



**ICON p.l.c.**

***EXECUTION SUB-COMMITTEE CHARTER***

***Adopted 30th March 2005***

***Updated 23 February 2010, 15 February 2013 and 24 July 2015***

**1. PURPOSE**

The primary function of the Execution Sub-Committee (the “Committee”) of the Board of Directors (the “Board”) of ICON p.l.c. (the “Company”) is to exercise the powers and authority vested in the Board in intervals between meetings of the Board. In carrying out such functions, the Committee will undertake those specific duties and responsibilities listed below. The Committee was formerly called the Executive Committee.

**2. MEMBERSHIP**

The Committee members will be appointed by, and will serve at the discretion of, the Board and will consist of at least three members or as otherwise determined by the Board. Committee members may be removed or replaced by the Board at any time with or without cause. The chairperson of the Committee (the “Chairman”) shall be selected by the Board. The Secretary of the Committee will be the Secretary of the Company, or such other person as the Board may nominate.

**3. DUTIES AND RESPONSIBILITIES**

The Committee shall have the authority to exercise all powers and authority of the Board in between meetings of the Board, including without limitation the powers and authority enumerated in the Memorandum and Articles of Association of the Company, excepting:

- a. matters which, under Irish law, the rules and regulations of the United States Securities and Exchange Commission (the “SEC”), The NASDAQ Stock Market LLC (“NASDAQ”), or the Company’s Memorandum and Articles of Association cannot be delegated by the Board to a committee of the Board;
- b. matters which are expressly delegated to another committee of the Board;
- c. any actions required to be done or exercised at a general meeting of the Company;
- d. the nomination of persons to serve as directors or to fill newly-created directorships;
- e. the nomination or appointment of persons to serve on any committee of the Board;

- f. the amendment or repeal of any resolution or action of the Board that is not, by its terms, so amendable or repealable;
- g. the adoption of a plan of merger or consolidation involving the Company or the sale of substantially all of the assets of the Company;
- h. any actions in respect of declarations of dividends to shareholders;
- i. entering or committing to financial commitments in excess of €20,000,000 or the foreign currency equivalent thereof (excluding pass through costs that a customer has agreed in writing to pay);
- j. any matter or matters which the Board may from time to time reserve; and
- k. any action in respect of the issuing of shares or other securities by the Company, unless specifically delegated by the Board.

In carrying out its function, the members of the Committee are to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its shareholders. In discharging that obligation, members of the Committee should be entitled to rely on the honesty and integrity of the Company's senior executives and its outside advisers and auditors, to the fullest extent permitted by law.

#### **4. MEETINGS**

The Committee shall meet as often as it determines to be necessary or appropriate. Meetings of the Committee may be held telephonically or by other electronic means in accordance with the Company's Articles of Association and the Company's Articles of Association shall dictate whether or not members attending by such means shall be counted in assessing whether a quorum is present. All of the members of the Committee shall constitute a quorum sufficient for the taking of any action by the Committee and the affirmative vote of all of the members present at a meeting at which a quorum is present shall constitute the action of the committee. The Chairman shall set agendas for meetings and determine the Committee's information needs. In the absence of a meeting, the Committee may act by unanimous written consent. The Committee shall otherwise establish its own rules of procedure subject always to the Articles of Association of the Company.

#### **5. MINUTES**

The Committee will maintain written minutes of its meetings, which are circulated to the Board quarterly and will be kept with the minutes of the meetings of the Board.

#### **6. REPORTS**

The Committee shall report promptly to the Board on any actions taken by the Committee.

#### **7. COMPENSATION**

Members of the Committee may not receive any additional remuneration or additional compensation from the Company for being a member of the Committee.

**8. AUTHORITY**

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

**9. MISCELLANEOUS**

The Committee shall review and assess the adequacy of this Charter, its own performance and the composition of the Committee annually and report and recommend any proposed changes to the Board for approval.

Nothing in this Charter (nor any delegation hereunder) shall be deemed to amend the provisions of the Articles of Association with respect to this Committee or other committees of the Board nor shall this Charter, or any part of this Charter, be deemed to fetter the authority or power vested in the Board to direct the business and affairs of the Company.

The Board may, at any time, annul or vary the terms of this Charter.