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# SYNEOS HEALTH, INC.

## Corporate Governance Guidelines and Principles

These Corporate Governance Guidelines and Principles were adopted by the Board of Directors (the “Board”) of Syneos Health, Inc. (the “Company”) on November 6, 2014.

These Corporate Governance Guidelines and Principles are intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Company. While these 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, they are not intended to establish by their own force any legally binding obligations.

### I. DIRECTOR RESPONSIBILITIES

The role of the Board is to: (i) direct the affairs of the Company in the interests of the stockholders, including their interest in optimizing financial returns and the value of the Company over the long term; and (ii) set expectations about the tone and ethical culture of the Company. The Board delegates the day-to-day management of the Company to the Chief Executive Officer and other senior executives of the Company, and provides oversight of management.

#### A. Board Role

The Board fulfills its role (directly or by delegating certain responsibilities to its committees) by:

1. providing advice and counsel to the Chief Executive Officer and senior executives;
2. selecting, regularly evaluating, fixing the compensation of, and, where appropriate, replacing, the Chief Executive Officer, and engaging in Chief Executive Officer succession planning;
3. providing oversight of Company performance to evaluate whether the business is being appropriately managed;
4. approving strategic plans and providing guidance to management in formulating corporate strategy;

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5. reviewing and approving the Company's financial objectives and major corporate plans and actions (including material capital expenditures and material transactions outside the ordinary course of business);
  6. designing governance structures and practices to position the Board to fulfill its duties effectively and efficiently;
  7. providing oversight of risk assessment and monitoring processes;
  8. reviewing and approving major changes in the appropriate auditing and accounting principles and practices;
  9. providing oversight of any internal and all external audit processes, financial reporting, internal controls over financial reporting and disclosure controls and procedures;
  10. overseeing compliance with applicable laws and regulations;
  11. setting expectations about the tone and ethical culture of the Company, and reviewing management efforts to instill an appropriate tone and culture throughout the Company; and
  12. performing those other functions as the Board believes appropriate or necessary, or as otherwise prescribed by rules or regulations.

**B. Care, Candor and Avoidance of Conflicts**

The Company's directors recognize their obligation individually and collectively to pay careful attention and to be properly informed. This requires regular attendance at and preparation for meetings of the Board and its committees, including reviewing circulated materials in advance of meetings and actively participating in meetings. The directors also recognize that candor and avoidance (or in circumstances where conflicts are unavoidable or related person transactions are in the interests of the Company, the appropriate handling) of actual and perceived conflicts of interest are hallmarks of accountability owed to the Company and its stockholders. Directors have a personal obligation to disclose personal or business interests that involve an actual, potential or apparent conflict of interest to the Chair of the Board prior to any Board decision related to that matter and, if in consultation with the Audit Committee and legal counsel it is determined that a conflict exists or the perception of a conflict is likely to be significant, the Audit Committee will determine how to address that conflict, with reference to the Company's codes of conduct and ethics, any other applicable Company policies and any related disclosure obligations.

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C. Integrity and Conduct

Each director is expected to act with integrity and to adhere to the policies in the Company's codes of conduct and ethics. Any waiver of the requirements of the

codes of conduct and ethics for any director must be approved by the Board and promptly disclosed.

D. Confidentiality

Each director has an obligation to keep confidential all non-public information that relates to the Company's business and not to use that information for his or

her own personal benefit or the benefit of persons or entities outside the Company. Confidential information includes, but is not limited to, information regarding the strategy, business, finances and operations of the Company (or any of the Company's suppliers, customers or other constituents), minutes, reports and materials of the Board and its committees and other information the confidential or proprietary nature of which is reasonably apparent or that is explicitly identified as confidential or proprietary by the Company. Additionally, the proceedings and deliberations of the Board and its committees are confidential.

## II. EXECUTIVE SESSIONS AND INDEPENDENT BOARD LEADERSHIP

The independent directors will meet regularly in executive session, but no less frequently than twice per year. The executive sessions will have those agendas and procedures as are determined by the independent directors. The independent Chair of the Board convenes and presides at such sessions. Authority in these sessions to act on behalf of the Company or the Board on any matters will require a separate, express delegation of authority by the Board.

The Board has independent leadership, in the form of an independent Chair of the Board. The Chair of the Board will, among other things:

- A. convene and chair Board meetings, and preside at the Annual Meeting of stockholders;
- B. convene, chair and determine agendas for executive sessions, and coordinate feedback to the CEO regarding issues discussed in executive sessions;
- C. determine in consultation with the CEO the schedule for Board meetings, agenda items and the Board's information needs associated with those agenda items, and identify the need for and scope of related presentations;
- D. serve as an information resource for other directors and act as liaison

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- between directors, committee chairs and management;
  - E. provide advice and counsel to the CEO;
  - F. develop and implement, with the CEO and the Nominating and Corporate Governance Committee, the procedures governing the Board's work;
  - G. where appropriate and as expressly directed by the Board, communicate with stockholder, rating agencies, regulators and interested parties; and
  - H. speak for the Board in circumstances where it is appropriate for the Board to have a voice distinct from that of management.

