply to exports from each jurisdiction in which ICON operates. Equally, all goods that are imported must be accurately classified to determine any duty owed.

Certain countries, companies and individuals are subject to trade and economic sanctions by the governments of countries in which ICON operates, which in many cases prohibit even ordinary sales, research, manufacturing, and other commercial relationships.

ICON absolutely prohibits the doing of business with drug traffickers and terrorist organisations. ICON prohibits Covered Persons, suppliers and vendors from having any involvement in activities such as chemical or biological weapons development or weapons proliferation.

Questions about export controls, trade sanctions, related record keeping requirements, or any trade compliance concerns should be referred to the ICON Legal Compliance & Ethics team at legal.compliance@iconplc.com.

**Competition Law**
ICON complies with all applicable anti-trust and competition laws which vary from country to country. Anti-trust and competition laws protect free enterprise. The laws in this area at a minimum prohibit agreements between ICON and our competitors that restrict trade or fair competition.

Covered Persons must not engage in anti-competitive activities, such as cooperating with competitors to fix or set prices, bypass a competitive bidding process, or divide up or allocate markets and customers.

Any questions in relation to competition law issues should be referred to the Legal Compliance & Ethics team at legal.compliance@iconplc.com.

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

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

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 ICON Marketing and Communications team (ICON does have social media monitoring tools in place).

You are personally liable for anything you post or present online.

**Further Guidance:**
ICON Social Media Guidelines on Brand portal
2. Our Workplace

Respect for Employees, Fair Treatment & Non-discrimination
ICON recognises that its success is achieved through the knowledge, experience and efforts of our employees. We value each individual's contribution and must treat one another with dignity and respect, regardless of position, station or relationship.

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.

Employees must show respect for their colleagues by avoiding inappropriate behavior or conduct which could be considered improper or offensive or which could constitute bullying, harassment or discrimination. ICON does not tolerate its employees being subjected to 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. Employees should immediately report this type of misbehavior to your line manager or local Human Resources Representative. ICON prohibits retaliation against any employee who rejects, protests or complains about unlawful discrimination or harassment.

In order to provide employees with a clearer understanding of ICON’s practices and standards which are expected of you, ICON has Employee Handbooks for its global locations which are available on the HR portal on myICON. The Employee Handbooks establish minimum standards for all employees in each location.

Improper Labour
ICON has a zero tolerance policy towards forced labour, slavery and human trafficking.

ICON strictly prohibits the use of child labour in line with ILO Convention 138 on the Minimum Age, and Convention 182 on the Elimination of the Worst Forms of Child Labour. The ILO Convention 138 on the Minimum Age indicates that no child below 15 years (or 14 in certain developing countries) is allowed to work, subject to exceptions allowed by the ILO or national law.

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 or 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 prescription drugs in the workplace will not be tolerated.
Health and Safety
ICON is committed to a safe and secure working environment for all employees. We all have an active role to play in ensuring this.

Employees must work in a safe and responsible manner, protecting themselves, their colleagues, visitors and the general environment. ICON works to identify, mitigate and monitor existing and emerging health or environmental risks that may be associated with our business activities, such as the health and safety of our employees and others who visit or work on our premises. Employees should also be familiar with and comply with local safety environmental regulations and any additional training depending on your role and responsibilities.

- No employee may engage in any hostile physical contact, intimidation, threat or violence.
- We must take appropriate security precautions to prevent harm to people.
- We must promptly report hazardous situations or other risks to the appropriate person in each location.
- Employees must always wear any protective equipment or clothing assigned to their work.
- Possession of firearms or weapons in the workplace or while working is prohibited.

Employees are responsible for informing management or site security of:
1. Any health conditions that may affect their ability to perform their required duties;
2. Any personal injuries which occur in the workplace;
3. Any suspicious activity, unauthorised persons, safety threats, actual or potential emergency situations or personal injuries that require emergency attention; and
4. Any known or suspected thefts, whether of a third party asset or any ICON equipment or asset, whether physical or informational, or any other illicit activities relating to any company assets.

Managers and supervisors are responsible for the proper conduct of the people who report to them, and for promptly addressing any compliance concerns or issues. Management is responsible for establishing and operating appropriate Environmental, Health and Safety programs. Management must ensure employees receive proper training to protect the environment and ensure health and safety compliance in the workplace.

Further Guidance:
Global Safety Management Policy – FM003-POL
Office Safety Statement
Employee Handbook
ICON Facilities & Administration Department
**Sustainability and our Environment**

ICON considers environmental protection, as well as personal and public health and safety, as essential parts of our everyday business. Employees are required to adhere to ICON policies and initiatives in this area, as well as be familiar and comply with environmental laws and regulations.

