

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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**SCHEDULE 14A**  
Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934  
(Amendment No. )

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Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**ICF INTERNATIONAL, INC.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required
  - Fee paid previously with preliminary materials
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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# NOTICE OF ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON JUNE 7, 2024



John Wasson  
Chair, President &  
Chief  
Executive Officer

Date:	Time:	Place:
June 7, 2024	8:00 a.m. ET	Virtual Meeting: Online via live webcast <a href="http://www.virtualshareholdermeeting.com/ICFI2024">www.virtualshareholdermeeting.com/ICFI2024</a>

## AGENDA:

- To elect two (2) directors for a term expiring in 2027 (Proposal 1);
- To approve, on an advisory basis, ICF International, Inc.'s ("**ICF International**", "**ICF**", the "**Company**", "**we**" or "**our**") overall pay-for-performance named executive officer compensation program, as disclosed in the Proxy Statement (Proposal 2);
- To ratify the selection of Grant Thornton LLP as our independent registered public accounting firm for fiscal year 2024 (Proposal 3); and
- To transact any other business that is properly brought before the meeting or any adjournment or postponement.

Pursuant to the Delaware General Corporation Law and ICF International's Amended and Restated Bylaws, stockholders of record at the close of business on April 10, 2024, are entitled to notice of, and to vote at, the 2024 annual meeting of stockholders (the "**Annual Meeting**"). This Notice of Annual Meeting, the Proxy Statement, and a form of proxy or voting instruction form are being distributed and made available on or about April 26, 2024.

To help manage costs and to reduce the environmental impact of the annual meeting process, the Annual Meeting of stockholders will be a virtual meeting. You will not be able to attend the Annual Meeting physically. Instead, you will be able to attend the Annual Meeting, as well as vote and submit your questions, during a live webcast by visiting [www.virtualshareholdermeeting.com/ICFI2024](http://www.virtualshareholdermeeting.com/ICFI2024) and entering the 16-digit control number included on your notice, proxy card or voting instruction form. Further details regarding the virtual meeting format can be found in the "Voting and Meeting" section of the Proxy Statement.

We are pleased to utilize the U.S. Securities and Exchange Commission (the "**SEC**") rule that allows companies to furnish their proxy materials to stockholders over the Internet. We believe that this allows us to provide you with all the information you need while lowering the costs of delivery for, as well as reducing the environmental impact of, our Annual Meeting. As a result, many of our stockholders will receive a notice of the online availability of our Proxy Statement and our Annual Report for the fiscal year ended December 31, 2023 ("**2023 Form 10-K**"). This notice contains instructions on how to access those documents over the Internet. We direct your attention to the attached Proxy Statement for more information, including instructions on how stockholders can receive a paper copy of our proxy materials, including our Proxy Statement, our 2023 Form 10-K and a form of proxy or voting instruction form. All stockholders who have previously requested to receive paper copies of proxy materials, will receive a paper copy of the proxy materials by mail. Employing this electronic distribution process will conserve natural resources and reduce the costs of printing and distributing our proxy materials.

It is important that your shares of ICF International common stock be represented at the Annual Meeting in order to help ensure the presence of a quorum. Even if you plan to attend the Annual Meeting via live webcast, please vote your shares of ICF International common stock by mailing your completed proxy or voting instruction form, or voting electronically or telephonically, to ensure your representation at the Annual Meeting regardless of whether you plan to attend via live webcast. Thank you for your cooperation and continued support of ICF International.

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## CAST YOUR VOTE RIGHT AWAY

We hope you will exercise your rights as a stockholder and fully participate in our virtual Annual Meeting. It is very important that you vote in order to play a part in the future of our Company. You do not need to attend the virtual Annual Meeting to vote your shares.

If you hold your shares through a broker, bank or nominee, they are not permitted to vote on your behalf for the election of directors and other matters to be considered at the Annual Meeting (except for ratification of the selection of Grant Thornton LLP as the independent registered public accounting firm for fiscal year 2024), unless you provide specific instructions by completing and returning the voting instruction form or following the instructions provided to you to vote your shares via telephone or the Internet, all as provided to you or as instructed by your broker, bank or other nominee. For your vote to be counted, you will need to communicate your voting decisions to your broker, bank or other nominee before the date of the Annual Meeting.

Even if you plan to attend our Annual Meeting via live webcast, please read the Proxy Statement with care and vote right away using any of the following methods. **In all cases, have your notice, proxy card or voting instruction form in hand and follow the instructions.**

### BY INTERNET USING YOUR COMPUTER



Visit 24/7  
[www.proxyvote.com](http://www.proxyvote.com)

### BY TELEPHONE



Registered Owners dial  
toll-free 24/7  
1-800-690-6903

### BY MAILING YOUR PROXY CARD



Cast your ballot,  
sign your proxy card  
and send by free post

## PARTICIPATING IN THE ANNUAL MEETING

A summary of the information you need to participate in the Annual Meeting online is provided below:

