

SYNEOS HEALTH, INC.

Corporate Governance Guidelines and Principles

These Corporate Governance Guidelines and Principles (the “Guidelines”) were adopted by the Board of Directors (the “Board”) of Syneos Health, Inc. (the “Company”) on March 15, 2018, acting on the recommendation of the Nominating and Corporate Governance Committee.

These Guidelines are intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Company, and set forth a common set of expectations as to how the Board and its committees should perform their functions. While the Guidelines 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;
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;
12. approving significant transactions, which include approval of a particular transaction due to legal or regulatory requirements, the materiality of the transaction to the Company's financial performance, risk profile or business, the terms of the transaction, or other factors, such as the entering into of a new line of business, acquiring or disposing of significant company assets, or a variation from the Company's strategic plan; and
13. performing 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.

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. INDEPENDENT BOARD LEADERSHIP AND EXECUTIVE SESSIONS

The Board is free to select its Chair in the manner it considers in the best interests of the Company at any given point in time. The position may be filled by the Chief Executive Officer or an otherwise non-independent director, if the Board desires. In determining the Chair, the Board shall use its business judgment after considering relevant factors, including the specific needs of the business and what is in the best interests of the Company's stockholders. At any time when the position of Chair is filled by a non-independent director, the independent directors may designate from among themselves a Lead Independent Director.

The Lead Independent Director's powers and duties will include, among other things:

- A. presiding at all meetings of the Board at which the Chair of the Board and Chief Executive Officer are not present;
- B. presiding at executive sessions of the independent directors;
- C. reviewing and approving meeting agendas, meeting schedules and information sent to the Board;
- D. serving as a liaison between the Chair of the Board, the Chief Executive Officer and the independent directors;
- E. having the authority to call meetings of the independent directors; and
- F. being available for consultation and direct communication with stockholders, as appropriate.

To ensure free and open discussion and communication among the independent directors of the Board, the independent directors should meet in executive sessions periodically with no members of management present. Non-management directors who are not independent under the rules of the

NASDAQ may participate in these executive sessions, but independent directors should meet separately in executive session at least twice per year as a Board and with similar frequency in committees. The executive sessions will have those agendas and procedures as are determined by the independent directors. The independent Chair of the Board or the Lead Independent Director shall have the authority to convene and preside over such sessions.

III. FORMAL EVALUATION OF THE CHIEF EXECUTIVE OFFICER

The Board, acting through the Compensation Committee, evaluates the performance of the Chief Executive Officer and the Company against the Company's goals and objectives and determines the compensation level of the Chief Executive Officer. The Chair of the Compensation Committee (together with the Independent Chair or Lead Independent Director of the Board) 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 and the compensation of non-Chief Executive Officer executives.

IV. MANAGEMENT DEVELOPMENT AND SUCCESSION PLANNING

The Board periodically reviews management development and succession plans with respect to senior management positions, addressing the policies and principles for selecting successors, both in an emergency situation and in the ordinary course of business, 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 succession plan should include an assessment of the experience, performance, skills and planned career paths for possible successors to the Chief Executive Officer. 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.

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. The Nominating and Corporate Governance Committee generally considers the following criteria:

- Personal qualities and characteristics, accomplishments and reputation in the business community;
- Current knowledge and contacts in the communities in which the Company does business and in the Company's industry or other industries relevant to the Company's business;
- Ability and willingness to commit adequate time to Board and committee matters;
- The fit of the individual's skills and personality with those of other directors and potential directors in building a Board that is effective, collegial and responsive to the needs of the Company; and
- Diversity of viewpoints, background, experience and other demographics.

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

A majority of the Board shall consist of independent 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. All independence determinations shall be made in accordance with the rules of the NASDAQ.

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 rules of the NASDAQ or under other applicable law. 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 rules of the NASDAQ or under other applicable law, the director will promptly inform the Chair 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. Directors serving on the Audit Committee must also satisfy the independence requirements of SEC Rule 10A-3.

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. Any new director shall be given a reasonable transition period to come into compliance with the Guidelines. 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 annually 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. Board compensation should be consistent with market practices but should not be set at a level that would call into question the Board's objectivity.

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

The Chair of the Board and the Lead Independent Director (if applicable), 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 Lead Independent Director or Chair of the Board, as applicable, 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, Chief Financial Officer and General Counsel, speaks for the Company with stockholders, investors, employees, customers, suppliers, the press and others. From time to time, at the request of the Chief Executive Officer or as designated by the Board for a specific purpose, individual Board members may meet or otherwise communicate with various constituencies that are involved with the Company. It is important that the Company present a unified position and voice on various matters. The CEO, or his or her delegates, will serve in the necessary capacities to make internal and external statements or to communicate a Company position. 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 NASDAQ or applicable U.S. securities laws, membership on these committees is limited to independent directors as determined in accordance with the rules of the NASDAQ and other applicable laws. Subject to applicable regulations and listing rule requirements, the Board retains discretion to form new committees or disband current committees depending upon the circumstances. Each of these committees must have a written charter satisfying NASDAQ rules. The Audit Committee must also satisfy the requirements of SEC Rule 10A-3. A director may serve on more than one committee for which he or she qualifies.

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 and reports the results to the Board. Each committee's evaluation must compare the performance of the committee with the requirements of its written charter, if any. The Nominating and Corporate Governance Committee recommends to the Board and its committees the methodology for those evaluations and oversees its execution. The Nominating and Corporate Governance Committee should periodically consider the mix of skills and experience that directors bring to the Board to assess whether the Board has the necessary tools to perform its oversight function effectively. The Nominating and Corporate Governance

Committee should also periodically assess the work required of each of the committees and ensure the appropriate staffing and balance for sustainability.

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.