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# Syneos Health, Inc.

## CODE OF ETHICS FOR PRINCIPAL EXECUTIVE OFFICER AND SENIOR FINANCIAL OFFICERS

This Code of Ethics applies to the principal executive officer and senior financial officers (collectively, the “Covered Officers” as more particularly described below) of Syneos Health, Inc. and each of its subsidiaries and affiliates (together, “Syneos Health” or the “Company”). The Company has also adopted a Code of Business Conduct and Ethics that applies globally to all directors, officers, and employees of the Company wherever located. The Covered Officers that are subject to this Code of Ethics are also subject to the Company Code of Business Conduct and Ethics. This Code of Ethics shall govern in the event of any other conflicting Company code or policy with respect to the matters contemplated herein.

In adopting both this Code of Ethics and the Code of Business Conduct and Ethics, the Company has recognized the vital importance of conducting its business subject to the highest ethical standards and in material compliance with all applicable laws and, even where not required by law, with the utmost integrity and honesty.

### Persons Covered by this Code of Ethics

This Code of Ethics is applicable to the principal executive officer, the principal financial officer, the chief accounting officer, the controller and any other officer of the Company with similar responsibilities and/or authority, as designated by the General Counsel from time to time (each, a “Covered Officer”). This Code of Ethics applies to a Covered Officer irrespective of the entity that employs such Covered Officer. All references herein to dealings or transactions with, or actions of, the Company refer also to dealings or transactions with, or actions of, any other entity in which the Company has a substantial investment.

### General Principles

In all of their dealings on behalf of, or with, the Company, each Covered Officer must:

- Engage in and promote honest and ethical conduct (including by avoiding whenever possible actual or apparent conflicts of interest between personal and business or professional relationships) and, when conflicts, whether actual or apparent, are unavoidable or when avoiding those conflicts may not be in the Company’s best interest, to take all necessary action to ensure that the situation is fully disclosed and handled appropriately;
- Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing his or her objectivity and independent judgment to be subordinated to the judgment of others;
- Produce full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Committee (“SEC”), and in other public communications;
- Comply in all material respects with all applicable governmental laws, rules and regulations (including, but not limited to, those relating to disclosure of the business activities and/or performance of the Company) and all related Company policies and procedures;

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- Promptly report any violations of this Code of Ethics or of the Code of Business Conduct and Ethics to the appropriate persons;
  - Protect the confidentiality of non-public information of the Company or of its customers or suppliers, and prevent the unauthorized disclosure of that information unless required by law, regulation or legal process;
  - Ensure the responsible use of, and control over, all Company assets and resources entrusted to his or her care; and
  - Assume accountability for compliance with, and the interpretation and enforcement of, this Code of Ethics.

## Implementing Policies and Procedures

In furtherance of the general principles stated above, each Covered Officer must adhere to the following set of implementing policies and procedures:

### 1. Avoidance and Handling of Conflict of Interest Situations

Each Covered Officer is expected to avoid, whenever possible, situations where his or her personal interest may conflict with, or be reasonably perceived to conflict with, the best interests of the Company. Where it is not possible to avoid an actual or apparent conflict of interest, a Covered Officer must fully disclose the circumstances giving rise to the actual or apparent conflict to the General Counsel and the Covered Officer's immediate supervisor. In the case of the CEO, CFO and any internal auditor (and any conflict involving a chief legal officer) the Covered Officer must also fully disclose to the Audit Committee. The Covered Officer may not participate in any discussions with respect to that conflict (other than as directed by the General Counsel, the Covered Officer's immediate supervisor and/or the Audit Committee, as applicable) and must act in a manner intended and expected to protect and advance solely the Company's best interest.

