



# ICF CODE OF BUSINESS ETHICS & CONDUCT

## A Message from Our CEO



Dear Colleagues:

*Trust* is key to our business—you are key to building trust. We provide professional services, and the effectiveness of our work stems from personal relationships and trust. Every day we ask our clients to trust us with their priorities, their programs, their data, their brands, and ultimately their reputation. We must operate with *integrity* and *transparency* to maintain long-term relationships of trust.

Our philosophy has been—and always will be—to sustain the highest possible business ethics and to uphold the laws where we operate. A momentary lapse in judgment, by even a single employee, can erode our clients' value and their trust in us.

This Code of Business Ethics and Conduct serves as a compass to guide our actions and embodies our commitment to build *and* sustain trust with clients, each other, shareholders, and business partners. To ensure that we live up to the ideals exemplified in this Code, you and I have certain responsibilities.

At a minimum, you and I need to:

- **Read and Understand** this Code and related ICF policies, along with applicable laws.
- **Comply** with this Code and applicable laws, while maintaining high ethical standards.
- **Complete Training** and Certifications at on-boarding and during the year as required.
- **Be Alert and Report** any potential violations of this Code or applicable laws.
- **Cooperate** fully and honestly in inquiries related to this Code.

Of course, no single document can provide specific guidance for all situations. I encourage you to bring any questions regarding this Code or compliance concerns to the immediate attention of your manager, the ICF Office of General Counsel, or your HR Business Partner.

Finally, if you believe that you or one of your colleagues may have done something not in accordance with this Code, *please come forward*. Covering up something will only make a bad situation worse. Each of us is obligated to report violations or other concerns. Employees who, in good faith, report suspected violations of this Code or other wrongdoing are protected from retaliation.

Thank you for observing this Code and protecting ICF's integrity.

Sudhakar Kesavan  
Chairman and CEO

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## Our Code and You

### Who Does this Apply to?

If you are reading this, then this Code of Business Ethics and Conduct (“Code”) likely applies to you. This Code applies to *all* employees and officers of ICF International, Inc. and its subsidiaries and affiliates (“ICF” or “the Company”). In addition:

- Individual consultants to ICF must comply with principles of the Code in performing ICF services.
- The Code applies generally to ICF’s Board of Directors, and any subsidiary boards.

### Your Responsibilities

Each of us shares responsibility for protecting ICF’s integrity. You are expected to:

- Adhere to the highest standards of ethical business conduct.
- Know and comply with this Code, the law, and our other corporate policies.
- Complete all required training and certify annually that you have complied with the Code.
- Maintain an open work environment that encourages honest communication regarding conduct.
- Seek advice and guidance when unsure of a specific action.
- Report internally any reasonable evidence of suspected violations of this Code or the law.

### Leader Responsibilities

As an ICF manager of people, you have a particular obligation to promote an ethical culture and environment where employees are treated respectfully and may raise good-faith concerns without fear of retaliation. We expect you to:

- Advocate the requirements of the Code, raise awareness, and “lead by example.”
- Promote an open and honest work environment that encourages communication regarding ethics and business conduct.
- Avoid placing, or seeming to place, pressure on employees that could cause them to act in a way that is inconsistent with the Code.
- Take appropriate and timely corrective action and report conduct that may violate the Code.
- Be sure there is no retaliation against anyone who reports concerns in good faith.

As used in this Code, the term “manager” refers to your direct supervisor, lead reviewer, or LOB, division, group, or department leader.

### No Retaliation

ICF has *zero tolerance for retaliation*.

### Questions & Answers

Q: My supervisor asked me to do something that I don’t *think* violates our code and it’s not illegal, but it still seems questionable to me. How should I handle this?

A: Whenever you feel unsure about conduct or action, seek guidance. You can speak with a more senior supervisor, the Office of General Counsel, or your Human Resources Business Partner (HRBP). If you wish to remain anonymous, you can call our ethics hotline at +1.866.373.6934 (U.S) or +1.844.641.5874 (Outside the U.S.).

We want to hear your honest concerns. ICF strictly prohibits retaliation against employees who report or assist in reporting what they believe in good faith to be a violation of this Code. A “good faith” report means you have accurately provided all relevant information and your report is sincere. Retaliation against an employee’s good faith report will result in disciplinary action, up to and including termination of the retaliating employee(s). Speak up when you see or suspect illegal or unethical conduct. This is both your right and your responsibility.

