

# SYNEOS HEALTH, INC.

## Compensation Committee Charter

*This Compensation Committee Charter is intended as a component of the flexible governance framework within which the Board of Directors (the “Board”), assisted by its committees, directs the affairs of Syneos Health, Inc. (the “Company”). While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company’s Certificate of Incorporation and Bylaws, it is not intended to establish by its own force any legally binding obligations.*

### **I. PURPOSE**

The Compensation Committee (the “Committee”) will: (A) assist the Board in overseeing the Company’s management compensation policies and practices, including (i) determining and approving the compensation of the Company’s Chief Executive Officer (“CEO”), who may not be present during voting or deliberations on his/her compensation, (ii) determining and approving the compensation of the executive officers reporting to the CEO and Section 16 executive officers (collectively, the “Key Executives”), (iii) reviewing and approving incentive compensation policies and programs, and exercising discretion in the administration of those policies and programs, and (iv) reviewing and approving equity compensation programs, and exercising discretion in the administration of those programs; and (B) review and approve for inclusion in the Company’s annual meeting proxy statement or Annual Report on Form 10-K, as the case may be, the “Compensation Discussion and Analysis” relating to executive compensation as required by the rules of the Securities and Exchange Commission (the “SEC”). The Committee will also assist the Board in management development and succession planning.

In discharging its role, the Committee is empowered 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, and, subject to the direction of the Board, the Committee is authorized and delegated the authority to act on behalf of the Board with respect to any matter necessary or appropriate to the accomplishment of its purposes. The Committee has the power to retain outside counsel, compensation consultants or other advisors to assist it in carrying out its activities. The Committee will have the sole authority to retain, compensate, direct, oversee and terminate counsel, compensation consultants and other advisors hired to assist the Committee, each of whom will be accountable ultimately to the Committee. The Company will provide adequate resources to support the Committee’s activities, including compensation of the Committee’s counsel, consultants and other advisors.

### **II. COMMITTEE MEMBERSHIP**

The Committee will consist of at least two members as determined by the Board from time to time. The members of the Committee will be subject to the following independence requirements and any other independence or similar requirements under applicable law: (i) the requirements for independence of the Company’s primary stock exchange, including with respect to service on the Committee; and (ii) if at any time less than two members of the Committee meet the requirements of a “Non-Employee Director” for purposes of Rule 16b-3 under the

Securities Exchange Act of 1934, as amended (the “Exchange Act”) (which generally requires that the director not currently be an officer of the Company and not receive compensation directly or indirectly from the Company in an amount that would require disclosure under Item 404(a) of Regulation S-K), then the Board will approve awards of equity-based compensation if required to exempt those transactions from the short-swing profit provisions of Section 12 of the Exchange Act. Any action duly taken by the Committee will be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

The Board, upon recommendation of candidates by the Nominating and Corporate Governance Committee, shall consider for and vote on appointments of candidates to the Committee. Except as otherwise directed by the Board, a director selected as a Committee member will continue to be a member for as long as he or she remains a director or until his or her earlier death, resignation or removal. Any member may be removed from the Committee by the Board, with or without cause, at any time. The Chair of the Committee will be appointed from among the Committee members by, and serve at the pleasure of, the Board, will preside at meetings of the Committee and will have authority to convene meetings, set agendas for meetings and determine the Committee’s information needs, except as otherwise provided by action of the Committee. In the absence of the Chair at a duly convened meeting, the Committee will select a temporary substitute from among its members to serve as chair of the meeting.

### **III. COMMITTEE MEETINGS**

The Committee will establish its own schedule of meetings.

Notice of meetings will be given to all Committee members or may be waived, in the same manner as required for meetings of the Board. Meetings of the Committee may be held by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. A majority of the members of the Committee will constitute a quorum for a meeting, and the affirmative vote of a majority of members present at a meeting at which a quorum is present will constitute the action of the Committee. The Committee will otherwise establish its own rules of procedure. The Committee may also act by unanimous written consent of its members.

The Committee will meet at least annually with the CEO and any other officers the Committee deems appropriate to discuss and review the performance criteria and compensation levels of Key Executives.

### **IV. KEY RESPONSIBILITIES AND DUTIES**

The Committee shall carry out the duties and responsibilities set forth below. The Committee, by resolution approved by a majority of the Committee, may form and delegate any of its responsibilities to a subcommittee so long as such subcommittee is solely comprised of one or more members of the Committee and that delegation is not otherwise inconsistent with law and applicable rules and regulations of the SEC and the Company’s primary stock exchange.