We must never compromise the environment or the health and safety of ourselves or others for the purposes of expediency.

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**ICON cares about the communities in which we operate. We conduct our business in an environmentally sustainable manner and comply with all environmental laws.**

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**Further Guidance:**

Human Resources department  
Local Facilities and Administration department  
ICON Employee Handbook  
ICON Environmental Management Policy
3. Information Protection

Confidential Information
We are all accountable for and contractually committed to protect confidential ICON and client information from inappropriate or unauthorised access or disclosure outside the ICON group. We must take appropriate precautions to keep non-public information about the company confidential. Access to company information and records is permitted only for legitimate business purposes.

Covered Persons may become aware of information regarding ICON’s business and the business of our clients 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 is the exclusive property of ICON. 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 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, Covered Persons 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 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:
ICON plc Share Trading Policy

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. We must protect ICON’s and our clients’ Intellectual Property against loss, theft or other misuse and respect confidential information and Intellectual Property owned by competitors or other external parties. This responsibility is fundamental to ICON’s role as a Trusted Partner to our clients.

ICON’s Intellectual Property is critical to our service-capabilities and is highly confidential by nature. It is our collective and individual responsibility to ensure that our Intellectual Property is protected at all times.

Do not use the Intellectual Property of others without first obtaining consent. You are free to gather intelligence about companies from public sources. 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.

ICON’s Intellectual Property belongs solely to ICON and may not be used for any purposes other than the commercial interests of the ICON group.
**Company Records**

As a publicly quoted company, ICON is required to:

– follow strict accounting laws, principles and standards;
– report financial information fully and fairly;
– have appropriate internal controls and processes to ensure that accounting and financial reporting is in compliance with laws, regulations and listing requirements; and
– make and keep books, records and accounts that, in reasonable detail, accurately and fairly reflect our expenditure and other transactions.

Each Covered Person must ensure that any information provided by him/her for inclusion in and/or related to ICON financial statements and/or the reports and documents that ICON files with or submits to the SEC, the Stock Exchange, the Irish Companies Registration Office or in other public communications is full, fair, timely and understandable. This is not just a matter for Covered Persons who are responsible for preparing financial information or making filings to regulatory bodies. Information available on all ICON’s information systems can 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 global and local policies and procedures in relation to the creation and retention of company records to ensure legal compliance and to prevent fraudulent activities. Care should be exercised when storing Company records or confidential information on portable media devices as they are prone to loss or theft. Information should be protected with the use of complex passwords and encryption.

Covered Persons are required to co-operate with internal and outside auditors and regulatory agencies examining company 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:**

ICON Tax & Finance Departments
**Personal Data Protection**

Personal data is information about any individual, including Covered Persons, customers, 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.

Collect personal information only for legitimate business purposes and keep it only as long as necessary to fulfill those purposes and meet legal obligations. Do not share personal data with persons who do not have a need to know this data for ICON business. Never leave personal data unsecured on a desktop or in any location accessible by those who do not need to know this data for ICON business. When appropriate and in accordance with local laws, give notice and/or obtain consent when collecting, processing, transferring and storing an individual’s personal information. Report any incidents relating to loss, destruction or unlawful processing of personal data to the Global Data Privacy Officer.

**Further Guidance:**
- ICON Employee Handbook
- Personal Employment Contracts
- Human Resources department
- Binding Corporate Code of Conduct on Data Protection EX005-POL
- Personal Data Breach and Response Process, EXPGL08
- iLearn training modules on Data Protection and Security

**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 ICON assets are to be used for ICON business only and not for personal use except where it is minimal in nature and does not impact on job performance in any way.

Covered Persons must use electronic communications technology responsibly and professionally and must not access or transmit any material containing any discriminatory content, sexual content, offensive language or other material which could negatively reflect on ICON or which is prohibited under law.

All Covered Persons must ensure that ICON property, resources and information systems are protected and kept secure at all times from damage or disclosure or unauthorised use. In particular, ICON’s IT resources including its communications network must be protected and kept secure at all times. This means, for example, that Covered Persons should never reveal their password and the password should be changed immediately if it is compromised in any way. Unauthorised software must not be installed on ICON IT equipment. Further, ICON IT systems must not be used to display or transmit inappropriate or offensive material.

Any improper action must be reported as soon as possible so investigations may be launched and appropriate action can be taken where necessary. Disciplinary procedures as set out in the HR Handbooks shall apply to any improper actions on the part of Employees.

**Covered Persons should be aware that ICON reserves the right to appropriately monitor all its systems, documents, records, IT equipment and communication devices.**

**Further Guidance:**
- ICON Employee Handbook
- Personal Employment Contracts
- Human Resources department
- Binding Corporate Code of Conduct on Data Protection, EX005-POL
- IT Resource Acceptable Use Policy IT011-POL
- IT Security Policy IT035-POL
4. Seeking Guidance and Raising Concerns

Queries Relating to the Code
Further details to support the Code's principles can be found in our internal policies, standards and other materials available on MyICON, Veeva Vault and in areas where function-specific policies, standards, procedures and other materials are stored. ICON also provides additional job specific information and training to Employees, as appropriate, for their responsibilities.

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 should seek guidance from their immediate line manager or, if your immediate line manager would not be an objective third party, and depending on the nature of your query, a member of ICON’s Human Resources, Legal or Internal Audit groups or via ICON’s Ethics Line through the “Ask a question” portal: https://secure.ethicspoint.eu/domain/media/en/gui/101886/index.html

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.

If you suspect or believe there is a conflict between local legal requirements and the global requirements of this Code, you should seek guidance from your team’s Legal Contact or, via ICON’s Ethics Line through the “Ask a question” portal. Queries raised through ICON’s Ethics Line may be referred to the Audit Committee of ICON plc.

Reporting suspected violations
Certain senior Covered Persons with management and/or operational responsibility are asked on at least a yearly basis to confirm whether or not they have committed a breach or know of any breach of the Code. Any deviations which are reported during this process are referred for investigation to Legal and Internal Audit in line with the procedure below.

All Covered Persons share the responsibility for maintaining the good standards set out in this Code. Part of that shared accountability is reporting any suspected violations of the Code. Covered Persons must report when they have compliance concerns to help ICON maintain our core values and our culture of compliance.

To report a suspected violation of this Code, you should contact:
1. Your Line Manager;
2. If you are uncomfortable discussing a specific compliance concern with your line manager you may, contact a member of the HR / QA / Legal (legalcompliance@iconplc.com) / Internal Audit teams;
3. You may also report a violation or suspected violation on a confidential (or anonymous, where permitted) basis in accordance with our Ethics Line Charter through ICON’s Ethics Line https://secure.ethicspoint.eu/domain/media/en/gui/101886/index.html

ICON’s Ethics Line is monitored by authorised senior members of ICON’s Legal and Internal Audit teams. Where a concern is raised on a confidential or anonymous basis, every effort will be made to ensure that information relating to a reported violation is kept confidential and communicated on a need-to-know basis only.

The Audit Committee of the Board of ICON plc (the “Audit Committee”) oversees the investigation of reported breaches of the Code and the treatment of Covered Persons that report violations.

ICON has specific legal and client contractual obligations that apply to the reporting of certain matters. In such cases, it is of particular importance that there should be no delays in the making of an immediate report to ICON’s Legal Compliance & Ethics Team at legalcompliance@iconplc.com or ICON’s Ethics Line. These are matters that a reasonable person would consider to be:
1. A criminal violation;
2. Fraud;
3. A violation of anti-corruption or anti-bribery law; or
4. A legal violation of defined U.S. health care programs, such as a fraudulent billing of state insurance schemes, improper remuneration for patient referrals or employment/engagement of excluded individuals.

All reports of 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 with such an investigation. You may be asked to provide documents, e-mails and records of interactions. Prompt and appropriate corrective action will be taken by ICON when and as warranted in the judgment of ICON senior management and/or the Audit Committee (as appropriate). ICON maintains a log of all reported breaches of the Code, tracking their receipt, investigation and resolution and prepare a periodic summary report of reports for the Audit Committee. Copies of reported breaches are maintained by ICON, in accordance with applicable laws.
Open Door Policy
ICON has an open door policy in relation to raising concerns and reporting violations or potential violations of the Code. Even if you only suspect that misconduct has occurred, you should speak up. Anyone who raises a concern about a possible compliance breach in good faith will be supported by management. ICON Managers 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.

ICON will not retaliate and prohibits any Covered Person retaliating against a report of a breach of the Code made in good faith. Any act or threat of retaliation against a report of a breach of the Code in good faith will in itself be considered a serious violation of this Code. Any reports raised in bad faith may result in appropriate disciplinary action.

Disciplinary Actions
Conduct by an employee which violates this Code is contrary to the employee’s terms and conditions of employment with ICON.

If, following an investigation, a breach is found to have occurred; the breach may be grounds for disciplinary action. Such consequences may include a reduction in compensation, a reassignment of responsibilities, a loss of such employee’s current office or dismissal from ICON. In making such determination all relevant factors shall be taken into account including type and severity of the breach.

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