## Follow the Law

Everyone at ICF must obey all applicable laws and regulations. Some of the more common laws and regulations are discussed in this Code. You are responsible for being familiar with the laws governing your areas of responsibility. If you have a question concerning the application of any law or regulation to a contemplated action, seek guidance from your manager or the ICF Office of General Counsel.

## Be Ethical

ICF aspires to conduct our business with *uncompromising ethical standards*. Be sure that integrity and trust underlie your business relationships. It’s the right thing to do, as well as good business. We must be ethical with all clients—many clients are government entities, which carries particular obligations as a steward of public resources. We are all expected to adhere to high ethical standards. Ethical behavior requires that you:

- Be honest in dealings with coworkers, clients, vendors, suppliers, business partners, competitors, and the public.
- Consistently take responsibility for your actions and, where appropriate, for those of your team.
- Don’t engage in conduct or activity that may raise questions about ICF’s honesty, impartiality, or reputation or that may cause embarrassment to ICF.
- Consider whether any given action is legal; fair to all concerned; in the best interests of our employees, clients, and stockholders; and able to withstand public scrutiny.

### Questions & Answers

**Q:** Different countries have different cultures and different laws. Does this Code really apply worldwide?

**A:** Yes! The Code establishes guidance for all of ICF, regardless of your location or line of business. Of course, we have tailored company policies that vary for certain locations and lines of business. If a difference exists between the Code and local laws or customs, simply apply the higher standard to the given situation. Contact your manager, HR Business Partner or the Office of General Counsel for guidance.

## Use the Headline Test

This Code cannot account for every scenario you may face at ICF. Nor is it meant to. The Headline Test is designed to help you appropriately consider the wisdom and impact of your actions, including whether potential issues should be reported.

Use the chart below, and consider...“Before I act, make a decision for ICF, or enter into new business, would I be completely comfortable if it were written on the front page of a news outlet (or on Twitter, Facebook) or sent to our client or relevant government agency? How would it look? How would I feel if my action or decision were made public? What would my family and friends think?”

The “Headline Test”			
Question	NO	UNSURE	YES
1) Is it clearly legal?	<b>Don't do it!</b>  <b>OR</b>  <b>If it happened, report it internally!</b>	<b>Consult your manager or the Office of General Counsel (OGC) or HRBP.</b>	Proceed to next question
2) Is it consistent with ICF's Code of Business Ethics and Conduct? (Please Check!)			Proceed to next question
3) Would you be completely comfortable with this activity as a news headline, or discussed at your family table over a meal?			Passed the headline test. But always feel free to consult with a supervisor, the OGC, or HR for advice.

## Discipline

If you violate this Code, you will be subject to disciplinary action—up to and including termination of employment. Violations may also result in civil or criminal penalties. Don't do it!

Employees who witness a violation and fail to report it may be disciplined. And managers may be disciplined if a violation clearly reflects inadequate oversight.

# Respect Each Other

As a service company, people—our fellow workers—are the primary key to our success. Our success depends on a productive, innovative, and dynamic workforce in an open and collaborative work environment.

## 01. Respect for Diversity

ICF values and supports diversity at all levels of the company. We seek a work environment in which differences in perspective, background, and opinion are seen as strengths. Diverse backgrounds and perspectives enhance our overall creativity and capability.

## 02. Equal Employment Opportunity

ICF promotes a positive work environment that provides fair treatment and equal employment opportunities. We will not tolerate unlawful discrimination in ICF's work by anyone, whether manager, co-worker, vendor, consultant, visitor, or client of the Company. Below is what you must do to ensure fair treatment for all employees.

- Make employment decisions based on job-related qualifications.
- Treat each other equally, regardless of race, color, religion, national origin, sex, sexual orientation, gender identity, age, medical condition, physical or mental disability, veteran status, or any other status protected by applicable laws.
- Apply this policy to all aspects of employment, including recruiting, hiring, transfers, promotions, terminations, compensation, and benefits.
- Understand and comply with ICF policies relating to workplace fairness, including reporting violations.

## 03. Harassment

We must all encourage a harassment-free work environment and exercise good judgment in relationships with co-workers. We are all responsible for immediately reporting any harassment experienced or witnessed. Harassment is a form of discrimination and consists of unwelcome conduct, whether verbal, physical, or visual, including conduct that is based upon those protected classes discussed above. Although most harassment is a pattern of poor behavior, even one act may constitute impermissible conduct. ICF is committed to maintaining a work environment free from all forms of harassment.

