## Corporate Action Notice



January 25, 2013

## **Delisting and Termination**

Name: ICON plc DR CUSIP: 45103T107 DR ISIN: US45103T1079 DR Ticker Symbol: ICLR

Ratio (DRs:Underlying Shares): 1:1

In a notice dated November 2, 2012, holders of American Depositary Shares ("ADSs") representing ordinary shares ("Shares") of ICON plc (the "Issuer") were advised that The Bank of New York Mellon, as depositary (the "Depositary") for the ADSs, and the Issuer intended to amend the deposit agreement under which the ADSs were issued (the "Deposit Agreement") to provide that, upon termination of the Deposit Agreement, all of the outstanding ADSs would be cancelled and ADR holders would be entitled to receive Shares.

ICON plc has confirmed that all of the conditions needed to list their Shares directly on The Nasdaq Global Select Market ("NASDAQ") have been satisfied, the amendment to the Deposit Agreement will be entered into and the termination of the Deposit Agreement will become effective on February 1, 2013.

As a result, holders of the ADSs (CUSIP No. 45103T107) will receive one Share of ICON plc (CUSIP No. G4705A100) for every one ADS held. In accordance with the amendment to the Deposit Agreement, on the effective date for termination of the Deposit Agreement, all outstanding ADSs will be automatically cancelled. Shares will be delivered to the former ADS holders on or about February 4, 2013.

ADS holders will not be charged the Depositary's fee for surrender of the ADSs.

## Please note the following dates:

**January 30, 2013 (close of business):** Books are closed for issuances and cancellations of ADSs. **February 1, 2013 (close of business):** Termination Date of Deposit Agreement; ADSs are cancelled.

**February 1, 2013 :** ADSs cease trading on NASDAQ.

**February 4, 2013 :** Shares are listed and trade directly on NASDAQ.

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

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BNY Mellon collects fees from DR holders pursuant to the terms and conditions of the DRs and the deposit agreement under which they are issued. From time to time, BNY Mellon may make payments to the issuer to reimburse and / or share revenue from the fees collected from DR holders, or waive fees and expenses to the issuer for services provided, generally relating to costs and expenses arising out of establishment and maintenance of the DR program. BNY Mellon may also transact with affiliated brokers and dealers. 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.