

Global Supplier Code of Conduct



Contents

Message from our CEO	3
Introduction	4
Applicability and oversight	4
Compliance and continuous improvement	4
1. Lawful, ethical and sustainable business practices	5
Business and financial records	5
Anti-corruption	6
Debarment	6
Conflicts of interest	6
Fair competition	6
Protection of information	7
Insider trading and securities law	7
Trade compliance	8
Clinical trials	8
Animal welfare	8
Environment	8
Sustainable business practices	8
Responsible sourcing of minerals	8
Supply chains	8
2. Workplace	9
Employee protection	9
Child labour and young workers	9
Fair and equal treatment/non-discrimination	10
Wages, benefits and working hours	11
Freedom of association	11
Health and Safety	11
3. Asset and information protection & management systems	12
Management systems	12
Seeking guidance and raising concerns	12

Message from our CEO

At ICON, our mission is to improve patients' lives by accelerating the development of our customers' drugs and devices through innovative solutions.

ICON is a values-driven Healthcare Intelligence company that puts agility, collaboration, inclusion and integrity at the heart of how we work and interact with our colleagues, customers, patients and suppliers. These values support and guide our commitment to conducting business ethically and responsibly and we expect the same from our suppliers.

This Global Supplier Code of Conduct outlines the fundamental principles and behaviours expected of our suppliers in the conduct of their business to ensure consistent standards across our operations and within our supply chain. We want to work with like-minded suppliers, so we expect you to promote the principles and commitments set out in this Supplier Code of Conduct to all applicable stakeholders and encourage responsible business practices in your own supply chains.

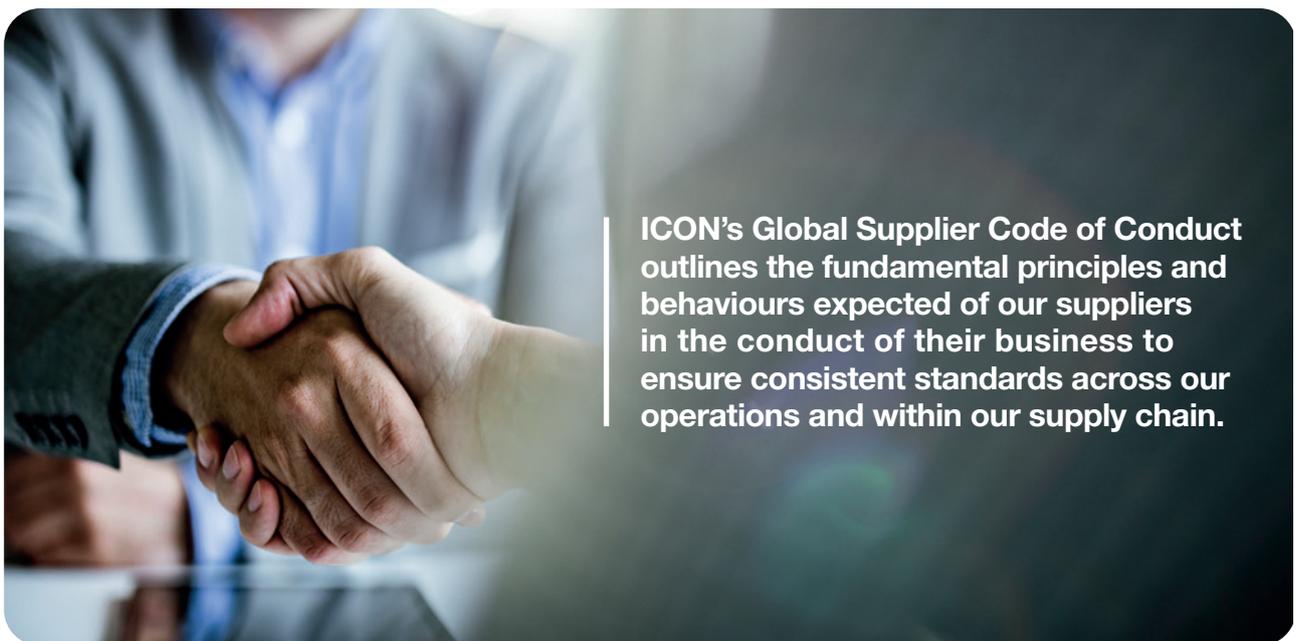
Thank you for your support in ensuring our businesses operate in a lawful, ethical, responsible and sustainable manner.