## 04. Safety and Health

ICF is committed to a safe work environment. We each have a responsibility to meet this commitment by following ICF safety and HR procedures, as well as applicable laws designed to promote workplace safety. Report unsafe working conditions immediately.

## 05. Workplace Violence

ICF will not tolerate any form of violence, threat of violence, or perceived threat of violence. Do not bring, carry, or store firearms, explosives, or weapons of any kind to or in ICF's work environment, when conducting ICF business (unless specifically required by the project), or while attending ICF-sponsored activities. If you believe someone is in immediate danger, please contact the local authorities.



## 06. Drug-Free Workplace

We seek a working environment free of the problems associated with drug and alcohol abuse. ICF prohibits the distribution, possession, or use of illegal drugs or abuse of controlled substances at any ICF office or at any site where employees are engaged in work-related activities. Using illegal drugs or abusing controlled substances threatens your ability to effectively serve your clients. Do not consume alcohol on ICF premises, except as authorized during Company-sponsored events or programs.

# Build Trust with Clients and Partners

## 07. Client Billing and Time

### Timekeeping

We bill our clients, whether government or commercial, honestly for our services. In accordance with ICF's timekeeping policies and procedures applicable to your location and work, you are expected to follow these rules.

- Be accurate, honest, and prompt in your timekeeping.
- Read, understand, and follow the applicable timekeeping policies.
- Record all your hours to the appropriate project, direct or indirect.
- Ensure your time and expenses are permissible under the applicable client project.
- Record time on a regular basis—daily, for most of ICF.
- Sign your timesheets weekly.

Improperly shifting costs from one contract to another, improperly charging labor or materials, and falsifying timesheets are strictly prohibited. If you have any questions or doubts regarding how to charge time or record costs, seek guidance from your manager.

### Expenses

We all must strictly adhere to ICF policies and client obligations regarding incurring and reimbursing expenses. Never manipulate the expense reimbursement process for personal gain, submit an improper reimbursement request, or seek to improperly benefit a client, partner, or subcontractor.

### Accurate Client Claims and Statements

Each of us is responsible for ensuring that all claims and statements submitted to clients, including government clients, are truthful and not misleading. Knowingly making a false claim or false statement to any client is a violation of law and can subject both the Company and individual employees to civil and criminal sanctions including fines, suspension, debarment, and prison sentences—regulations are particularly robust with government clients.

### Did You Know?

#### Time is Money

Time is the #1 way we make money. Recording time, reviewing time, posting time, billing time, and getting correctly paid for your time are important to our business. Accurate labor tracking helps keep us competitive, as well as compliant. You help ICF succeed by practicing accurate and prompt timekeeping.

#### Something to consider...

If you fail to charge (or approve) time properly, you may be subject to disciplinary action, including termination of employment, as well as legal liabilities.

## 08. Personal Conflicts of Interest

We all have a legal duty to carry out our responsibilities with good faith and loyalty to ICF and our clients. A “personal conflict of interest” occurs when your own interests (for example, financial, career, or reputation), or those of your immediate family, interfere or appear to interfere with ICF’s legitimate business interests in a particular situation or your ability to make fair decisions when performing your job. Immediate family members include your spouse or former spouse; parents, step-parents, and grandparents (of both you and your spouse); children, stepchildren, and grandchildren (of you and your spouse) and their spouses; siblings and their spouses; and any others living in your household.

Avoid any activity that could reasonably be expected to put you in a conflict-of-interest situation, and seek to anticipate possible future situations. Below are some examples of personal conflicts of interest.

- Using for personal gain any business opportunities that are identified through your position with the Company.
- Using Company property, information, or position for personal gain.
- Placing Company business or recommending that Company business be placed with an entity owned or controlled by a Company employee or their immediate family (as defined above).
- Performing procurement functions closely associated with inherently government (i.e., acting on behalf of a government) functions if you have a financial interest, personal outside activity, or relationship that could impair your ability to act impartially and in the best interest of the government when performing those functions.
- Having direct decision-making authority over a relative or romantic partner. If any such situation arises, disclose it promptly. Be careful to avoid even the appearance of bias, and use great care and sound judgment regarding personal relationships at work.

### Remember

**Avoid any activity that could reasonably be expected to put you in a conflict-of-interest situation!**

In addition, you are prohibited from any of the following activities.

- Having a personal interest or potential for gain in any Company transaction (excluding commissions or bonuses payable in accordance with a Company-approved compensation plan or agreement).
- Competing against ICF or providing assistance to a competitor.
- Serving as a consultant to or as a director, trustee, officer, or employee of a company, organization, or government agency that competes or deals with, or is a supplier to, vendor to, or customer of ICF.
- Holding a significant financial interest in either an ICF competitor or partner (other than ownership of stock of a publicly held company where the amount owned is not material), when you are in a position to influence ICF’s business transactions with that competitor or partner.
- Maintaining employment or any other relationship with another organization, or engaging in any other business or activity that adversely affects your job performance at ICF.

Non-employee members of the Board of Directors are subject to advance notice and reporting requirements imposed from time to time by the Board’s Governance and Nominating Committee that

supplement disclosure required under the rules of the Securities and Exchange Commission and any exchanges on which the Company's stock is traded.

If you have questions about whether a certain situation or activity constitutes a conflict of interest, seek guidance from your manager, HR Business Partner, or the ICF Office of General Counsel.

## 09. Organizational Conflicts of Interest

When working with government clients, you should recognize and report to your manager any activities or relationships that might create an organizational conflict of interest. An "organizational conflict of interest" occurs when—because of some other ICF activities, relationships, or obtained information—ICF is unable or potentially unable to render impartial, objective assistance or advice to a client, or ICF has a potentially unfair competitive advantage. For example, an organizational conflict of interest may result when the nature of work performed by ICF on one contract (such as developing a specification) creates an actual or potential conflict of interest on a future contract opportunity related to that specification.

## 10. Protect Client and Partner Information

### Client Information and Privacy

Our business is built on information. Our clients and business partners trust us with their sensitive data and other proprietary information. We are each responsible for safeguarding their information. We earn their trust by protecting their data and proprietary information. In most cases, we are also obligated by law or agreement to maintain the information in confidence.

### Classified Information

You must handle and safeguard all information that deals with any particular country's national security information (also called "classified information") in strict compliance with that country's government-mandated procedures.

## 11. Use Software Appropriately

Use software and other licensed services only in accordance with the terms of ICF's license agreements or other contracts under which the software or service is supplied. You may not copy company licensed software or provide it to any third party unless authorized under the applicable license agreement.

## 12. Marketing and Sales Integrity

We are committed to being truthful and accurate in marketing our services. You must adhere to the following rules.

- Communicate honestly and openly about ICF services, and make proposals clear and accurate.
- Develop solutions that meet our clients' needs, rather than inferior solutions designed principally to further revenue or compensation goals.

- Follow ICF's data privacy standards, controls, and procedures.
- Use proper planning, project management, and communication to avoid compromising our standards.
- Comply with all applicable government procurement regulations when interacting with government clients (see next section for more).
- Adhere to ethical conduct in all relationships with ICF competitors.
- Never disseminate unverified, false, or misleading information or use unethical actions intended to damage ICF competitors.

### 13. Procurement Integrity

We follow our government and commercial clients' procedures for awarding work. You must not solicit or accept from any source any proprietary or selection information regarding a particular procurement. This prohibition begins with the development, preparation, and issuance of a solicitation and concludes with award of a contract, a modification, or extension.

In the government setting, "proprietary information" includes information contained in a bid or proposal, cost or pricing data, and any information submitted to the government and properly designated as proprietary. Source selection information includes listings of offerors and prices, listings of bidders prior to bid opening, source selection plans, technical evaluations of proposals, competitive range determinations, rankings (except for sealed bidding), source selection board reports and evaluations, advisory board recommendations, and other information determined by agency heads or contracting officers to be information that could jeopardize the integrity of the procurement if disclosed.

In ICF's U.S. government work, we must comply fully with the Truth in Negotiations Act (TINA), which requires employees involved with U.S. government contracts to ensure that all costs and pricing, communications, and representations are accurate, complete, current, and truthful.

### 14. No Bribes

We do not pay or accept bribes—or anything that may look like a bribe. This prohibition includes large bribes to win contracts, small bribes for things like visa clearance, and everything in-between.

Bribery is defined broadly. Essentially, you must not offer, pay, promise to pay, or authorize payments (or anything of value) to any person with the intention of persuading that person to improperly benefit ICF. That benefit could mean inducing them to give ICF work, perform some function for ICF, or to maintain an advantage for ICF.

Likewise, you must not accept bribes. Do not solicit anything of value in exchange for improper performance of some ICF function.

Here are your responsibilities.

- Become familiar with the requirements of anti-corruption laws applicable to your business activities.
- Become familiar with and adhere to the company's Anti-Corruption Policy.
- Seek guidance prior to making any offer or payment, including gifts and meals, which might be in violation of anti-corruption laws.
- Complete all mandatory anti-corruption training.

ICF is committed to conducting business with integrity and in full compliance with applicable laws. We strive to comply fully with the Foreign Corrupt Practices Act (FCPA), the U.K. Bribery Act (UKBA), and all other anti-corruption laws that apply in jurisdictions where we work.

## 15. Gifts, Meals, and Entertainment

When a situation arises regarding the giving or receiving of gifts, meals, and entertainment, use good judgment, follow ICF policies and the law, and ask for guidance when unsure.

A “gift” (sometimes called a “business courtesy”) is anything of value, including goods, services, favors, meals, trips, hospitality, and sports or entertainment tickets.

The purpose of gifts in a business setting is to create goodwill and sound working relationships, not to gain an unfair advantage. Giving and accepting gifts can create the perception that favors were granted to influence business judgment, which can damage ICF’s good name or violate the law.

Therefore, you must not give gifts to our customers or accept gifts from vendors or business partners, *except* as provided in ICF’s Gifts & Hospitality Policy. The Gifts & Hospitality policy provides specific guidance, including monetary thresholds regarding either giving or receiving.

Apply this basic guidance.

- The gift may not be for any improper purpose or violate any law, regulation, or the rules of the recipient’s organization.
- The gift must be consistent with marketplace practices, infrequent in nature, not lavish or extravagant, and in good taste.
- No cash or cash equivalents may be given or received (such as loans, traveler’s checks, cash cards, money orders, stock, or other negotiable instruments) as a gift.
- Consider...would you feel comfortable discussing the gift with your manager or co-worker or having the gift known by the public?
- Greater restrictions apply when the recipient is employed by a government agency or a quasi-government entity (such as an airport authority, public utility company, or hospital).
- These policies also apply to actions taken by your immediate family (spouses, children, parents, siblings, in-laws).

### Questions & Answers

**Q:** I am responsible for managing a project and helping select and negotiate the subcontracts for this project. A representative for a potential subcontractor invited me to a lavish party at an expensive resort. The representative said that this is a “fun” event and no business talk is allowed. Can I attend?

**A:** Probably not. If you attend such a party and then finalize a contract with that subcontractor, it may *appear* as if the party improperly swayed your business decisions. For questions like this, seek guidance before acting from your manager, the ICF Office of General Counsel, or your HRBP.

- If you buy goods or services for ICF (this includes managing subcontracts or influencing ICF procurements), you are under stricter obligations. Consult those internal ICF policies for requirements that apply to you.

If you have any questions about giving or accepting a gift, contact your manager or the ICF Office of General Counsel for guidance.

## Remember

**Would you feel comfortable discussing the gift with your manager, co-worker or competitor? How about your parents?**

### Gifts & Government Officials

What may be acceptable in the commercial business environment or with a commercial client, may be *entirely unacceptable* in dealings with government officials, both in the U.S. and other countries.

- It's your responsibility to know the prohibitions or limitations of your country and the recipient's organization before offering any gift.
- Strict laws govern providing gifts or meals to government officials:
  - Meals or nominal gifts to U.S. Government officials, for example, cannot exceed \$20.00 or an aggregate of \$50.00 in a calendar year.
  - Many other countries do not allow *any* giving to government officials.
- Anti-corruption laws of the United States, the United Kingdom, and other countries in which ICF does business, restrict offering or giving gifts to government officials. Consult the section of this Code on anti-corruption, as well as ICF's Anti-Corruption Policy.
- Even a seemingly innocent gift to a government official might be improper and a violation of law. What is and is not permitted by law or culture is not always intuitive.
- Seek guidance from the ICF Office of General Counsel, as needed.

For guidance regarding employees accepting honoraria, speaker payments, or other event-related gifts, see the Gift and Hospitality Policy.

## 16. Commissions and Other Contingent Fees

You must not enter into an agreement to pay a commission, finder's fee, or other fee contingent upon award of a contract (government or commercial) *without first obtaining* the permission of the head of ICF's Contracts & Administration group and the Office of General Counsel. ICF must not employ or retain any person or agency to solicit or obtain a government or commercial contract on behalf of ICF for a commission or other contingent fee, except as set forth under ICF's Business Development Partners and Agents policy. See the "Anti-Corruption Laws" section herein for more information.

