

**Corporate Governance  
Guidelines  
of  
IQVIA Holdings Inc.**

**(Effective February 9, 2021)**

The Board of Directors (“Board”) of IQVIA Holdings Inc., a Delaware corporation (the “Corporation”), has adopted corporate governance guidelines for the Corporation. These guidelines reflect the Board’s commitment to a system of governance that enhances corporate responsibility and accountability, as well as compliance with the requirements of the Sarbanes-Oxley Act of 2002 and the New York Stock Exchange (“NYSE”) listing standards. These guidelines are subject to modification from time to time by the Board. The principles herein are guidelines within which the Board may conduct its business and are not intended to be legally binding obligations.

**1. MISSION STATEMENT**

The Board is committed to maximizing long-term stockholder value while supporting management in the business and operations of the Corporation, observing ethical standards, and adhering to the laws of the jurisdictions within which the Corporation operates.

**2. PRIMARY FUNCTIONS OF THE BOARD**

The primary responsibility of the Board is to exercise its business judgment to act in what it reasonably believes to be the best interests of the Corporation and its stockholders. In carrying out its responsibilities, the Board selects the Chief Executive Officer and approves the selection of the Corporation’s executive officers and certain other members of senior management, acts as an advisor to management and oversees management’s performance. It is management’s responsibility to manage the day-to-day operations of the Corporation.

**3. CONFIDENTIALITY**

Pursuant to their duties of care and loyalty, directors must protect and hold confidential all nonpublic information that comes to them, from whatever source, in their capacity as a director of the Corporation, absent the explicit permission of the Board or the Corporation to disclose particular information or as may otherwise be required by applicable law, rules or regulations or in legal proceedings. Accordingly, directors may not: (a) use confidential information for their own personal benefit or to benefit persons or entities outside the Corporation; or (b) disclose confidential information outside the Corporation, either during or after their service as directors, except with the explicit authorization of the Board or Corporation or as may be otherwise required by applicable law, rules or regulations or in legal proceedings.

“Confidential information” includes all non-public information entrusted to or obtained by a *director by reason of his or her position as a director of the Corporation, whether the information relates* to the Corporation or a third party. Confidential information includes, but is not limited to,

non-public information that might be of use to competitors or harmful to the Corporation or its customers if disclosed, such as:

- (i) non-public information about the Corporation's financial condition, prospects or plans, its strategic initiatives, entry into new markets, marketing and sales programs, as well as information related to mergers and acquisitions, divestitures, stock splits, stock repurchases, and dividends;
- (ii) non-public information about possible transactions with other companies, or about any of the Corporation's customers, suppliers, vendors, services providers or joint venture partners; and
- (iii) non-public information about discussions and deliberations relating to business issues and decisions that take place between and among associates, officers and directors, as well as Board dynamics.

Confidential information about the Corporation, including information that can be expected to have an impact on the market for the Corporation's stock such as projections of revenue or earnings, may be released only in accordance with the Corporation's policies and applicable law.

#### **4. SELECTION AND COMPOSITION OF THE BOARD**

***Size of the Board.*** The Corporation's charter and bylaws provide that the Board consist of not less than 5 nor more than 17 directors with the exact number determined from time to time by resolution of the directors. The Board believes that it should neither be too small to maintain the needed expertise and independence nor too large to be efficiently functional. The Board's general expectation is that the Board will consist of approximately 10 directors, although the Nominating and Governance Committee will periodically evaluate and review the Board's organization, including the appropriate size and mix of the Board in light of the stated objectives below, and make any recommendation to the Board, as appropriate.

***Selection of New Directors.*** Members of the relevant class of the Board are elected each year at the annual meeting of stockholders. Subject to the bylaws, the Board should be responsible for selecting its own members of the Board for election by the stockholders. The Board, however, delegates the process for identifying and reviewing candidates for director positions to the Nominating and Governance Committee with direct input from the Chairman and the Chief Executive Officer.