### ***Compensation of CEO and Key Executives***

- Determine and approve the appropriate level and structure of compensation for the CEO. In determining the long-term incentive component of the CEO's compensation, the Committee should consider, among other factors, the Company's performance, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the CEO in past years.
- Review and assess the Company's compensation programs and policies for Key Executives.
- Review management's recommendation for and approve the compensation of Key Executives, including for each executive officer who is not a "named executive officer" under rules prescribed by the SEC for compensation disclosure in the Company's annual meeting proxy statement, any types or amounts of compensation that would be reported as compensation in the Company's annual meeting proxy statement filed with the SEC if the executive officer were a named executive officer.
- Review and approve corporate goals and objectives relevant to the compensation of the CEO and Key Executives, including annual and long-term performance goals and objectives.
- Periodically discuss and generally review at least annually the Company's compensation policies and practices for the CEO and Key Executives and assess whether the compensation policies and practices, including the incentive compensation arrangements for the CEO and Key Executives, promote appropriate approaches to the management of risk and, specifically, do not encourage the CEO and Key Executives to take unnecessary and excessive risks that threaten the value or goodwill of the Company.

### ***Incentive, Equity-Based and other Compensation Plans***

- Review, approve and recommend to the Board the adoption of any equity-based compensation plan for employees or directors of or consultants to the Company and any modification of any such plan.
- With respect to awards to the CEO and Key Executives under any equity-based incentive compensation plan, determine the CEO and Key Executives to whom such awards will be granted, make all decisions regarding the timing, pricing, amount and other terms of such awards and approve such awards; with respect to such awards to other key personnel, to the extent consistent with the terms of the equity-based plan, the Committee may delegate to the CEO the authority to determine such equity-based awards.

- Approve the material terms of employment offers for the CEO and Key Executives; review and approve any compensation, benefit or severance plan or agreement for the CEO and Key Executives.
- Administer the Company's equity-based compensation plans for employees, directors and consultants as provided by the terms of those plans, including authorizing and granting all awards made pursuant to those plans (including approving the terms of award agreements under any equity-based compensation plans and the execution of award agreements on behalf of the Company), and monitoring compliance by management with those rules, policies and guidelines for the issuance of awards pursuant to those plans as the Committee or the Board may establish from time to time.
- Administer the Company's annual bonus plan for the CEO and Key Executives as provided by the terms of that plan, including authorizing and granting all awards made pursuant to that plan and monitoring compliance by management with those rules, policies and guidelines for the issuance of awards pursuant to that plan.
- Review, approve the adoption of, and administer any equity or non-equity-based incentive compensation plan, for employees, directors or consultants and any material modification of any such plan and review at least annually the awards made pursuant to those plans, if any. If desired, the Committee may delegate the administration of such plans to an administrative committee consisting of employees of the Company named by the Committee.
- Review and approve the adoption of any employee retirement plans, including the Company's 401(k) plan, and any material modification of any such plans. If desired, the Committee may delegate the administration of such plans to an administrative committee consisting of employees of the Company named by the Committee.

### ***Other Responsibilities***

- Annually, and from time to time as the Committee deems appropriate and prior to retention of any advisors to the Committee, assess the independence of compensation consultants, legal and other advisors to the Committee, taking into consideration factors specified in the listing standards of the Company's primary stock exchange and periodically assess the competitiveness of compensation consultants and other advisors to the Committee. With respect to any compensation consultant who has been engaged to make determinations or recommendations on the amount or form of executive or director compensation: (a) from time to time as the Committee deems appropriate, assess whether the work of any such compensation consultant (whether retained by the Committee or

management) has raised any conflicts of interest; and (b) review the engagement and nature of any additional services provided by such compensation consultant to the Committee or management, as well as all remuneration provided to such consultant.

- Review and discuss with management the Compensation Discussion and Analysis disclosure required by SEC regulations and determine whether to recommend to the Board, as part of a report of the Committee to the Board, that such disclosure be included in the Company's Annual Report on Form 10-K and any proxy statement for the election of directors; as part of this review, the Committee will consider the results of the most recent stockholder advisory vote on executive compensation ("say-on-pay" vote) required by Section 14A of the Exchange Act.
- Prepare the report of the Committee required to be included in the Company's Annual Report on Form 10-K, proxy statement on Schedule 14A or information statement on Schedule 14C, as applicable, in accordance with applicable rules and regulations of the SEC and other applicable regulatory bodies.
- Review the form and amount of director compensation at least annually, and make recommendations on director compensation to the Board.
- Monitor compliance of directors and the CEO and Key Executives with any Company program of required stock ownership.
- Report regularly to the Board on Committee findings and recommendations and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities.

## **V. ANNUAL PERFORMANCE EVALUATION**

The Committee shall conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Compensation Committee Charter (the "Charter"). The Committee shall review and reassess the adequacy of this Charter annually, and recommend to the Board any improvements to this Charter that the Committee considers necessary or valuable.

Effective Date: December 16, 2016