A Covered Officer or a "family member" of a Covered Officer (as defined below):

- is not permitted to compete, either directly or indirectly, against the Company during the term of the Covered Officer's employment with the Company;
- is not permitted to receive compensation in connection with services performed relating to any transaction entered into by the Company, other than compensation received in the course of the Covered Officer's employment by the Company;
- should avoid making any personal investment, acquiring any personal financial interest or entering into any association that interferes or might reasonably be thought to interfere with his or her objective and independent exercise of judgment on behalf of the Company and its best interests; and
- is not permitted to take or otherwise appropriate for his or her personal benefit (or for the benefit of any other person or enterprise) any asset, property or information belonging to the Company or any opportunity or potential opportunity that arises or may arise in any line of business in which the Company engages or that the Covered Officer knows or has reason to believe at the time the Company is considering in engaging without first notifying and obtaining the written approval of the Company's General Counsel (or his or her designee).

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To protect and advance the interests of the Company in any situation where the interests of the Company and the interests of a Covered Officer may conflict or be perceived to conflict, it will generally be necessary for the Covered Officer to cease to be involved in dealing with the situation on behalf of the Company and for another director, officer or employee of the Company to act on the matter on behalf of the Company (for example, in the negotiation of a transaction on behalf of the Company).

There is no “bright-line” test for, or comprehensive definition of what constitutes, a conflict of interest. Accordingly, while not every situation that may give rise to a conflict of interest can be enumerated either in this Code of Ethics or the Code of Business Conduct and Ethics, a Covered Officer must treat as a conflict of interest any situation in which he or she or any family member (as defined below):

- solicits or accepts, directly or indirectly, from customers, suppliers or others dealing with the Company any kind of gift or other personal, unearned benefit as a result of his or her position with the Company, including payment or reimbursement of travel and meal expenses (other than non-monetary items of nominal intrinsic value and entertainment and meals within the boundaries of reason and moderation and offered or received as part of legitimate business activity); has any financial interest in any competitor, customer, supplier or other party dealing with the Company (excluding interests that (i) are less than 1% of the outstanding securities of business and (ii) represent less than 5% of that Covered Officer’s total assets of such Covered Officer’s family member, as applicable);
- has a consulting, managerial or employment relationship in any capacity with a competitor, customer, supplier or other party dealing with the Company, including the provision of voluntary services; or
- acquires, directly or indirectly, real property, leaseholds, patents or other property or rights in which the Company has, or the Covered Officer knows or has reason to believe at the time of acquisition that the Company is likely to have, an interest.

A “family member” includes the spouse, domestic partner, parent, grandparent, or an individual who acts in any of those capacities, children, grandchildren (natural, adopted, foster), sibling, dependent relative, or those similar relationships created by marriage (i.e., in-laws), or any person whose relationship may potentially affect the impartiality of business judgment.

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## 2. Full, Fair and Timely Disclosure; Adequacy of Disclosure Controls and Procedures and Internal Control Over Financial Reporting

Covered Officers are responsible under the federal securities laws and this Code of Ethics for assuring accurate, full, fair, timely and understandable disclosure in all of the Company's public communications, including, but not limited to, any report or other document filed with or submitted to the SEC or other governmental agency or entity, or in a press release, investor conference or any other medium in which that Covered Officer purports to communicate on behalf of the Company. Accordingly, it is the responsibility of each Covered Officer to bring to the attention of the General Counsel or the Chair of the Audit Committee of the Company's Board of Directors promptly any credible information of which he or she becomes aware that would place in doubt the accuracy and completeness in any material respect of any disclosures of which he or she is aware that have been made, or are to be made, directly or indirectly by the Company in any public SEC filing or submission or any other formal or informal public communication, whether oral or written (including, but not limited to, a press release).

In addition, each Covered Officer is responsible for promptly bringing to the attention of the General Counsel, the Chair of the Audit Committee, any Head of Internal Audit and the Disclosure Committee of the Company, if any, any credible information of which he or she becomes aware that indicates any deficiency in the Company's internal control over financial reporting within the meaning of Section 404 of the Sarbanes-Oxley Act and the SEC's implementing rules, and/or the Company's disclosure controls and procedures for preparing SEC reports or other public communication as mandated by Section 302 of the Sarbanes-Oxley Act and the SEC's implementing rules, even if a materially inaccurate or incomplete disclosure by or on behalf of the Company has not yet resulted or is not expected imminently to result from such deficiency.

