

December 7, 2012

Termination Notice

NOTICE TO HOLDERS OF AMERICAN DEPOSITARY SHARES EVIDENCED BY AMERICAN DEPOSITARY RECEIPTS REPRESENTING DEPOSITED ORDINARY SHARES OF:

ICON PLC
ONE ADS REPRESENTS ONE SHARE
CUSIP: 45103T107

You are hereby notified that The Bank of New York Mellon, as depositary for the ADSs (the “Depositary”), and the Issuer intend to amend the deposit agreement under which the ADSs were issued (the “Deposit Agreement”) to provide that, upon termination of the Deposit Agreement, all the outstanding ADSs will be cancelled and, subject to the terms and conditions of the Deposit Agreement, the Issuer shares represented by the ADSs of each holder will be delivered to that holder.

The amendment described above may be entered into and become effective on a date specified by the Issuer, but not earlier than **January 30, 2013**, which is 90 days after the date of this notice. The Issuer has informed the Depositary that its determination to enter into the amendment described will be contingent on the shareholders of the Issuer approving listing of the Issuer’s shares for trading on The Nasdaq Global Select Market and satisfactory completion of documentation required for that listing. Attached as Annex A is the revised text of the relevant section of the Deposit Agreement that is proposed to be amended.

To learn more about Depositary Receipts and issuer programs, please contact our marketing desks:

New York

Ravi Davis

Vice President

+1 212 815-4245

adrdesk@bnymellon.com

London

Damon Rowan

Vice President

+44 207 964 6527

damon.rowan@bnymellon.com

Hong Kong

Joe Oakenfold

Vice President

+852 2 840 9717

joe.oakenfold@bnymellon.com

This information and data is provided for general purposes only; it is not investment advice and should not be used for any investment decisions nor trading purposes. BNY Mellon does not warrant or guarantee the accuracy, timeliness or completeness of this announcement and shall have no liability for investment or other decisions based hereon, including market values loss on the sales or purchase of securities or other instruments or obligations. We do not undertake any obligation to update or amend this information or data. Nothing herein shall be deemed to constitute an offer to sell or a solicitation of an offer to buy securities.

December 7, 2012

You are hereby further notified that, if the amendment to the Deposit Agreement described above takes effect, the Deposit Agreement, as so amended, will, at the instruction of the Issuer, terminate immediately after that effectiveness.

At any time prior to effectiveness of the amendment to the Deposit Agreement described above, you may surrender your ADSs for the purpose of withdrawing the underlying Issuer shares. If you do that, you will have to pay the fee of the Depositary as provided in Section 2.05 of the Deposit Agreement of up to \$0.05 per ADS surrendered, a cable fee of \$17.50 and any applicable taxes or governmental charges.

If you do not surrender your ADSs for the purpose of withdrawal and the Deposit Agreement is amended and terminated as described above, you will automatically receive delivery of the Issuer shares your ADSs represent and you will not have to pay the Depositary's fee for surrender of the ADSs or the cable fee referred to above. You also will not need to take any action to surrender your ADSs or any American Depositary Receipt ("ADR") evidencing those ADSs, since all ADSs and ADRs would be cancelled automatically, but you would still be responsible for any applicable taxes or governmental charges.

Terms used in this Notice and not otherwise defined therein shall have the meanings set forth in the Deposit Agreement.

To learn more about Depositary Receipts and issuer programs, please contact our marketing desks:

New York

Ravi Davis

Vice President

+1 212 815-4245

adrdesk@bnymellon.com

London

Damon Rowan

Vice President

+44 207 964 6527

damon.rowan@bnymellon.com

Hong Kong

Joe Oakenfold

Vice President

+852 2 840 9717

joe.oakenfold@bnymellon.com

This information and data is provided for general purposes only; it is not investment advice and should not be used for any investment decisions nor trading purposes. BNY Mellon does not warrant or guarantee the accuracy, timeliness or completeness of this announcement and shall have no liability for investment or other decisions based hereon, including market values loss on the sales or purchase of securities or other instruments or obligations. We do not undertake any obligation to update or amend this information or data. Nothing herein shall be deemed to constitute an offer to sell or a solicitation of an offer to buy securities.