

Whistleblower Policy



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1. Summary

This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns they have, if any, that could cause harm or give rise to liability for the Company. Associates and Associated Persons are encouraged to promptly report known or suspected misconduct within the Company, noncompliance with a business practice that could cause serious harm or give rise to Company liability, and violation or suspected violation of the Company's Code of Business Conduct and Ethics and Code of Ethics for Principal Executive Officer and Senior Financial Officers (collectively, the "Codes"), any applicable law or regulation including, but not limited to, securities laws and regulations, accounting standards, accounting controls, and audit procedures.

For purposes of this Policy, the term "Company" means INC Research Holdings, Inc., any wholly owned subsidiaries, and any of their Affiliates. For purposes of this policy, a Company "Affiliate" shall mean an entity which is an affiliate of the Company by virtue of common (although not necessarily identical) ownership and over which the Company directly or indirectly has the power to direct or cause the direction of the management of policies, whether by exercising voting power, by contract or otherwise.

2. Scope

This Policy applies globally to all officers, directors, employees, contractor labor and temporary employees wherever located (collectively, "Associates"), and to all agents of the Company including consultants and representatives (collectively "Associated Persons").

3. Policy

3.1. Reporting Responsibility

All reported events are referred to in this Policy as "Reported Events", except for reported events related to accounting, internal accounting controls and auditing matters (including reported events regarding attempted or actual circumvention of internal accounting controls or reported events regarding violations of the Company's accounting policies), which are referred to in this Policy as "Accounting Reported Events".

Reported Events may relate to matters including, but not limited to, criminal offences, breaches of legal obligations, miscarriages of justice, dangers to the health or safety of an individual, violations of the Company's anti-bribery and anti-corruption practice or Code of Business Conduct and Ethics, damage to the environment, or the deliberate covering up of information showing any of these matters.

Accounting Reported Events may relate to matters including, but not limited to, fraud or deliberate error in the preparation, evaluation, review or audit of any financial statements of the Company, fraud or deliberate error in the recording and maintaining of financial records of the Company, deficiencies in or noncompliance with the Company's internal accounting controls, misrepresentations or false statements to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company, deviation

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from full and fair reporting of the Company's financial condition, or violations of the Company's Code of Ethics for Principal Executive Officer and Senior Financial Officers.

Associates and Associated Persons are given the opportunity to report Reported Events and Accounting Reported Events for review by representatives of the Company according to the mechanisms more fully described in Section 4 below. The Company will protect the confidentiality and anonymity of the reporter to the extent allowed by law and consistent with the need to conduct an adequate investigation.

3.2. No Retaliation

No Associate or Associated Person who reports an event shall suffer harassment, retaliation, or adverse employment consequence (including, but not limited to, discharge, demotion, suspension, or discrimination in the terms and conditions of employment), if the reporter makes such report in good faith, reasonably believing that the information relayed shows misconduct within the Company, noncompliance with a business practice that could cause serious harm or give rise to Company liability, or violation or suspected violation of the Codes, any applicable law or regulation including, but not limited to, securities laws and regulations, accounting standards, accounting controls, and audit procedures. Any Associate or Associated Person who retaliates against someone who in good faith has reported an event is subject to discipline, including possible termination of employment.

4. Reporting Mechanisms

4.1 Reported Events

Supervisor/Line Manager/Human Resources/Management. We recommended that Associates and Associated Persons share their questions, concerns, suggestions, or Reported Events with someone who can address them properly. In most cases, an Associate's supervisor or line manager is in the best position to address an area of concern. However, if an Associate is not comfortable speaking with his/her supervisor or unsatisfied with the supervisor's response, the Associate is encouraged to speak with someone in the Human Resources Department, the Legal Department or anyone in management whom he/she is comfortable approaching regarding the matter, who in turn must report any concern to the Legal Department. Supervisors and managers are required to report suspected violations of the Code of Business Conduct and Ethics or any reasonably perceived violations of applicable law(s) to Human Resources or the Legal Department.