Kind regards,



A handwritten signature in black ink, appearing to be 'BB', written in a cursive style.

Barry Balfe
Chief Executive Officer, ICON plc



Introduction

Applicability and oversight

This Supplier Code of Conduct (“Supplier Code”) applies globally to all ICON suppliers and all ICON employees in relation to their engagement with suppliers of ICON plc, its subsidiaries and branches.

For the purposes of this Supplier Code, the term “supplier(s)” includes all external third parties providing goods and/or services to ICON.

Suppliers are expected to carefully read and ensure they understand the content to ensure that they can adopt this Supplier Code or demonstrate that they have their own materially equivalent policies, guidelines and training that address the responsible, sustainable and ethical business standards outlined in this Supplier Code.

ICON is aware that differences in cultures and laws could create challenges in applying this Supplier Code globally. This Supplier Code does not replace local law. In addition to these standards, ICON expects suppliers to operate in compliance with all applicable laws, rules and regulations.

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

Compliance and continuous improvement

This Supplier Code sets out ICON’s minimum expectations of our suppliers. Suppliers shall demonstrate their commitment to continuous improvement of the standards set forth in this Supplier Code by setting relevant performance objectives, executing implementation plans or processes and taking necessary corrective actions for non-compliance with the requirements of this Supplier Code.

ICON reserves the right to terminate any contracts or business relationships with suppliers that do not meet the requirements of the Supplier Code.



1. Lawful, ethical and sustainable business practices

Integrity is one of ICON's Core values.

The conduct of all ICON officers and employees must be based on and comply with legal and ethical standards, demonstrating integrity, transparency and reliability when conducting business on behalf of ICON. In turn, we expect suppliers to conduct business responsibly and with integrity and transparency.

All suppliers shall have policies, procedures and training that reflect the principles as outlined in this Supplier Code.

Business and financial records

Suppliers are expected to prepare and maintain accurate financial books and records in compliance with applicable laws and regulations and are expected to have appropriate internal controls and processes in place in this regard.

In cases where a supplier acts as a payment intermediary on behalf of ICON, as appropriate to the particular business relationship and agreement terms, ICON may, upon reasonable notice, audit the supplier to ensure all transactions are accurately processed and recorded



ICON's expectations explained

Facilitation payments:

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, irrespective of whether or not local law permits them.

Gifts, hospitality and entertainment:

The provision or receipt of gifts, hospitality, and entertainment in so far as it is connected to the supplier's business relationship with ICON must be in accordance with ICON's policies and procedures on gifts and hospitality, and comply with the following principles.

Must be	Must not be
Reasonable and modest	A bribe, payoff or kickback
Appropriate for the occasion	Lavish or excessive
Infrequent	Cash or cash equivalents
Permitted by local laws & regulations	With intent of causing recipient to do something favouring the supplier and/or ICON or refrain from doing something disadvantaging the supplier and/or ICON
Consistent with local customs	For the purpose of influencing an outcome of a clinical trial or an improper advantage
Connected to a legitimate a business purpose	Incentivising or rewarding patient recruitment

Grants and donations:

Grants and donations are only given if the Supplier and/or ICON do not receive, and are not perceived to receive, any tangible consideration in return. ICON has a dedicated grants and donations approval process and suppliers must not make any such grant or donation on ICON's behalf or in connection with its relationship with ICON, without express prior written consent from ICON.

Political contributions:

If the supplier chooses to make political contributions, they must not be made in connection to its business relationship with ICON or with any expectation of direct or immediate return for ICON.

Public officials:

Any relationship between the supplier and public officials must be in strict compliance with the rules and regulations to which they are subject (i.e., any applicable rules or regulations in the particular country relating to public officials or that have been imposed by their employer). Any benefit conveyed by a supplier to a public official related to goods/services being provided to ICON must be approved by ICON in advance and in writing and be fully transparent, properly documented, and accounted for.