1. Any stockholder can attend the Annual Meeting live via the Internet at [www.virtualshareholdermeeting.com/ICFI2024](http://www.virtualshareholdermeeting.com/ICFI2024).
  2. Webcast starts at 8:00 a.m. Eastern Time.
  3. Stockholders may vote and submit questions while attending the Annual Meeting on the Internet.
  4. Please have your 16-digit control number to participate in the Annual Meeting.
  5. Information on how to participate via the Internet is posted at [www.virtualshareholdermeeting.com/ICFI2024](http://www.virtualshareholdermeeting.com/ICFI2024).
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# PROXY SUMMARY

To assist you in reviewing the proposals to be acted upon at the 2024 annual meeting of stockholders (the “**Annual Meeting**”), we call your attention to the following information about ICF International, Inc.’s (“**ICF International**,” “**ICF**,” the “**Company**,” “**we**,” “**our**” or “**us**”) 2023 financial performance, key executive compensation actions and decisions and corporate governance highlights. The following description is only a summary. For more complete information about these topics, please review the Company’s Annual Report on Form 10-K for the year ended December 31, 2023, filed with the U.S. Securities and Exchange Commission (the “**SEC**”) on February 28, 2024 (the “**2023 Form 10-K**”), and the complete Proxy Statement that follows.

## PROPOSALS WHICH REQUIRE YOUR VOTE

		More Information	Board Recommendation	Votes Required for Approval
<b>PROPOSAL 1</b>	Elect two (2) directors to the Board to serve for a term expiring at our annual meeting of stockholders in 2027	Page <a href="#">5</a>	FOR each Director Nominee	Majority of the votes cast with respect to each director in the election of directors.
<b>PROPOSAL 2</b>	Provide an advisory vote regarding ICF International’s overall pay-for-performance named executive officer compensation program (the “ <b>Say on Pay</b> ” vote)	Page <a href="#">15</a>	FOR	Majority in voting power of the outstanding shares of stock entitled to vote thereon present in person or by proxy at the meeting for this advisory vote. Note that this is an advisory vote and, while not bound by it, the Board will seriously consider the outcome.
<b>PROPOSAL 3</b>	Ratify the selection of Grant Thornton LLP (“ <b>Grant Thornton</b> ”) as our independent registered public accounting firm for fiscal year 2024	Page <a href="#">16</a>	FOR	Majority in voting power of the outstanding shares of stock entitled to vote thereon present in person or by proxy at the meeting for this advisory vote. Note that this is an advisory vote and, while not bound by it, the Board will seriously consider the outcome.

## ABOUT ICF INTERNATIONAL

ICF provides professional services and technology-based solutions to government and commercial clients, including management, technology and policy consulting and implementation services. We help our clients conceive, develop, implement and improve solutions that address complex business, natural resource, social, technological and public safety issues. Our approximately nine thousand (9,000) employees serve clients from our headquarters in the Washington D.C. metropolitan area, our fifty-five (55) regional offices throughout the U.S. and fifteen (15) offices outside the U.S., including offices in the United Kingdom, Belgium, India and Canada. ICF’s website is [www.icf.com](http://www.icf.com).

As of December 31, 2023, ICF had total annual consolidated revenue of \$1.96 billion, total consolidated assets of \$2.01 billion and total consolidated stockholders’ equity of \$0.92 billion.

ICF International is a Delaware corporation and our principal executive offices are located at 1902 Reston Metro Plaza, Reston, Virginia 20190.

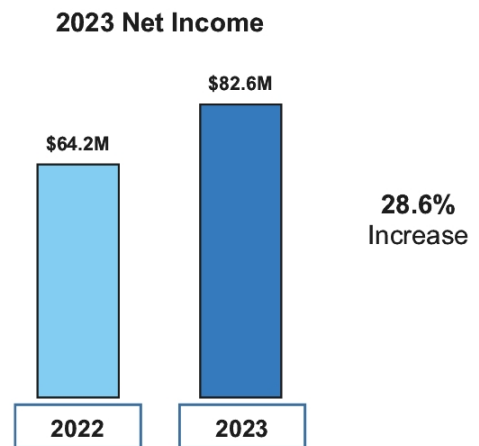
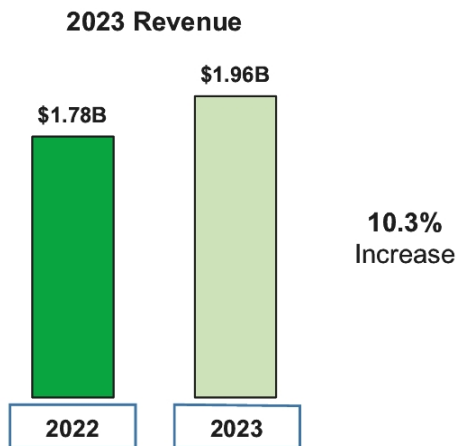
## 2023 Business Highlights

**Financial Performance.** All financial numbers referenced below were previously reported in the 2023 Form 10-K. Additional discussion of each of the metrics listed below can also be found in the 2023 Form 10-K.