### Questions and Answers

**Q:** A friend of mine is looking for work and would be a perfect candidate for an opening at ICF. She recently worked for the government in an area unrelated to the ICF job posting. Can I refer her to apply?

**A:** Check with HR Recruiting. There may be restrictions that we must follow, even in very early employment discussions. ICF's Office of General Counsel must review all restrictions and regulations regarding her background.

## 17. Avoidance of Restrictions on Trade

ICF independently develops its pricing on all bids and proposals, including for government contracts. We are all expected to conduct ourselves and ICF business in such a manner as to be in compliance with all antitrust (competition) laws that prohibit monopolies and agreements that unreasonably restrain trade. You must not have any consultation,

communication, or agreement with any other competing offeror, nor disclose ICF prices to any other competitor, before bid opening or contract award.

ICF must not enter into a subcontract or teaming agreement that unreasonably restricts sales by the other party directly to the U.S. government or that will otherwise act to restrict unreasonably the ability of any other party to sell directly to the U.S. government. Conversely, we will not enter into agreements where, as a subcontractor or teaming partner, we are subject to any unreasonable restriction to sell our services directly to the U.S. government.

## 18. Relationships with Suppliers, Vendors, and Other Partners

Integrity and fair dealing are core components of our business practices. We must treat suppliers, vendors, and other business partners fairly and consistently, in accordance with ICF's established purchasing policies and procedures.

You must not engage in any activity prohibited under anti-trust laws or competition laws, including boycotting, price-fixing, refusal to deal, price discrimination, or disparate treatment of suppliers. Paying bribes, accepting kickbacks, and obtaining or using third-party insider information in dealings with suppliers, vendors, and business partners are expressly prohibited and will not be tolerated.

## 19. Hiring Former Government Employees

Many complex laws and regulations impose restrictions on hiring or retaining current or former government employees. These restrictions may require government employees to take steps with their agency before and after accepting employment outside the government. Particular restrictions apply to employment discussions with government employees involved in procurement decisions.

Do not discuss future potential employment or offer of employment with any government employee without first consulting ICF's Office of General Counsel.

ICF employees who are former government employees are personally responsible for complying with any post-government employment restrictions on their activities and must notify ICF of any such restrictions.

# Build and Protect Shareholder Value

We are all responsible for protecting and appropriately using ICF's assets—physical assets, intellectual property, and sensitive information.

## 20. Protect Intellectual Property

ICF's Intellectual Property (IP) is a valuable asset, and we all have a duty to protect it. IP broadly includes all information that provides ICF with a competitive advantage and includes patents, trademarks, copyrights, trade secrets, processes, algorithms, business plans, databases, inventions, and other proprietary information. You must protect—using appropriate agreements whenever such technology or services are used, transferred, or disclosed—ICF's rights in our technology, services, and information. Remember...ICF owns any IP created during the scope of our work or produced using company resources.



## 21. Protect Our Information

We all have a responsibility to safeguard ICF's trade secrets and sensitive information and to refuse any improper access to trade secrets and sensitive information of any other company or entity, including our competitors. You must not discuss ICF proprietary information, even with others within ICF, except on a strict need-to-know basis. If there is a need to disclose Company trade secrets or sensitive information to any person outside ICF, you may only do such disclosure in conjunction with an enforceable non-disclosure agreement. "Sensitive information" here includes information relating to ICF employees and other persons/entities as well as other non-public information that ICF is obligated by law or agreement to maintain in confidence.

## 22. Use Our Physical Assets Appropriately

Although ICF assets are intended to be used only for legitimate business purposes, you may *occasionally* use them without adversely affecting the Company's interests. For example, you may occasionally use ICF computers to send and receive personal email and ICF telephones to make or receive personal, local telephone calls—as long as such activity does not interfere with ICF's business and adheres to our policies for appropriate communication.

ICF reserves the right to access, review, delete, disclose, or use any employee personal communications and other material stored in Company computers or telephones. You should not have any expectation of privacy with respect to such communications and material.

## 23. Keep Accurate Records

- Our credibility is evaluated by the integrity of our books and records. Here's what you need to do to protect our records.
  - Keep complete and accurate records of all financial and business transactions.
  - Document the use, expenditure, and disposal of ICF resources in a timely manner, as required by Company procedures.
  - Maintain records according to applicable requirements of law, contracts, and ICF policies—and do not manipulate them for personal benefit.
  - Never take any action to circumvent ICF's system of internal controls or provide misleading information in our records.