***Board Membership Criteria.*** The Nominating and Governance Committee of the Board is responsible for reviewing with the entire Board from time to time the appropriate skills and characteristics required of members of the Board in the context of the current make-up of the Board. It is the policy of the Board that directors should possess the highest personal and professional ethics, integrity and values, and be committed to representing the long-term interests of the Corporation's stockholders. It is also the Board's policy that the composition of the Board at all times adhere to the standards of independence promulgated by the NYSE and as further clarified below under "*Director Independence*," and reflect a range of talents, ages, skills, character, diversity and expertise, particularly in the areas of accounting and finance, management, domestic and international markets, leadership and corporate governance, the Corporation's

industry and the markets the Corporation serves sufficient to provide sound and prudent guidance with respect to the Corporation's operations and interests.

Accordingly, in recruiting and evaluating new director candidates, the Nominating and Governance Committee should seek to achieve a mix of Board members that enhances the diversity of background, skills and experience on the Board, including with respect to professional skills, relevant industry experience, specialized expertise, international experience, gender, race and ethnicity, and shall assess a candidate's character, wisdom, judgment, ability to make independent analytical inquiries, business experiences and other background, understanding of the Corporation's industry and business environment, time commitment, acumen and independence, as well as the current Board's skill set. When conducting a formal search for new director candidates, the Nominating and Governance Committee shall ensure that any initial list of director candidates from which new management-supported director nominees are chosen will include qualified female and racially or ethnically diverse candidates. Any third-party firm engaged to assist in the search shall be instructed to include such candidates on the initial list.

When determining whether to nominate a current director to stand for re-election, the Nominating and Governance Committee will review and consider the performance of such director during the prior year using performance criteria established by the Board. The Nominating and Governance Committee also shall consider the requirements of any stockholders agreement then in effect that governs the composition requirements of the Board. These factors, and others considered useful by the Board, are reviewed in the context of an assessment of the perceived needs of the Board at a particular point in time and in evaluating future candidates for Board membership.

Each member of the Board is expected to dedicate the time and resources sufficient to ensure the diligent performance of his or her duties on behalf of the Corporation. In general, the Board does not have a policy limiting the number of other public company boards of directors upon which a member of the Board may sit. However, the Nominating and Governance Committee shall consider the number of other public company boards and other boards (or comparable governing bodies) on which a prospective nominee is a member. Although there is no limit on outside directorships, the Board recognizes the substantial time commitments attendant to membership on the Board and expects that the members of the Board devote such time as is necessary to fulfill their accompanying responsibilities, both in terms of preparation for, and attendance and participation at, meetings. Members of the Board are expected to become and remain informed about the Corporation, its business and its industry, rigorously prepare for, attend and participate in all meetings of the Board and applicable committee meetings.

Prior to nominating a person to serve as a director, the Nominating and Governance Committee shall evaluate the candidate based on the criteria described above. In addition, prior to accepting renomination, each director should evaluate himself or herself as to whether he or she satisfies the criteria described above.

***Majority Voting for Directors.*** Any nominee for director in an uncontested election who receives a number of "withhold" votes that is greater than 50% of all votes cast with respect to that nominee's election shall, promptly following certification of the stockholder vote, offer his or her resignation to the Board. (An uncontested election is one in which the number of nominees is not

greater than the number of directors to be elected.) The resignation offer shall be in writing and shall be an irrevocable resignation offer pending acceptance or rejection as provided herein.

The Nominating and Governance Committee shall consider the resignation offer and make a recommendation to the Board. In deciding the action to be taken with respect to any such resignation offer tendered under this policy, the Nominating and Governance Committee and the Board shall consider what they believe is in the best interests of the Corporation and its stockholders. In this regard, the Nominating and Governance Committee and the Board should consider all factors deemed relevant, including but not limited to: (i) any stated reasons why stockholder cast a withhold vote for such director, (ii) the basis for any recommendation to stockholder to withhold votes for such director, (iii) any alternatives for curing the underlying cause of the "withhold" votes for such director, (iv) the director's tenure, (v) the director's qualifications, (vi) the director's past and expected future contributions to the Corporation, and (vii) the overall composition of the Board, including whether accepting the resignation offer would cause the Corporation to be in violation of its constituent documents or fail to meet any applicable regulatory or contractual requirements. The Nominating and Governance Committee's recommendation and the Board's actions with respect to any such resignation offer may include: (i) accepting the resignation offer, (ii) deferring acceptance of the resignation offer until a replacement with the necessary qualifications can be identified and elected to the Board, (iii) maintaining the director but addressing the underlying cause of the "withhold" votes, (iv) resolving that the director will not be re-nominated for the next election, or (v) rejecting the resignation offer. An accepted resignation offer will become effective immediately upon acceptance or upon such other time as determined by the Board consistent with this policy.