### **III. FORMAL EVALUATION OF THE CHIEF EXECUTIVE OFFICER**

The Board has delegated to the Compensation Committee the task of evaluating the Chief Executive Officer annually and reporting its recommendations to the Board. The Chair of the

Compensation Committee (together with the Independent Chair) communicates the Board's conclusions to the Chief Executive Officer.

The evaluation is based on objective criteria including performance of the business, accomplishment of long-term strategic objectives, development of management and other factors that the Board and Compensation Committee agree are appropriate in assessing the Chief Executive Officer's performance. This evaluation is used in determining the Chief Executive Officer's compensation.

### **IV. MANAGEMENT DEVELOPMENT AND SUCCESSION PLANNING**

The Board periodically reviews management development and succession plans with respect to senior management positions, and engages the Chief Executive Officer in those discussions. The Board considers from time to time as appropriate potential successors to the Chief Executive Officer in the event of his or her resignation, retirement or disability. The Chief Executive Officer reports at least annually to the Board on succession planning for the senior executive team and the Company's program for management development.

### **V. DIRECTOR QUALIFICATION STANDARDS**

#### **A. Selection of Board Nominees**

Each year, the Board proposes a slate of director nominees to stockholders for election at the Annual Meeting of Stockholders. Stockholders may also nominate directors, as described below. The Board has delegated the process of screening potential director candidates to the Nominating and Corporate Governance Committee.

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The Nominating and Corporate Governance Committee is responsible for reviewing with the Board, on an annual basis, the appropriate skills and characteristics required of directors in the context of the current make-up of the Board and the needs of the Board given the circumstances of the Company. In selecting director candidates, the Nominating and Corporate Governance Committee considers whether the candidates possess the required skill sets and fulfill the qualification requirements of directors approved by the Board, including independence, sound judgment, business specialization, technical skills, diversity and other desired qualities.

The Nominating and Corporate Governance Committee values the input of stockholders in identifying director candidates. The Nominating and Corporate Governance Committee considers recommendations for Board candidates

submitted by stockholders using substantially the same criteria it applies to recommendations from the Committee, directors and members of management. Stockholders may submit recommendations by providing the person's name and appropriate background and biographical information by writing to the Committee at Syneos Health, Inc., Attn: Nominating and Corporate Governance Committee, 3201 Beechleaf Court, Suite 600, Raleigh, NC 27604- 1547.

Invitations to serve as a nominee are extended by the Board itself via the Chair of the Board and the Chair of the Nominating and Corporate Governance Committee.

B. Board Independence

The Board has directors who are not officers or employees of the Company or its subsidiaries and who, in each case, the Board has affirmatively determined lack a relationship with the Company that would impair independence.

The Board will review annually the relationships that each director has with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company). Following that annual review, only those directors whom the Board affirmatively determines do not have a relationship with the Company that would impair independence will be considered independent directors, subject to additional qualifications prescribed under the listing standards of the Company's primary stock exchange or under applicable law. The Board may adopt and disclose categorical standards to assist it in determining director independence. In the event that a director becomes aware of any change in circumstances that may result in that director no longer being considered independent under the listing standards of the Company's primary stock exchange or under applicable law, the directors will promptly inform the Chair

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of the Nominating and Corporate Governance Committee. Directors having a conflict, potential conflict or apparent conflict may be requested to recuse themselves from any discussion or vote related to that matter.

C. Commitment and Limits on Other Activities

Directors must be prepared to devote the time required to prepare for and attend Board meetings, and fulfill their responsibilities effectively. Because of the time commitment associated with Board service, directors are expected to limit the number of other public-company boards on which they serve to no more than four, unless otherwise approved by the Nominating and Corporate Governance Committee. Directors are asked to advise the Chair of the Board and the Chair of the Nominating and Corporate Governance Committee in advance of accepting an invitation to serve on a board of another for-profit company or significant not-for-profit enterprise.

D. Term Limits

As an alternative to term limits, the Nominating and Corporate Governance Committee formally reviews the performance of each director in determining whether to re-nominate directors for election.

E. Notification Upon a Job Change

A director will notify the Chair of the Nominating and Corporate Governance Committee when the director's principal occupation or business association changes substantially from the position held when the director originally joined the Board.