Anti-corruption

All suppliers must comply strictly with relevant anti-corruption laws and regulations such as the US Foreign Corrupt Practices Act, the UK Bribery Act and similar applicable laws and regulations across the globe.

Suppliers shall not offer or accept bribes or other forms of unlawful incentives to/from business partners (including ICON) to retain or gain an advantage in obtaining business. Suppliers shall not practice or condone any form of embezzlement, fraud, money laundering or tax evasion.

No intermediaries, such as agents, advisers, distributors or any other business partners, shall be used to commit acts of bribery or other illegal acts of fraud, money laundering, embezzlement or tax evasion.

Accurate documentation must be created and retained to support payments to external parties.



Debarment

Suppliers must not at any time, use in any capacity, in connection with the supply of its good and/or performance of its services, the services of any person excluded, debarred, suspended, or otherwise declared ineligible from performing a clinical research study by any government department, agency or government program (including under U.S. FDA debarment and federal healthcare or procurement or non-procurement programs) 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.

Suppliers shall screen all personnel that work on ICON clinical studies, prior to commencement of services and periodically, to ensure compliance with the above requirements. Confirmation of these processes should be made available upon reasonable request by ICON.

Conflicts of interest

Suppliers must avoid conflicts of interest in their relationship with ICON and other related business partners. A conflict of interest may arise when a private interest differs, or could be perceived to interfere with, the services the supplier provides to ICON.

For example, if a supplier's employee is a family relation of an ICON employee or has any other relationship with an ICON employee that may be a conflict of interest or may be perceived by others (specifically Regulatory Agencies) to be a potential conflict. If a supplier or employee of the supplier has a potential conflict, they must disclose this to ICON in writing. Business decisions must not have regard to personal, family or other outside considerations.

Fair competition

Suppliers shall conduct their business consistent with fair competition. They shall employ fair business practices, including but not limited to accurate and truthful advertising. Suppliers shall comply with all applicable competition and anti-trust laws and regulations.

Protection of information

Confidentiality statements must be signed before any exchange of confidential information can take place. suppliers' primary ICON contact will provide ICON's Confidentiality Disclosure Agreement as needed.

Suppliers are expected to protect the confidential information, including intellectual property and personal information of ICON and other related business partners and only use such information as is appropriate as part of the business relationship.

Suppliers shall apply adequate data privacy and security protection to individuals' personal information that it processes. Suppliers will operate in a manner that is consistent with applicable data protection laws.

Where suppliers handle personal information on behalf of ICON, whether this personal information relates to employees, clinical research participants' or others and whether it is obtained from ICON or from a related business partner, suppliers must contractually commit to apply adequate data privacy and information security safeguards. Such suppliers shall also be subject to an online data privacy and information security assessment.

Insider trading and securities law

Suppliers shall comply 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 includes 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 confidentiality obligations above, suppliers 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.



ICON's expectations explained

Proper protection of personal information:

Suppliers shall have the proper organisational structure, processes and procedures to ensure the protection of personal information against accidental, unauthorised or unlawful loss, destruction, alteration, disclosure, use or access. If suppliers believe that they are in receipt of ICON confidential information that they should not have, supplier should immediately notify ICON in writing and refrain from any use of such information. Equally, suppliers shall not share with ICON confidential information related to another company where a supplier is under a contractual or other legal obligation not to share such information.

Proper security measures:

Suppliers must have adequate policies and procedures in place which address technical and organisational security and take reasonable steps to confirm compliance with those.

Compliance with cross-border transfer restrictions:

Suppliers must have adequate safeguards, rules and procedures to ensure that they remain in compliance with all applicable laws that govern cross-border data transmissions.

The prohibitions against insider trading apply to trades, tips and recommendations by virtually any person, including from suppliers and their staff, 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.

Trade compliance

Suppliers must comply with and have appropriate policies governing all applicable import and export controls, sanctions and other trade compliance laws. Activities in this area may be obvious, such as the movement of commodities from one country to another; or may be less apparent, such as the transfer of knowledge between foreign nationals.