The Board's decision shall be made within 90 days of the certification of election results. The decision, and an explanation of the decision, shall be disclosed as soon as practicable by press release or Form 8-K.

***Director Independence.*** An "independent" director shall be one who meets the qualification requirements for being an independent director under applicable laws and the corporate governance listing standards of the NYSE, including the requirement that the Board must have affirmatively determined that the director has no material relationships with the Corporation, either directly or as a partner, stockholder or officer of an organization that has a relationship with the Corporation. In determining whether relationships are material, the Board shall use its business judgment in good faith to determine whether a relationship would disable the person from exercising independent judgment in serving as a director. To guide its determination as to whether or not a business or charitable relationship between the Corporation and an organization with which a director is so affiliated is material, the Board, or designated committee of the Board, may from time to time adopt categorical standards of independence.

The Board shall consist of such number of directors who are independent as is required and determined in accordance with applicable laws and regulations and requirements of the NYSE and SEC rules. The Board shall conduct an annual review of each director's independence. In addition to the Board's annual review, each independent director shall annually evaluate the criteria set forth in these guidelines to determine if he or she continues to be an independent director. Upon making a determination that he or she no longer qualifies as an independent director, the director

shall as soon as practicable notify the chair of the Nominating and Governance Committee of such fact so that review of the Board can be facilitated.

The Board is willing to have members of senior management, in addition to the Corporation's Chief Executive Officer, and other individuals who may not meet the above definition of independence, as directors. In addition, the Board believes that it may be beneficial to the discharge of their duties as directors for managers that do not serve on the Board to nonetheless attend meetings of the Board on a regular basis.

***Selection of Chairman.*** Currently, the Corporation's Chief Executive Officer also serves as Chairman of the Board. The Board recognizes that there may be circumstances in the future that would lead it to separate these offices, although it does not believe there is any reason to do so at this time. The Board believes that this issue is primarily a matter of the succession planning process and that it is in the best interest of the Corporation for the Board to make this determination when it elects a new Chief Executive Officer or at such other times that it believes is best for the Corporation at a given point in time.

***Director Term Limits.*** The Board does not believe it should establish term limits. While term limits could help insure that there are fresh ideas and viewpoints available to the Board, they have the disadvantage of losing the contribution of directors who over time have developed increasing insight into the Corporation and its operations and therefore provide an increasing contribution to the Board as a whole.

***Change in Director Circumstances.*** In the event of a significant change in circumstances involving a director's employment status, professional position, or substantial commitments to a business or governmental organization, or a change in a director's personal circumstances, such as an adverse change in the status of the director's health, which would inhibit his or her ability to continue service on the Board, the director shall offer to tender his or her resignation from the Board by submitting such offer in writing to the Chairman of the Board. Such notice shall be tendered no more than five (5) business days after learning of such change of circumstances. Upon receipt of such notice, the Board may accept or reject such resignation offer in its sole discretion. If the Board accepts the director's resignation, such resignation shall become effective as of the later of (1) the date on which the resignation is accepted by the Board, or (2) a date specified by the Board. It is not required by the Board that in every instance such director should leave the Board.

If a director assumes a material role in a not-for-profit entity, he or she should notify the chair of the Nominating and Governance Committee for evaluation.

***Business Relationships with Directors.*** Directors must disclose to the Corporation's General Counsel any proposed arrangement in which they, or one of their immediate family members, may work for, be a consultant to, advise, serve on the board of, perform services for or otherwise be affiliated with a supplier, vendor or service provider of the Corporation. The General Counsel will then analyze the arrangement in light of the Corporation's conflict of interest, independence and disclosure requirements and in accordance with applicable law. In addition, any direct or indirect monetary arrangement for goods or services between a director or his or her immediate family members and the Corporation must be reviewed and approved in accordance

with the Corporation policy regarding related party transactions. Even if a relationship is approved, Board members should not participate in any matter affecting the business relationship or transactions between the Corporation and the other entity.