## **VI. DIRECTOR ORIENTATION AND CONTINUING EDUCATION**

The Board has delegated to the Nominating and Corporate Governance Committee the task of designing, with Company management, an appropriate orientation program for new directors that includes background material, meetings with senior management and visits to Company facilities. The Committee also explores and makes available continuing education opportunities for directors, from time to time.

## **VII. DIRECTOR COMPENSATION**

The Compensation Committee recommends to the Board for approval general principles for determining the form and amount of director compensation and, subject to those principles, evaluates annually the size and form of Board compensation in relation to comparable U.S. companies (in terms of size, business sector, etc.), reporting its findings and recommendations to the Board for approval.

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## **VIII. BOARD AND COMMITTEE AGENDAS, MATERIALS, INFORMATION AND PRESENTATIONS**

The Chair of the Board, with input from the Chief Executive Officer, establishes the agenda for each Board meeting. A schedule of Board meetings and agenda subjects to be discussed for the ensuing year is issued at the beginning of each year (to the degree these can be foreseen), and specific agenda items will be determined prior to each Board and committee meeting. Each director and member of a committee is free to make suggestions to the Chair of the Board or the chairperson of the relevant committee, as applicable, and that chairperson may seek input from other directors or members of the committee, with respect to the inclusion of item(s) on the agenda or additional information to be provided to directors or members.

Information and data that is important to the Board's or committee's understanding of the business to be considered at a Board or committee meeting should be distributed in writing to the Board or committee reasonably in advance of that Board or committee meeting.

As a general rule, Board and committee meeting time is reserved for discussion. Presentations on specific subjects are forwarded to the directors or members in advance so that directors or members may review and prepare in advance of the meeting, Board or committee meeting time may be conserved, and discussion time may be focused. However, it is recognized that there may be occasions when an important issue arises without time for written background materials to circulate or the subject matter is not appropriate for written materials, such that more presentation time will be required.

## **IX. DIRECTOR ACCESS TO SENIOR MANAGERS AND INDEPENDENT ADVISERS**

Directors have access to senior management and to the Board's advisers. Directors are expected to use good judgment to ensure that this contact is not distracting to the business operation of the Company, and that independent advisers are used efficiently.

The Board welcomes regular attendance of senior managers at Board meetings. Should the Chair and Chief Executive Officer wish to suggest that a senior manager attend on a regular basis, that suggestion is made to the Board for its concurrence. The Board encourages management to bring managers into Board meetings who: (a) can provide additional insight into the items being discussed because of personal involvement in these areas, and/or (b) have future potential such that management believes the Board should have greater exposure to the individual.

## **X. BOARD COMMUNICATION WITH SHAREHOLDERS AND OTHERS/ ANNUAL MEETINGS**

Management, and, in particular, the Chief Executive Officer, speaks for the Company with stockholders, investors, employees, customers, suppliers, the press and others. Only the Chair of the Board (or another director expressly designated by the Board) speaks for the Board. If comments from the Board are appropriate, those comments should, in almost



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all circumstances, come from the Chair (or another director expressly designated by the Board). Directors are expected to take special care in all communications concerning the Company, in light of confidentiality requirements, laws prohibiting insider trading, tipping and selective disclosure and the harm and penalties to which the Company may become subject.

## **XI. STANDING BOARD COMMITTEES**

The Board currently has three committees: Audit; Compensation; and Nominating and Corporate Governance. Except as otherwise permitted by the listing rules of the Company's primary stock exchange or the applicable U.S. securities laws, membership on these committees is limited to independent directors. Subject to applicable regulations and listing rule requirements, the Board retains discretion to form new committees or disband current committees depending upon the circumstances.

The Nominating and Corporate Governance Committee recommends, after consultation with the Chair of the Board and Chief Executive Officer, and with consideration of the desires of individual directors, the appointment of directors to various committees and the appointment of committee chairpersons, for Board approval.

## **XII. ANNUAL BOARD AND COMMITTEE PERFORMANCE EVALUATIONS**

The Board conducts an annual self-evaluation of its performance and the performance of its committees and individual directors. Each of the committees conducts an annual self-evaluation of its performance. The Nominating and Corporate Governance Committee recommends to the Board and its committees the methodology for those evaluations and oversees its execution.

## **XIII. COMMUNICATING WITH THE BOARD**

Stockholders are invited to communicate to the Board or its committees by writing to: Syneos Health, Inc., Attn: Investor Relations and General Counsel, 3201 Beechleaf Court, Suite 600, Raleigh, NC 27604-1547.

## **XIV. CORPORATE GOVERNANCE GUIDELINES**

The Nominating and Corporate Governance Committee reviews these Guidelines periodically and recommends amendments to the Board as necessary.

These Guidelines are posted on the Company's website for communication to the Company's stockholders.