## 24. Financial Integrity and Reporting

We're publicly-traded on the NASDAQ. Our shareholders, the market, and the U.S. government require us to accurately portray ICF's financial and business health.

Here's what you need to do to ensure that happens.

- Comply with ICF's internal controls and procedures.
- Report required or requested information in a timely manner.
- Provide all information in our possession necessary to ensure that these public and government financial reports and disclosures are full, fair, accurate, and understandable.

### Questions & Answers

**Q:** What are examples of "insider information" that can't be used to buy, sell, or hold stock?

**A:** Generally, it's information that is material or important but not yet public, such as:

- Senior management changes
- Advance notice of acquisitions or mergers
- Changes in annual or quarterly earnings
- Winning or losing a major contract
- Major litigation or other significant liability
- Change in dividend policy



ICF's management, including our CEO and CFO, is required to evaluate quarterly the effectiveness of our internal controls and procedures to ensure that:

- ICF's business transactions are properly authorized and fully and accurately recorded, processed, summarized, and reported in the Company's books and records in accordance with generally accepted accounting principles; and
- Periodic financial communications and reports are gathered and communicated to management in a timely manner and are full, fair, accurate, and understandable.

## 25. Insider Trading

You may not buy or sell stock based on insider information (or provide stock "tips" to others) until that information has been publicly released. During the course of your work, you may have access to important, material information about ICF and our clients, vendors, business partners, or competitors before it becomes public knowledge. This type of information is called "insider" information—you must keep it confidential.

"Material" information is that which a reasonable investor would likely consider important in deciding to purchase, sell, or value stock. ICF has an insider trading policy that governs transactions in the Company's securities. Consult with the Chief Financial Officer (CFO) or the Office of General Counsel before buying or selling ICF stock. See the Insider Trading Policy.

## 26. Government Oversight and Investigations

Government oversight can take many forms and can come from multiple government entities in each country where ICF operates. It is the policy of ICF to cooperate with Government agencies having jurisdiction over our business. To this end and to maintain our reputation, it's critical to effectively work with investigators, regulators, and auditors as they conduct reviews or inspections.

- Contact the Office of General Counsel immediately if you receive a *non-routine* request for information from a government agency...such as a lawsuit, subpoena, law enforcement agency, non-routine audit, or similar.
- Consult with the Office of General Counsel before you provide information to regulators or law enforcement authorities.
- Do not ignore requests for information, subpoenas, or any other requests from a government agency. Contact the Office of General Counsel immediately if you receive such a request.
- When authorized to provide information, make sure the information you provide is accurate and not misleading.
- Treat investigators, regulators, and auditors professionally, courteously, and respectfully.

## 27. Communications and Media

ICF's reputation is among our most important assets and is critical to our success. We all must be extremely careful about company information and never disclose confidential information.

- Exercise good judgment and care when using social media. In particular, don't give the impression you are speaking for ICF unless you're authorized to do so as part of your job. Your comments may be attributed to ICF even if that is not your intent.

- Never discuss ICF with the press unless you've been explicitly authorized to do so by ICF Public Relations.
- Check with your manager before accepting any public speaking engagement.

Before providing external communications, you should consult our News Media and Social Media Policies.

## Serve Our Community and Work Responsibly

### 28. Lobbying

No employee may hire a lobbyist or similar consultant without prior written authorization of the CEO. ICF does not use government funds to pay lobbyists or consultants nor to influence or attempt to influence executive or legislative decision-making in connection with the award or modification of any contract.

### 29. Political Contributions

ICF respects your right to be involved in political activity and to contribute your own time and resources. Such activity, however, must not take place on ICF time or property nor involve ICF's name. ICF will not reimburse you for any political contributions you make.

ICF does not contribute money or other resources to candidates, officeholders, or political parties. Laws and regulations governing contributions to candidates vary from country to country and state to state—you must act in accordance with all such applicable laws and regulations.

### 30. Doing Business around the World

If you're conducting international business, you must know and abide by the laws of the countries involved in such business activities or transactions, as well as applicable U.S. laws. These laws govern the conduct of ICF employees throughout the world. These laws and regulations include those relating to export controls, bribery, and sanctions discussed in this Code. Seek guidance from your manager prior to negotiating any transaction involving cross-border work.