## **5. LEAD DIRECTOR**

Subject to the bylaws, a Lead Director shall be chosen by the independent directors serving on the Board by a majority vote. Subject to Section 5.4 of the bylaws, the Lead Director shall serve for a one year term, expiring at the end of the meeting of the Board to be held approximately one year following the meeting of the Board in which he or she is appointed. Responsibilities of the Lead Director will include:

- (i) liaising between non-management directors and management;
- (ii) presiding at executive sessions of non-management directors and at meetings of the Board when the Chairman is not present;
- (iii) consulting with the Chairman regarding agendas, schedules and information sent to the Board for meetings of the Board;
- (iv) consulting with the Chairman on other matters pertinent to the Corporation and the Board;
- (v) consulting with major stockholders upon their request; and
- (vi) performing such other responsibilities as the Board may determine from time to time.

The Lead Director may call special meetings of the Board by providing appropriate notice of such meetings in accordance with the bylaws.

## **6. COMPENSATION OF THE BOARD**

The Leadership Development and Compensation Committee shall have the responsibility for recommending to the entire Board the compensation and benefits for non-employee directors. It is appropriate for the Leadership Development and Compensation Committee to report from time to time to the entire Board on the status of director compensation in relation to other U.S. publicly-held companies of comparable size and global scope of operations and other comparably-sized companies operating in comparable industries. An executive officer of the Corporation serving as a member of the Board shall not receive additional compensation for their service as director.

The proposed changes in director compensation, if any, should come at the suggestion of the Leadership Development and Compensation Committee, but with full discussion and concurrence by the entire Board. It is the policy of the Board that a portion of director compensation should be in the form of stock or stock based instruments in order to align their interests with those of stockholders.

## **7. BOARD PERFORMANCE**

*Evaluation of Board Performance.* The Nominating and Governance Committee is responsible for overseeing at a minimum an annual evaluation of the overall performance of the Board and reporting the results to the entire Board. If the Nominating and Governance Committee so desires, it may be assisted by an outside consultant in making its assessment of the overall performance of the Board. The report should be discussed with the full Board at the same time, if applicable, as membership criteria for the Board is discussed.

The report will include an evaluation of, among other things, (i) composition and independence of the Board, (ii) access to and review of information from management, (iii) responsiveness of the Board to stockholder concerns and (iv) maintenance and implementation of these corporate governance guidelines.

The Nominating and Governance Committee's evaluation of the Board should be of the contribution of the Board as a whole and should specifically review areas in which the Board and/or management believes a better contribution could be made. The purpose of the evaluation is to increase the effectiveness of the Board, not to target individual directors.

In addition, each committee of the Board will conduct at a minimum, an annual self-evaluation and report the results to the entire Board. Each committee's evaluation must compare the performance of the committee with the requirements of its written charter.

*Orientation and Continuing Education.* Under the direction of the Nominating and Governance Committee, each new director is provided an orientation program that includes appropriate materials, meetings with key management and visits to Corporation facilities. The Board may provide continuing education for directors, either individually, as a committee, or as the entire Board, when circumstances suggest such education would confer a significant benefit. Directors are encouraged to participate in educational programs relevant to their responsibilities, including programs conducted by universities and other educational institutional institutions.

## **8. INTERACTION WITH INSTITUTIONAL INVESTORS, PRESS, CUSTOMERS, ETC.**

The Board believes that management speaks for the Corporation. Individual nonemployee directors may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Corporation, but it is expected that these directors would do this with the knowledge of management, in accordance with the Corporation's policies, and, in most instances, at the request of management.

## **9. MEETINGS OF THE BOARD**

*Scheduling and Selection of Agenda Items for Board Meetings.* The Chairman of the Board, in consultation with other members of the Board, will determine the frequency and length of meetings of the Board. Regular meetings at appropriate intervals are in general desirable for the performance of their responsibilities. In addition to regularly scheduled meetings, additional unscheduled meetings may be called upon appropriate notice at any time to address any special needs. In addition, at least once a year, the Board will be presented the long-term strategic plan for

the Corporation and the principal issues that management expects the Corporation to encounter in the future.

The Chairman of the Board will establish the agenda for each meeting of the Board and distribute it in advance to members of the Board. Each director is free to suggest the inclusion of items on an agenda, to raise at any meeting of the Board subjects that are not on the agenda for that meeting or to request the presence of or a report by any member of management. If the Chief Executive Officer is also Chairman of the Board, a contact director should be specified for directors wishing to discuss issues or add agenda items that are not appropriately or best forwarded to the Chief Executive Officer. During at least one meeting of the Board each year, the Board will be presented the long-term strategic plan for the Corporation and the principal issues that it expects to face in the future.

***Board Material and Presentations.*** Information and data that is important to the understanding of the business and matters to be considered at the meeting of the Board should be distributed in writing and in advance to members of the Board. As a general rule, materials on specific subjects should be sent to the members of the Board sufficiently in advance so directors will be prepared to discuss questions that they may have about the material.

The Board encourages management to schedule managers to present at meetings of the Board who (i) can provide additional insight into the specific matters being discussed because of personal involvement in these areas or (ii) have future potential that management believes should be given exposure to the Board.

***Participation in Meetings.*** Members of the Board are expected to review and devote appropriate time to study Board materials and participate in all meetings of the Board and applicable committee meetings. Each member of the Board is expected to ensure that other existing and planned future commitments do not materially interfere with their service as a director. Directors are strongly encouraged to attend the Corporation's annual stockholder meetings.

***Access to Management and Employees.*** Directors have full access to management and to information about the Corporation's business activities in accordance with applicable law. A Board member shall notify the Chairman and Chief Executive Officer and the Corporation's General Counsel before initiating any non-routine director requests for meetings or contacts with, or Corporation information from, employees or other representatives of the Corporation. The directors shall use their judgment to ensure that any requests that they make for meetings, contacts or other information are not disruptive to the business operations of the Corporation. It is the expectation of the Board that directors will keep the Chairman and Chief Executive Officer and the General Counsel informed of communications between a director and an officer or other employee of the Corporation unless prohibited by law or Corporation policy.

***Meetings of the Non-Management Directors and the Independent Directors.*** The non-management directors shall have a separate meeting session periodically, not less than annually, during regularly scheduled meetings of the Board to review matters concerning the relationship of the Board with the management directors and other members of senior management and such other matters as it deems appropriate. The non-management directors shall not take any formal actions at these meetings, although they may subsequently recommend matters for full consideration by

the Board. The Lead Director of the Board shall preside at all meetings of non-management directors at which he or she is present. In order to allow interested parties the opportunity to make their concerns known to these non-management directors, the Board has established a procedure for these parties to communicate directly with the non-management directors.

The independent directors should also hold an executive session at least once a year. The chair of the Nominating and Governance Committee will preside at all meetings of independent directors.

## **10. COMMITTEES OF THE BOARD**

***Number of Committees.*** The Board will establish or disband committees from time to time to facilitate and assist in the execution of its responsibilities. These committees shall generally address issues that, because of their complexity and technical nature, level of detail and time requirements or because of proper corporate governance principles cannot be adequately addressed at larger meetings of the Board.

The Board currently has three standing committees of the Board: the Audit Committee, the Leadership Development and Compensation Committee, and the Nominating and Governance Committee. Each committee shall have a written charter of responsibilities and authorities that shall be periodically reviewed by the Board. There may, from time to time, be occasions on which the Board deems it appropriate to form a new committee or disband a current committee depending upon the circumstances. The Corporation complies with all requirements of the NYSE relating to the constitution of key committees, including requirements relating to the independence of committee members. Directors should promptly inform the Chairman of the Board of any anticipated changes in their circumstances or relationships that may impact their qualification for membership on any of the Board's committees or subcommittees.

***Assignment and Term of Service of Committee Members.*** Subject to the bylaws, the Board is responsible for the appointment of committee members and committee chairmen, taking into account the desires of individual members, the suggestions of the Chairman and the Nominating and Governance Committee and the requirements of the NYSE. In making such appointments, the Board shall consider the rotation of committee membership and chairmanship at appropriate intervals, although the Board does not believe that rotation should be mandated as a policy.