Supplier shall not provide services from or involve individuals, companies, organisations, or governmental entities from or located in a restricted country/region, imposed by a relevant sanctions authority (including but not limited to the U.S. government).

During the course of providing services to ICON, suppliers and their affiliates must not: (i) be listed on any applicable government restricted party list; (ii) be owned or controlled by any person or entity on such a list; (iii) engage any individual or entity on such a list.

Clinical trials

When suppliers are directly engaged in providing goods and services for ICON clinical trials or other GxP services, all relevant supplier conduct must be in accordance with the global standards of Good Clinical Practices, applicable local and regional regulatory requirements and following the ethical principles that have their origin in the Declaration of Helsinki.

Animal welfare

To the extent relevant to a supplier's business, animals shall be treated respectfully, with pain and stress minimised. Animal testing should be performed after consideration to replace animals, reduce the numbers of animals used or refine procedures to minimise distress. Alternatives should be used whenever scientifically valid and acceptable to regulators.



Environment

Suppliers are expected to operate in an environmentally responsible manner and shall comply with all applicable environmental laws and regulations. They are also expected to have an understanding of their environmental impact, responsibilities and risk and are encouraged to address their commitment to greenhouse gas emission reductions and engage in the development of climate-friendly practices and/or technologies. All required environmental permits, licenses, information registrations and restrictions shall be obtained, and their operational and reporting requirements followed.

Sustainable business practices

Suppliers should adopt sustainable business practices, align and adhere to ICON's sustainability policies that apply to suppliers. Suppliers are also expected to share their Environmental, Social and Governance (ESG) progress and achievements with ICON and engage with ICON on any sustainability engagement plans or initiatives.

Responsible sourcing of minerals

Suppliers shall perform reasonable due diligence on the source of critical raw materials to promote legal and sustainable sourcing.

Suppliers shall ensure that products supplied to ICON do not contain metals derived from minerals or their derivatives originated from Conflict Affected and High-Risk Areas (CAHRAs) that directly or indirectly finance or benefit armed groups and cause or foster human rights abuses. Suppliers are expected to comply with the OECD Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas (OECD DDG) as well as other applicable regulations such as the EU Conflict Minerals Regulation.

Supply chains

Suppliers are expected to require their supply chain are made aware of and comply with all applicable laws and the principles set forth in this Supplier Code of Conduct.

2. Workplace

Employee protection

Suppliers shall not use forced, bonded or indentured labour or involuntary prison labour and shall not engage in any form of human trafficking. Employees shall also not be required to lodge papers or deposits upon starting work. Suppliers are to comply with all applicable anti-slavery and human trafficking laws.

Child labour and young workers

Supplier shall not use any form of labour from children below the local minimum working age, the age of compulsory education or the ages set out in the International Labour Organisation (ILO) core conventions (whichever is higher). Young people under the age of 18 should not carry out any hazardous work.



ICON's expectations explained

Forced labour - management systems:

Supplier management must follow policies and procedures to ensure that all workers (including agency and temporary), have freely chosen to be there and are fully paid for the work they do.

Prison labour:

Prison labour must be voluntary and clearly communicated to ICON in writing. Where used, it must follow all applicable local laws or international guidance.

Notice periods:

Workers are free to leave their jobs after reasonable notice and are paid on time and in full for the work they have done.

Retention of ID/passports:

Workers are not required to hand over their identity papers to secure employment unless required to do so by local law. If this is the case, workers have access to their papers at all times.

Cash deposits:

Workers do not pay "deposits" to secure a job or employer-provided accommodation, nor do they pay excessive "deposits" for tools, training or personal protective equipment necessary to carry out their jobs safely.

Child labour - management systems:

Supplier management should ensure that there are adequate procedures in place to monitor the ages of workers, including agency or temporary workers. If underage children are found working, an appropriate remediation procedure must be put in place by supplier.



Fair and equal treatment/ non-discrimination

ICON believes in equal employment opportunities for all staff, without regard to gender, race, ethnicity, sexual orientation, marital status, physical or mental disability, age, pregnancy, veteran status, nationality, religion or any other legally protected status. ICON expects the same fair and equal treatment and non-discrimination of staff from its suppliers. There should be no toleration of supplier staff being subjected to physical, sexual, racial, psychological, verbal or other form of discrimination, harassment, abuse or coercion at any time (from recruitment to leaving employment).



ICON's expectations explained

Respect for colleagues:

Staff contributions are valued and staff should treat one another with dignity and respect, regardless of position, station or relationship. Normal standards of courtesy and consideration should be observed when interacting with other employees and people with whom suppliers have dealings.

Commitment to Diversity, Inclusion & Belonging:

Suppliers should support Diversity, Inclusion & Belonging within their organisation and should provide an inclusive and supportive working environment for all employees. Supplier should not discriminate against employees or prospective employees in hiring and employment on any grounds including but not limited to, grounds of gender, race, ethnicity, sexual orientation, physical or mental disability, age, pregnancy, religion, veteran status, national origin or any other legally protected status.

Commitment to a safe and secure working environment:

Suppliers should provide a safe and secure working environment in which staff adhere to commonly accepted standards governing personal conduct at work. Staff and guests should feel physically secure in the workplace. No employee should engage in any hostile physical contact, intimidation, threat or violence. Supplier staff should not be under the influence of alcohol or other controlled substance while at work.

Fair treatment and non-discrimination - management systems:

Supplier management should ensure adequate policies and procedures are in place as well as manage effective disciplinary procedures. Workers should understand disciplinary and grievance procedures and sanctions imposed on workers as part of a disciplinary action should be legal and fair. There should be a method of reporting such harassment or discrimination, which is known to all workers and a prohibition on retaliation against any employee who makes a report in good faith.

All workers, including supervisors and managers found abusing workers must be disciplined accordingly.

Role of security personnel:

Workers must not be subject to unreasonable body searches, and physical security searches are only carried out by authorised bodies, according to local legal standards, and by security personnel who align with or respect the gender identity and comfort of the individual being searched.

Wages, benefits and working hours

Supplier shall pay workers according to applicable employment laws, including minimum wages, overtime hours and mandated benefits, where applicable and relevant to a worker's individual role and terms of employment. Suppliers shall communicate in a timely manner with workers regarding the basis upon which they will be paid. Suppliers are also expected to communicate with workers whether overtime is required and the wages to be paid for such overtime.

Freedom of association

Open communication and direct engagement with workers to resolve workplace and compensation issues are encouraged. Suppliers should respect the rights of workers, as set forth in local laws, to freely join or not join labour unions, seek representation and join workers' councils. Workers should be able to communicate openly with management regarding working conditions without threat of reprisal, intimidation, discrimination or harassment.



ICON's expectations explained

Collective bargaining:

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

Trade union/worker representation rights:

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

Health and Safety

Suppliers will comply with all applicable health and safety laws and regulations associated with their business activities, and identify, evaluate, and control worker exposure to any health and safety hazards, including chemical, biological, physical, and ergonomic stressors, through proper design, engineering controls, maintenance, safe work procedures, and ongoing health and safety guidance.

Suppliers should ensure all necessary emergency preparedness and response plans are in place where applicable.



ICON's expectations explained

Wages and working hours – management systems:

A system must be in place to monitor the hours and wages paid to agency staff onsite, and complete hours and payroll records are kept for all workers onsite at all times, where applicable.

Wages:

Workers are not required to do unpaid work. Workers' monthly pay, or piece rate, is at least at local legal minimum wages and is paid regularly and in full, in accordance with local laws.

Overtime pay:

Overtime, where it applies, is paid according to all local laws, and where these do not exist, as a minimum at the same rate as normal pay.

Benefits and bonuses:

All legally required benefits are paid to workers on time and in full.

Working hours:

Working hours are aligned with local laws or industry benchmarks.

Overtime hours:

Overtime is voluntary and workers do not regularly work excessive work time in one week.

Time-off and breaks:

Workers are given time-off and breaks, in accordance with local laws.