Business Ethics Hotline. Reported Events can be made by calling the Company's Business Ethics Hotline. Local country Hotline phone numbers can be found at <https://secure.ethicspoint.com/domain/media/en/gui/42406/index.html>. In the drop down menu under the heading "To Make a Report", select the country from which the call/report would be made and the local phone number will appear.

Business Ethics Web Form. Reported Events can be made online via the Company's Business Ethics Web Form located at <https://secure.ethicspoint.com/domain/media/en/gui/42406/index.html>. In the drop down menu under the heading "To Make a Report", select the country from which the report would be made, then select the country where the violation occurred and select "continue" to proceed with filing a report online.

Call/Email/Letter to the Legal Department. Call, email or send a letter to the Legal Department. Mailing address: INC Research, Legal Department, 3201 Beechleaf Court, Suite 600, Raleigh, NC, 27604.

4.2 Accounting Reported Events

All Accounting Reported Events should be made to the Audit Committee of the Board of Directors of the Company as follows:

Letter to the Audit Committee. Send a letter to the Chairman of the Audit Committee at 3201 Beechleaf Court, Suite 600, Raleigh, NC 27604.

Business Ethics Hotline. Use the Company's Business Ethics Hotline. Local country Hotline phone numbers can be found at <https://secure.ethicspoint.com/domain/media/en/gui/42406/index.html>. In the drop down menu under the heading "To Make a Report", select the country from which the call/report would be made and the local phone number will appear.

Business Ethics Web Form. Use the online Business Ethics Web Form located at <https://secure.ethicspoint.com/domain/media/en/gui/42406/index.html>. In the drop down menu under the heading "To Make a Report", select the country from which the report would be made, then select the country where the violation occurred and select "continue" to proceed with filing a report online.

Email/Letter to the General Counsel. Email or send a letter to the General Counsel and clearly indicate the communication is an urgent matter for consideration only by the Audit Committee. Email: Chris.Gaenzle@INCRsearch.com. Mailing address: INC Research, Legal Department, 3201 Beechleaf Court, Suite 600, Raleigh, NC, 27604.

The Chairman of the Audit Committee may, in his or her discretion, return the Accounting Reported Event to the General Counsel for investigation or retain the Accounting Reported Event for investigation by the Audit Committee. Ordinarily, the practice of the Chairman will be to return Accounting Reported Events to the General Counsel for investigation. In all cases when possible, the Chairman of the Audit Committee will acknowledge receipt of the Accounting Reported Event to the reporter and specify whether the Audit Committee or General Counsel is addressing the matter.

4.3 Receipt of Report and Treatment of Reporter

Reported Events and Accounting Reported Events will be promptly investigated and appropriate corrective action will be instituted as warranted.

The reporter will remain confidential and anonymous to the extent allowed by applicable law and consistent with the need to conduct an adequate investigation.

4.4 Retention of Records

All Reported Events and Accounting Reported Events, investigations and the retention of records with respect to same will be kept confidential to the extent allowed by applicable law and practical to conduct an adequate investigation.

4.5 Modification and Amendment

The Board of Directors of the Company and the Audit Committee reserve the right to modify or amend this Policy as it may deem necessary.

4.6 Legal Restriction

Laws in some countries impose specific restrictions on reports, such as what may be reported, whether personal data on an individual may be maintained, or whether or not a report is allowed to be submitted anonymously. Such specifications are incorporated into our system. Concerns that may not be reported through the reporting mechanisms above due to such restrictions should be directed to the Associate's immediate line manager. If an Associate feels it is not possible to address the issue locally, he or she should escalate it within his/her business unit to the local Human Resources contact or the Legal Department.

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5. Appendices, Forms and Templates

Current forms and templates are available in the electronic document management system.

- None

6. References

External documents and/or information sources (e.g. regulatory guidelines, user manuals, etc.) referred to in the development of this document include:

- None

7. Revision History

Superseded Document	Revision Summary
N/A	Integration of Legacy procedures at INC Research, Kendle and Trident
LEG-POL-001.00	Added Accounting Reported Events
LEG-POL-001.01	Updated Business Ethics Hotline and Business Ethics Web Form reporting mechanisms
LEG-POL-001.02	Reviewed per review cycle; no changes needed at this time.