### 31. Export Controls

If you are transferring any item between country borders, or to a foreign company or foreign national within the U.S., it is your responsibility to ensure that all relevant export regulations are followed. This includes verifying (according to ICF's export procedures) that the correct license is used on any export declaration or other required document.

There are specific laws you must follow when exporting materials, technology, data, software, information, and services ("items"). These laws and regulations apply not only to exports of such items across national borders, but also to "deemed exports" within borders when controlled items are viewed by foreign nationals, even by employees of ICF or its partners. If you have any doubt about exports, seek guidance from your manager and the appropriate officials in ICF's Contracts and Administration Department and Office of General Counsel.

## 32. Boycotts

Because you work for a U.S.-based company, you must report promptly to ICF's Office of General Counsel any request to participate in any activity that could have the effect of promoting a boycott or restrictive trade practice fostered by another country against customers or suppliers located in a country or against a U.S. person, firm, or corporation. Any such activity may be a violation of law.

## 33. The Environment

ICF is committed to reducing the impact of our operations on the environment and providing a healthy workplace for our employees. We develop and support sustainable solutions for our clients to address global environmental challenges. We encourage you to be environmentally aware when performing work and travelling for ICF.

## 34. Combating Trafficking in Persons

ICF has a zero tolerance policy regarding employees who engage in or support trafficking in persons, the use of forced labor, or the procurement of any sex act where anything of value is given or received in exchange. Additionally, we require all subcontractors and vendors to certify their compliance with this policy.

# Take Action

## 35. Obtain Information and Seek Guidance

We each have a duty to seek guidance on questions about this Code or other compliance concerns. You should address such questions or concerns to your manager, the ICF Office of General Counsel, or your HR Business Partner. If you wish to seek guidance anonymously, you may use ICF's hotline for reporting violations at +1.866.373-6934 (U.S.) or +1.844.641.5874 (International). Contact information also can be found below and on ICF's Intranet.

Because this Code cannot account for every scenario you may face at ICF, use the previously discussed "Headline Test" as a guide.

## 36. Report Violations

If you know of any activity that is or may be in violation of this Code or of any law or regulation applicable to ICF's business, it is your responsibility to report it. Make such reports to your manager or through the following channels:

[ComplianceCommittee@icfi.com](mailto:ComplianceCommittee@icfi.com) or  
ICF International, Inc.  
9300 Lee Highway  
Fairfax, VA 22031  
Attention: Chief Ethics & Compliance Officer

If you prefer to remain anonymous, you may make your reports to ICF's Hotline:

**+1.866.373-6934** (U.S.) or

**+1.844.641.5874** (Outside the U.S.) or

**+0800 89 0011** (U.K.) wait for the prompt, then 866.373.6934 or

<http://icfi.silentwhistle.com/ethfeedback/index.jsp>

Remember, it's ICF's policy that there will be no retaliation against any employees who (1) report what they believe in good faith to be a violation, or (2) assist others in making any such report.

If you report a potential violation, be aware that (1) ICF will take steps in reviewing the suspected violation to keep such report confidential, but (2) the need to investigate and correct any impropriety may require disclosure of the matter reported.

## Our Ethics and Compliance Program

### 37. We Investigate Misconduct

ICF reserves the right to use any lawful method of investigation we deem necessary to determine whether any person has engaged in conduct that in our view interferes with or adversely affects our business and to report findings of our investigations to the appropriate government agency. Every employee is expected to cooperate fully with any investigation of any violation of law, the Company's policies and procedures, or this Code.

### 38. Administering and Interpreting this Code

The Audit Committee of the Board of Directors administers this Code with respect to ICF's directors and executive officers. The Board of Directors has appointed a Compliance Committee and a Chief Ethics and Compliance Officer to administer this Code with respect to all others. The Audit Committee may issue interpretations of this Code.

### 39. Waivers

In *extremely limited circumstances*, it may be necessary or appropriate to waive a certain component of this Code. This type of approval and the reasons for the request must be submitted to the Chief Ethics & Compliance Officer to review and obtain written pre-approval from both ICF's Head of Legal and Head of Human Resources.

Waivers for directors and executive officers may be granted only by the Audit Committee of the Board of Directors, which has sole and absolute discretionary authority to approve any deviation from this Code as applied to directors and executive officers. Any such waiver and its grounds must be promptly disclosed as required by and in accordance with applicable Securities and Exchange Commission regulations.

### 40. Amending this Code

This Code may be materially amended *only* by ICF's Board of Directors.