

# **INC RESEARCH HOLDINGS, INC.**

## **Nominating and Corporate Governance Committee Charter**

This Nominating and Corporate Governance Committee Charter was adopted by the Board of Directors (the “Board”) of INC Research Holdings, Inc. (the “Company”) on November 6, 2014.

*This Charter is intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the affairs of 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. PURPOSES**

The Nominating and Corporate Governance Committee (the “Committee”) will assist the Board in: (i) identifying, screening and reviewing individuals qualified to serve as directors and recommending to the Board candidates for nomination for election at the annual meeting of stockholders or to fill Board vacancies; (ii) overseeing the Company’s policies and procedures for the receipt of stockholder suggestions regarding Board composition and recommendations of candidates or nominations by the Board; (iii) developing, recommending to the Board and overseeing implementation of the Company’s Corporate Governance Guidelines and Principles; and (iv) reviewing on a regular basis the overall corporate governance of the Company and recommending improvements as and when necessary.

In discharging its role, the Committee is empowered to inquire into any matter 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, director search and recruitment consultants and 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, director search and recruitment consultants and other advisors hired to assist the Committee, all 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 such number of members as determined by the Board from time to time. The membership of the Committee will comply with the “independence” requirements of the Company’s primary stock exchange and the rules of the Securities and Exchange Commission, as those requirements and rules are in effect from time to time (provided that if the Company has affirmatively determined to take advantage of the exception under its primary stock exchange’s rules for “controlled companies,” then for as long as that exception is applicable, the members of the Committee will not be required to meet such independence requirements). 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.

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 and speak with 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 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. The Committee will otherwise establish its own rules of procedure. The Committee may also act by unanimous written consent of its members.

### **IV. KEY RESPONSIBILITIES**

The following responsibilities are set forth as a guide for fulfilling the Committee's purposes, with the understanding that the Committee may undertake other and different activities, and the Committee's activities may diverge from those described below, as appropriate under the circumstances.

In such manner as the Committee determines is appropriate to fulfill its purposes, the Committee will:

1. recommend to the Board for approval, oversee the implementation and effectiveness of, recommend modifications as appropriate to, and review Company disclosures concerning, the Company's policies and procedures for identifying and reviewing Board nominee candidates, including: (i) the qualifications or criteria (including experience, qualifications, attributes, diversity or skills in light of the Company's business and structure) for Board nomination; and (ii) policies and procedures relating to consideration of Board nominee candidates recommended by stockholders.

2. identify, screen and review individuals qualified to serve as directors, consistent with skills, qualifications and other criteria approved by the Board (including independence, sound judgment, business specialization, technical skills, diversity and other desired qualities), the current make-up of the Board and the needs of the Board given the circumstances of the Company (including evaluation of incumbent directors for potential re-nomination); and recommend to the Board candidates for: (i) nomination for election or reelection by the stockholders; and (ii) any Board vacancies that are to be filled by the Board; in making such recommendations, the Committee will consider written recommendations for Board candidates submitted by stockholders to the Committee in accordance with the Company's policy as set forth in its proxy statement;
3. review Company disclosures concerning the specific experience, qualifications, attributes or skills that led to the conclusion that each director and nominee should serve as a director in light of the Company's business structure;
4. review annually the relationships between directors, the Company and members of management and recommend to the Board whether each director qualifies as "independent" under the Board's definition of "independence" and the applicable rules of the Company's primary stock exchange;
5. assess the appropriateness of a director continuing to serve on the Board where the director submits his or her offer to resign upon a substantial change in the director's principal occupation or business association from the position which that director held when originally invited to join the Board, and recommend to the Board any action to be taken with respect thereto;
6. review annually with the Board the composition of the Board as a whole, including whether the Board reflects the appropriate balance of independence, sound judgment, business specialization, technical skills, diversity and other desired qualities;
7. (a) review the Board's leadership structure in light of the specific characteristics or circumstances of the Company and recommend any changes to the Board for approval; (b) discuss in coordination with the Audit Committee the effect on the Board's leadership structure of the Board's role in risk oversight of the Company; and (c) review and approve Company disclosures relating to Board leadership;
8. review periodically the committee structure of the Board and recommend to the Board for its approval the appointment of directors to Board committees and assignment of committee chairs;

9. review periodically the size of the Board and recommend to the Board any appropriate changes;
10. design, with input from management, an appropriate orientation program for new directors and identify appropriate director development and continuing education opportunities;
11. coordinate and oversee the annual self-evaluation of the role and performance of the Board, its committees, individual directors and management in the governance of the Company;
12. develop and recommend to the Board, oversee the implementation and effectiveness of, and recommend modifications as appropriate to, a set of Corporate Governance Guidelines and Principles;
13. review on a periodic basis, and as necessary when specific issues arise, relations with the Company's stockholders and advise the Board on policies to further effective communications with those stockholders, which may include meetings between directors and significant stockholders from time to time and other communication opportunities;
14. conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter;
15. review and reassess the adequacy of this Charter annually, and recommend to the Board amendments as the Committee deems appropriate; and
16. report regularly to the Board on Committee findings, recommendations and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities.