

MEDPACE HOLDINGS, INC.

CODE OF BUSINESS CONDUCT AND ETHICS

Adopted June 30, 2016

In accordance with the requirements of the Securities and Exchange Commission (the “SEC”) and of the listing standards of The NASDAQ Stock Market LLC (“NASDAQ”), the Board of Directors (the “Board”) of Medpace Holdings, Inc. (the “Company”) has adopted this Code of Conduct (the “Code”) to encourage as reasonably necessary:

- Honest and ethical conduct, including fair dealing and the ethical handling of actual or apparent conflicts of interest;
- Full, fair, accurate, timely and understandable disclosures;
- Compliance with applicable governmental laws, rules and regulations;
- Prompt internal reporting of any violations of law or the Code;
- Accountability for adherence to the Code, including fair process by which to determine violations;
- Consistent enforcement of the Code, including clear and objective standards for compliance; and
- Protection for persons reporting any such questionable behavior.

This Code contains general guidelines for conducting the business of the Company consistent with the highest standards of business ethics. To the extent that this Code requires a higher standard than required by commercial practice or applicable laws, rules or regulations, the Company expects adherence to these higher standards.

All directors, officers and employees (each a “Covered Person” and, collectively, the “Covered Persons”) of the Company and all of its subsidiaries and controlled affiliates are expected to be familiar with the Code and to adhere to the principles and procedures set forth below.

I. Conflicts of Interest

All Covered Persons must act in the best interests of the Company. To that end, all Covered Persons must refrain from engaging in any activity or having any personal interest that presents a “conflict of interest.” A conflict of interest occurs when the private interests of a Covered Person interfere, or appear to interfere, with the interests of the Company as a whole. A conflict of interest can arise when a Covered Person takes actions or has personal interests that make it difficult to perform his or her Company duties objectively and effectively.

Identifying potential conflicts of interest may not always be clear-cut. The following are just some of the situations that might reasonably be expected to give rise to a conflict of interest and should be disclosed promptly to the General Counsel or, if you are a director or executive officer, to the Board:

Outside Employment. An employee being employed by, serving as a director of, or providing any services to a company that the individual knows or suspects is a customer (including advisory clients), supplier or competitor of the Company (other than services to be provided as part of an employee's job responsibilities for the Company).

- Improper Personal Benefits. A Covered Person obtaining any material (as to him or her) personal benefits or favors because of his or her position with the Company.
- Financial Interests. A Covered Person having a "material interest" (ownership or otherwise) in any company that the employee knows or suspects is a material customer, supplier or competitor of the Company and using his or her position to influence a transaction with such company. Whether a Covered Person has a "material interest" will be determined by the Board of Directors in light of all of the circumstances, including consideration of the relationship of the employee to the customer, supplier or competitor, the relationship of the employee to the specific transaction and the importance of the interest to the employee having the interest.
- Loans or Other Financial Transactions. A Covered Person obtaining loans or guarantees of personal obligations from, or entering into any other personal financial transaction with, any company or individual that the Covered Person knows or suspects is a material customer, supplier or competitor of the Company. This guideline does not prohibit arms-length transactions with banks, brokerage firms or other financial institutions.
- Service on Boards and Committees. A Covered Person serving on a board of directors or trustees or on a committee of any entity (whether profit or not-for-profit) whose interests reasonably would be expected to conflict with those of the Company.
- Actions of Family Members. The actions of family members outside the workplace may also give rise to the conflicts of interest described above because they may influence a Covered Person's objectivity in making decisions on behalf of the Company. For purposes of this Code, "family members" include spouses or life-partners, brothers, sisters, parents, in-laws and children (whether such relationships are by blood or adoption).

For purposes of this Code, a company is a "material" customer if the customer has made payments to the Company in the past year in excess of \$200,000 or 5% of the customer's gross revenues, whichever is greater. A company is a "material" supplier if the supplier has received

payments from the Company in the past year in excess of \$200,000 or 5% of the supplier's gross revenues, whichever is greater. If you are uncertain whether a particular company is a material customer or supplier, please contact the Company's General Counsel for assistance.

All transactions that would give rise to a conflict of interest involving a director, the Company's Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer or Controller, or persons performing similar functions (together, the "Senior Financial Officers") or any other executive officer must be approved by the Board. If the Board approves of any such transaction, that approval will not be considered a waiver of this Code.

II. Corporate Opportunities

All Covered Persons have an obligation to advance the Company's interests when the opportunity to do so arises. If a Covered Person discovers or is presented with a business opportunity through the use of corporate property or information or because of his or her position with the Company, he or she should first present the business opportunity to the Company before pursuing the opportunity in his or her individual capacity. No Covered Person may use corporate property, information or his or her position with the Company for personal gain or compete with the Company while employed by the Company.

Covered Persons should disclose to their supervisor the terms and conditions of each business opportunity covered by this Code that they wish to pursue. The Company's General Counsel and the appropriate management personnel should be alerted, so that they can determine whether the Company wishes to pursue the business opportunity. If the Company waives its right to pursue the business opportunity, a Covered Person may then pursue the business opportunity on the same terms and conditions as originally proposed and consistent with the other ethical guidelines set forth in this Code.

III. Compliance with Laws, Rules and Regulations

All Covered Persons have an obligation to comply with all laws, rules and regulations applicable to the Company's operations. These include, without limitation, laws covering bribery and kickbacks, the development, testing, approval, manufacture, marketing and sale of our products and product candidates, copyrights, trademarks and trade secrets, information privacy, insider trading, illegal political contributions, antitrust prohibitions, foreign corrupt practices, offering or receiving gratuities, environmental hazards, employment discrimination or harassment, occupational health and safety, false or misleading financial information or misuse of corporate assets. To that end, all Covered Persons are expected to understand and comply with all laws, rules, and regulations that apply to their job responsibilities. In addition, Senior Financial Officers are also required to promote compliance by all employees with the Code and to abide by Company standards, policies and procedures.

A. Anti-Bribery and Corruption Laws

Applicable anti-corruption laws, including the Foreign Corrupt Practices Act (the "FCPA"), the UK Bribery Act ("UKBA"), where applicable, and other local anti-corruption laws, prohibit the Company and its employees, directors and agents from offering, giving or

promising money or any other item of value, directly or indirectly, with the intent to improperly secure business, retain business, or to influence any act or decision of any government official, political party, candidate for political office or official of a public international organization. Stated more concisely, Company employees, directors, are prohibited from giving or receiving bribes, kickbacks or other inducements in order to obtain an improper business advantage. This prohibition also extends to payments to a third party agent of the Company (an “intermediary”) if there is reason to believe that the payment will be used indirectly for a prohibited payment to foreign officials. Indirect payments include any transfer of money or other item of value to another individual or organization where the person making the transfer knows or has reason to know that some or all of that transfer is for the benefit of an individual to whom direct payments are prohibited. The use of intermediaries for the payment of bribes, kickbacks or other inducements is expressly prohibited. Violation of an applicable anti-corruption law can result in severe fines and criminal penalties, as well as disciplinary action by the Company, up to and including termination of employment.

In order to ensure compliance with the law, it is essential that Company financial records accurately and fairly reflect all corporate transactions, no matter how small. Recording any payments, gifts or other expenditures in any way that would conceal their true nature, the recipient, or the amount is also a violation of this policy. No undisclosed or unrecorded funds or assets of the Company are to be established for any purpose.

B. Insider Trading Laws

Consistent with the Company’s Insider Trading Compliance Policy, Covered Persons are prohibited from trading in the stock or other securities of the Company while in possession of material nonpublic information about the Company. In addition, Covered Persons are prohibited from recommending, “tipping” or suggesting that anyone else buy or sell the Company’s stock or other securities on the basis of material non-public information. Covered Persons who obtain material non-public information about another company in the course of their duties are prohibited from trading in the stock or securities of the other company while in possession of such information or “tipping” others to trade on the basis of such information. Violation of insider trading laws can result in severe fines and criminal penalties, as well as disciplinary action by the Company, up to and including termination of employment.

C. Compliance With Trade Control Laws

The United States antiboycott law prohibits certain actions to comply with or support an unsanctioned foreign country against a country friendly to the United States. The prohibited actions include refusing to do business in a certain country, furnishing information about a person in response to a boycott-related request, and implementing a letter of credit that contains a condition related to any of the prohibited actions.

United States economic sanctions regulations prohibit U.S. persons, including financial institutions and their foreign branches and non-U.S. affiliates, from exporting financial services to certain foreign governments and their specially designated nationals named by the Office of Foreign Assets Control (“OFAC”). These regulations also require that assets of these governments and persons be frozen. The Company shall establish and maintain procedures to

ensure that customers (and potential customers) are not on the OFAC list. As a result, all Company employees should be familiar with any such procedures that apply to his or her job responsibilities.

D. Equal Employment Opportunity; Workplace Behavior; Harassment

The Company is committed to providing equal opportunity and fair treatment to all individuals on the basis of merit, without discrimination because of race, color, religion, national origin, sex (including pregnancy), sexual orientation, age, disability, veteran status or other characteristic protected by law.

The Company also prohibits harassment based on these characteristics in any form, whether physical or verbal and whether committed by supervisors, non-supervisory personnel or non-employees. Harassment may include, but is not limited to, offensive sexual flirtations, unwanted sexual advances or propositions, verbal abuse, sexually or racially degrading words, or the display in the workplace of sexually suggestive or racially degrading objects or pictures. Harassment of Company employees by customers or vendors of the Company also will not be tolerated.

IV. Confidentiality

The Company routinely works with highly confidential client data and medical information. In most cases the Company has a formal confidentiality agreement with sponsors. In addition, much of the data about the Company itself and its employees is proprietary and/or highly confidential. While employed by the Company and thereafter, Covered Persons shall not, directly or indirectly, disclose to anyone outside the company any confidential information and shall only disclose such information within the company on a need-to-know basis. Confidential information includes, without limitation, any patient, study or sponsor data or files, employee information, and any Company policies, procedures, business plans or financial information. All confidential information and copies thereof are the sole property of the Company.

V. Financial Reports And Other Public Communications

The information in the Company's public communications, including all reports and documents filed with or submitted to the SEC, must be full, fair, accurate, timely and understandable. To ensure the Company meets this standard, all Covered Persons (to the extent they are involved in the Company's disclosure process) are required to maintain familiarity with the disclosure requirements, processes and procedures applicable to the Company commensurate with their duties. Covered Persons are prohibited from knowingly misrepresenting, omitting or causing others to misrepresent or omit, material facts about the Company to others, including the Company's independent auditors, governmental regulators and self-regulatory organizations.

VI. Customer Service

The Company's customers are important to the successful operation of the business and all Company employees must treat customers in a courteous and professional manner. A Company customer is a group, entity or individual who is not a Company employee or

contracted to perform the duties of a Company employee. Company customers include, but are not limited to: sponsors, investigator sites, vendors, service providers, and members of local communities. All Covered Persons must be aware that they represent the Company and are held responsible for optimal customer service. A Covered Person who is aware of project-related customer dissatisfaction is required to immediately report the issue to his/her manager and enter the information in the contact module of ClinTrak®.

VII. Protection And Use Of Company Assets

All Covered Persons should protect the Company's assets and ensure their efficient use for legitimate business purposes only and not for any personal benefit or the personal benefit of anyone else. Theft, carelessness and waste have a direct impact on the Company's financial performance. The use of Company funds or assets, whether or not for personal gain, for any unlawful or improper purpose is prohibited.

Covered Persons should be aware that Company property includes all data and communications transmitted or received to or by, or contained in, the Company's electronic or telephonic systems. Company property also includes all written communications. Covered Persons and other users of this property should have no expectation of privacy with respect to these communications and data. To the extent permitted by law, the Company has the ability, and reserves the right, to monitor all electronic and telephonic communication. These communications may also be subject to disclosure to law enforcement or government officials.

VIII. Company Records

Accurate and reliable records are crucial to the Company's business. Our records are the basis of our earnings statements, financial reports, regulatory submissions and many other aspects of our business and guide our business decision-making and strategic planning. Company records include financial records, personnel records, records relating to our technology and product development, strategic collaborations, client data, manufacturing and regulatory submissions and all other records maintained in the ordinary course of our business.

All Company records must be complete, accurate and reliable in all material respects. All Covered Persons must follow any formal document retention policy of the Company with respect to Company records within such person's control.

IX. Reporting, Investigation, And Resolution Of Concerns

This Code is not intended to be a comprehensive rulebook and cannot address every situation that Covered Persons may face. If an employee feels uncomfortable about a situation or have any doubts about whether it is consistent with the Company's ethical standards, the Company recommends that the employee seek help from a supervisor. If a supervisor cannot answer the question, or if the employees does not feel comfortable contacting his or her supervisor, the Company recommends that the employee contact the Company's General Counsel. The Company has also established an Ethics Hotline through NASDAQ that is available 24 hours a day, 7 days a week at (844) 421-1611, MEDP@openboard.info or <http://www.openboard.info/MEDP/>. A Covered Person may remain anonymous and will not be

required to reveal his or identity in calls to the Ethics Hotline, although providing your identity may assist the Company in addressing your questions or concerns.

All Covered Persons have a duty to report any known or suspected violation of this Code, including violations of the laws, rules, regulations or policies that apply to the Company. If you suspect a violation of this Code, you should immediately report the conduct to an immediate supervisor, the Company's General Counsel, or the Company's Ethics Hotline. Upon receipt, the General Counsel, or his or her designee, will work with appropriate persons to investigate the concern. When submitting a report to the Ethics Hotline, Covered Persons may remain anonymous, and will not be required to reveal their identity, although providing identity may assist the company in investigating specific situations and concerns. All reports of known or suspected violations of the law or this Code will be handled with sensitivity and discretion. The employee's immediate supervisor, the General Counsel, and any other individual duly authorized to participate in the investigation and follow-up to the report will protect all identity and confidentiality to the greatest extent possible, consistent with applicable laws and the Company's need to investigate potential concerns.

It is Company policy that any Covered Person who violates this Code will be subject to appropriate discipline, which may include termination of employment (or removal from the Board of Directors, as appropriate). This determination will be based upon the facts and circumstances of each particular situation. If a Covered Person is accused of violating this Code, he or she will be given an opportunity to present his or her version of the events at issue prior to any determination of appropriate discipline. Covered Persons who violate the law or this Code may expose themselves to substantial civil damages, criminal fines and prison terms. The Company may also face substantial fines and penalties and may incur damage to its reputation and standing in the community.

The Company prohibits retaliation against a Covered Person who, in good faith, seeks help, reports known or suspected violations, or cooperates with an investigation of any such report. Any reprisal or retaliation against an employee because the employee, in good faith, sought help, filed a report, or cooperated with an investigation will be subject to disciplinary action, including potential termination of employment.

X. Waivers

Any waiver of this Code for a director, a Senior Financial Officer or other executive officer may be made only by the Board and will be disclosed to the public as required by law or the NASDAQ rules, when applicable. Waivers of this Code for other employees and their immediate family members may be made only by our General Counsel and will be reported to the Audit Committee.

XI. No Rights Created

This Code is a statement of certain fundamental principles, policies and procedures that govern the Company's Covered Persons in the conduct of the Company's business. It is not intended to and does not create any rights in any employee, customer, client, visitor, supplier,

competitor, shareholder or any other person or entity. It is the Company's belief that the policy is robust and covers most conceivable situations.