***Frequency and Length of Committee Meetings and Committee Agenda.*** The committee chairman, in consultation with the other committee members, will determine the frequency and length of committee meetings and, in consultation with the Chairman of the Board and appropriate members of senior management, develop the agenda for committee meetings. The agendas and meeting minutes of the committees will be shared with the full Board. Any director that is not a member of a particular committee may attend any committee meetings with the concurrence of the committee chairman.

## **11. LEADERSHIP DEVELOPMENT**

***Formal Evaluation of Chief Executive Officer.*** The non-management directors should make this evaluation annually, and the evaluation should be communicated to the Chief Executive

Officer by the chairman of the Leadership Development and Compensation Committee. The evaluation should be based on clearly articulated criteria, including performance of the business, accomplishment of long-term strategic objectives, and development of senior management. The evaluation will be used by the Leadership Development and Compensation Committee in the course of its deliberations when considering the compensation of the Chief Executive Officer.

***Succession Planning and Management Development.*** The Board and the appropriate committee shall review succession planning and management development with the Chief Executive Officer on an annual basis. This succession planning includes the development of policies and principles for selection of the Chief Executive Officer, including succession in the event of an emergency.

***CEO External Searches.*** If the Board or relevant committee conducts an external search for Chief Executive Officer candidates, the Board or relevant committee shall ensure that any initial list of Chief Executive Officer candidates will include qualified female and racially or ethnically diverse candidates. Any third-party firm engaged to assist in the search shall be instructed to include such candidates on the initial list. For the avoidance of doubt, such requirement shall not apply to any search for a Chief Executive Officer sourced solely from internal company candidates.

## **12. DIRECTOR CONDUCT AND ETHICS STANDARDS; CONFLICTS OF INTEREST**

***Conduct and Ethics Standards.*** Directors are subject to applicable provisions of the Corporation's code of conduct, "Doing the Right Thing." Among other things, directors shall conduct themselves in a manner that avoids actual or apparent conflicts of interest and that protects the Corporation's business reputation. Directors are expected to disclose to the Board or the Corporation's General Counsel any likely conflicts of interest and recuse themselves from obtaining any information from the Corporation with respect to the matter about which the conflict may exist in accordance with the Corporation's policies. Directors, in the course of their duties, shall comply fully with all federal and state laws applicable to the Corporation's businesses, and with applicable Corporation's policies (including policies relating to use of confidential information and insider trading).

***Conflicts of Interest.*** Any situation that involves, or may reasonably be expected to involve, a conflict of interest with the Corporation should be brought to management's and the Board's attention in accordance with the Corporation's policy regarding related party transactions.

***Corporate Opportunities.*** The Corporation has adopted a policy to help assure that any opportunity that belongs to the Corporation or is discovered through the use of the Corporation's property, information or position is not pursued by a director unless and until the Company has determined that it is not interested in pursuing said opportunity. Any transaction covered by this policy should be brought to management's and the Board's attention in accordance with the Corporation's policy regarding corporate opportunity transactions. Notwithstanding the foregoing, the policy does not apply to any person, entity or transaction with respect to which the

Corporation has previously waived its right to such opportunity pursuant to its Certificate of Incorporation or any stockholders agreement.

### **13. DIRECT STOCKHOLDER COMMUNICATION WITH BOARD**

Stockholders and others who are interested in communicating directly with the members of the Board, including communication of concerns relating to accounting, internal controls, audit matters, fraud or unethical behaviors, may do so by email to [officeofgeneralcounsel@iqvia.com](mailto:officeofgeneralcounsel@iqvia.com) or by writing to the directors at the following address:

Name of Director or Directors  
c/o Secretary to the Board of Directors  
IQVIA Holdings Inc.  
100 IMS Drive  
Parsippany, NJ 07054

Individuals sending a communication to the Board can remain anonymous when communicating their concerns.

### **14. PUBLICATION OF CORPORATE GOVERNANCE GUIDELINES AND COMMITTEE CHARTERS**

The Board shall publish these Corporate Governance Guidelines and the Charters of the Audit, Leadership Development and Compensation, and Nominating and Governance Committees and make them available upon request as required by the listing standards of the NYSE and applicable rules of the SEC.