Each Covered Officer is reminded, moreover, that the Company is required to keep books and records that accurately and fairly reflect its business operations, its acquisition and disposition of assets and its incurrence of liabilities, as part of a system of internal accounting controls that will ensure the reliability and adequacy of these books and records and that will ensure that access to Company assets is granted only as permitted by Company policies.

## 3. Compliance with the Code of Ethics; Violations of Law

Each Covered Officer will promptly bring to the attention of the Chair of the Audit Committee and the General Counsel (or such other person as may be designated by the Company's Board of Directors (the "Board") from time to time) any credible information he or she may receive or become aware of indicating:

- that any material violation by a Covered Officer of this Code of Ethics or Code of Business Conduct and Ethics either has occurred, may be occurring, or is imminent;
- that any material violation of the U.S. federal securities laws or any rule or regulation thereunder by a Covered Officer has occurred, may be occurring, or is imminent; or
- that any material violation by a Covered Officer of any other law, rule or regulation applicable to the Company has occurred, is occurring or is imminent.

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In reporting material violations under this section, you should speak directly with the Chair of the Audit Committee and the General Counsel. You may also elect to utilize the Company's confidential or anonymous complaint procedures as specified in the Company's Whistleblower Policy.

Unless otherwise directed by the Audit Committee, the General Counsel will have responsibility for investigating and responding to violations reported under this section. A completed certificate attesting to compliance with this Code of Ethics will be obtained from all Covered Officers by the General Counsel promptly after the approval of this Code of Ethics by the Audit Committee or an individual becoming a Covered Officer, as pertinent, and, thereafter, on an annual basis. The General Counsel will make all of those certificates available to the Audit Committee or full Board, upon request.

#### **4. Independent Auditors**

Covered Officers are prohibited from directly or indirectly taking any action to fraudulently influence, coerce, manipulate or mislead the Company's independent public auditors for the purpose of rendering the financial statements of the Company misleading.

#### **5. Amendments to and Waivers of the Code of Ethics**

Where an amendment to or waiver of this Code of Ethics may be necessary or appropriate with respect to a Covered Officer, that person will submit a request for approval to the Board, through the General Counsel. Only the Board, or a duly authorized committee of the Board, may grant waivers from compliance with this Code of Ethics or make amendments to this Code of Ethics. All waivers, including implicit waivers and amendments, will be publicly disclosed where required by applicable SEC regulations and the requirements of the Company's primary stock exchange. For this purpose, a "waiver" means the approval by the Board of a material departure from a provision of this Code of Ethics, and an "implicit waiver" means the failure of the Board to take action within a reasonable period of time regarding a material departure from a provision of this Code of Ethics after any executive officer of the Company has become aware of such material departure.

If the Board, or a duly authorized committee of the Board, decides to grant a waiver from this Code of Ethics, it will ensure that, if the circumstances warrant, the waiver is accompanied by appropriate controls designed to protect the Company from the risks of the transaction with respect to which the waiver is granted. The Disclosure Committee will be advised of the waiver for the purposes of ensuring timely disclosure of the waiver in accordance with the rules of the SEC and the Company's primary stock exchange and modification (if required) of the Company's disclosure controls or procedures in light of the waiver.

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## 6. Sanctions for Violations

In the event of a violation of this Code of Ethics by a Covered Officer, the Board or the Audit Committee, as appropriate, will consult with the General Counsel, external legal counsel and other advisors, if and as appropriate, and determine the appropriate actions to be taken after considering all relevant facts and circumstances. Such actions will be reasonably designed to:

- deter future violations of this Code of Ethics or other wrongdoing; and
- promote accountability for adherence to the policies of this Code of Ethics and other applicable policies.

In determining the appropriate sanction in a particular case, the Board, the Audit Committee or the Company's management, as appropriate, may consider the following matters:

- the nature and severity of the violation;
- whether the violation was a single occurrence or repeated occurrences;
- whether the violation appears to have been intentional or inadvertent;
- whether the individual(s) involved had been advised prior to the violation as to the proper course of action; and
- whether or not the individual in question had committed other violations in the past.

Covered Officers are reminded that violations of this Code of Ethics may also constitute violations of law that may result in civil or criminal penalties for the Covered Officers and/or the Company.