Communication and payment:

Payment terms are communicated to workers before they start and confirmed in writing. Workers receive pay slips.

Deductions:

Deductions for disciplinary issues and absence are only taken in accordance with local laws.

Suppliers should ensure that all employees receive proper training to ensure health and safety compliance in the workplace and to help protect them from all identified hazards.

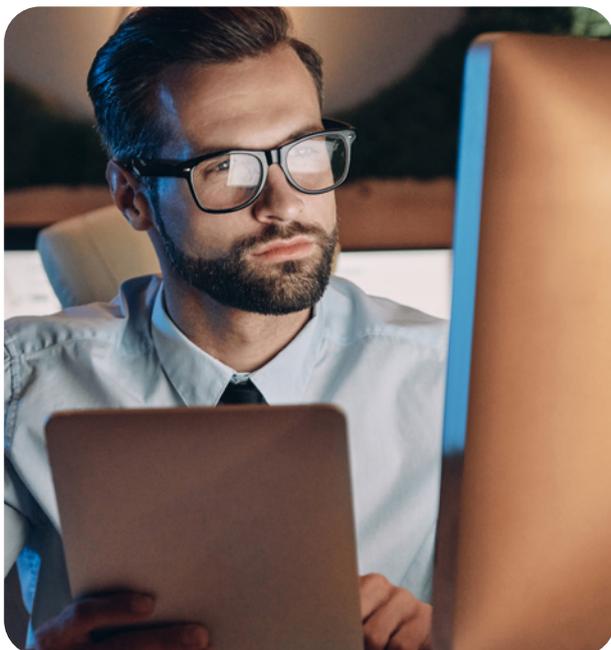
3. Asset and information protection & management systems

Management systems

Suppliers are expected to use management systems to facilitate continual improvement and compliance with applicable laws and regulations and the expectations of this Supplier Code.

Elements of the management systems include:

- Demonstrating commitment to the concepts described in this document by allocating appropriate resources.
- Implementing mechanisms to determine and manage risk in all areas addressed by this Supplier Code.
- Maintaining documentation necessary to demonstrate conformance with these expectations and compliance with applicable regulations.
- Establishing a training program that achieves an appropriate level of knowledge, skills and abilities in management and workers to address the expectations of the Supplier Code.
- Continual improvement by setting performance objectives, executing implementation and business continuity plans and taking necessary corrective actions for deficiencies identified by internal or external assessments, inspections and management reviews.



Seeking guidance and raising concerns

Reporting potential misconduct

Supplier should have a process in place for the confidential reporting of ethical or compliance issues or suspected violations of relevant national and international laws, regulations, codes and standards. There should be a method of reporting which is communicated to all workers and a prohibition on retaliation against any reporter who makes such a report.

Suppliers' employees should begin by contacting their own company to resolve internal ethics and compliance concerns.

Suppliers who believe that an ICON employee, or anyone acting on behalf of ICON, has engaged in illegal or otherwise improper or unethical conduct should report the matter promptly to their ICON management or ICON Procurement point of contact. Where this is determined not to be appropriate or possible, contact can be made online/by telephone through ICON's confidential reporting hotline, Ethics Line. ICON Ethics Line is not a standard query or supplier/customer care line but is reserved for the communication of questions or concerns regarding improper or unethical conduct or suspected violations of applicable legal requirements. ICON does not tolerate retaliation against those who report issues in good faith. All reported violations will be taken seriously and appropriately investigated in line with ICON's established procedures.

[ICON.ethicspoint.com](https://www.iconsupplier.com/ethicspoint)

Depending on the location and nature of your concern, you may also report directly to the relevant local ICON EU entity at [iconeu.ethicspoint.com](https://www.iconeu.ethicspoint.com).

Document history

Effective date	Version	Brief summary of changes
18 October 2024	v. 6.0	Addition of Sections: Responsible sourcing of minerals, Sustainable business practices, Supply chains, Compliance and continuous improvement and other minor updates including formatting changes
21 January 2026	v 7.0	Minor update to 'Message from our CEO' to reflect CEO change



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