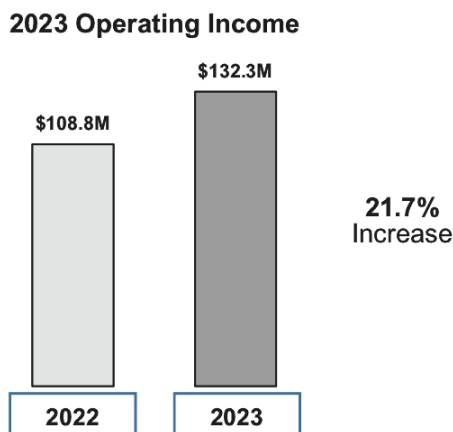
In 2023 we won a record \$2.3 billion in contract awards, continuing our strong year-over-year growth.

Total revenue increased 10.3% from \$1.78 billion in 2022 to \$1.96 billion in 2023.

Net income in 2023 was \$82.6 million, an increase of 28.6% from \$64.2 million in 2022.



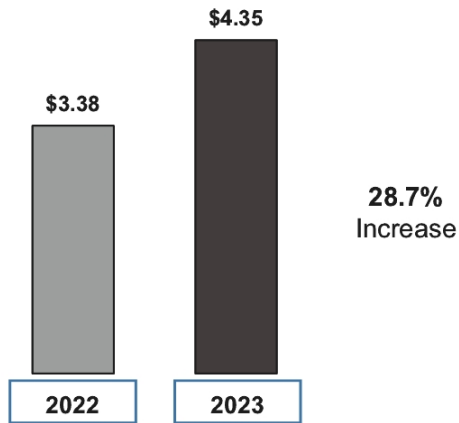
Operating income increased 21.7% from \$108.8 million in 2022 to \$132.3 million in 2023.



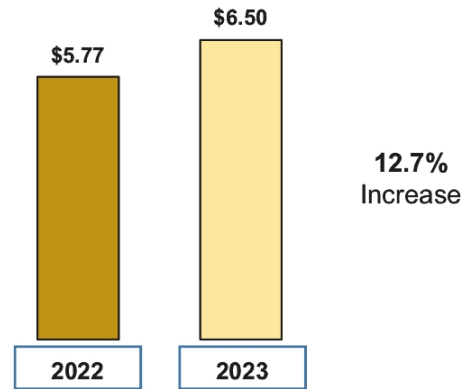
U.S. GAAP diluted earnings per share (“EPS” or “Diluted EPS”) was up 28.7% to \$4.35 in 2023 compared to \$3.38 in 2022, of which \$0.71 represented tax-effected net special charges.

Non-GAAP diluted earnings per share (“**Non-GAAP Diluted EPS**”) increased 12.7% from \$5.77 in 2022 to \$6.50 in 2023. Non-GAAP Diluted EPS represents Diluted EPS, excluding the impact of certain items such as special charges and acquisition and divestiture-related expenses that are not indicative of the performance of our ongoing operations, and the impact of amortization of intangible assets related to our prior acquisitions, net of income tax effects. Non-GAAP Diluted EPS differs from other similar Non-GAAP Diluted EPS measures for annual incentive plans (see Annex A) and performance shares (see Annex B). A reconciliation of this Non-GAAP Diluted EPS can be found on Pages 48 and 49 of the 2023 Form 10-K.

**2023 U.S. GAAP Diluted EPS**



**2023 Non-GAAP Diluted EPS**



## COMPENSATION HIGHLIGHTS

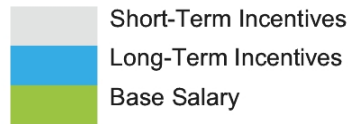
The Human Capital Committee of the Board (the “**Human Capital Committee**”) approved the following actions during fiscal year 2023 to maintain governance best practices and the pay-for-performance nature of our executive compensation program:

- Continued utilizing performance-based share awards (“**PSAs**”) as a key component of ICF’s long-term incentive program. PSAs are performance contingent awards under which executives may earn shares depending on the Company’s actual performance against pre-established performance measures. The performance periods of the PSAs are long-term and further align executives’ interests with the interests of long-term stockholders.
- Conducted an annual review to ensure compliance with stock ownership guidelines for our named executive officers (“**NEOs**”). As of April 10, 2024, each NEO met the stock ownership guidelines or is expected to meet the applicable stock ownership guidelines within the specified time period.
- Continued the performance focus in the Company’s annual bonus program, (the “**Annual Incentive Plan**”), rigorously linking pay to performance. Annual threshold, target and maximum performance goals were established with appropriate incentive payouts at each level.
- Continued the annual review of NEO compensation against best practices and competitive market data.
- Extensively reviewed external executive compensation trends to ensure that the Company’s executive compensation practices align with market best practices. The peer group data and other market data from nationwide salary surveys are used to provide a relevant basis for determining executive pay levels.
- Supported the continuation of an annual, non-binding, advisory vote of the Company’s stockholders regarding the Company’s overall pay-for-performance named executive officer compensation program (“**Say on Pay**”). The Say on Pay vote at the Annual Meeting (Proposal 2) will be the fourteenth consecutive annual Say on Pay vote by stockholders.

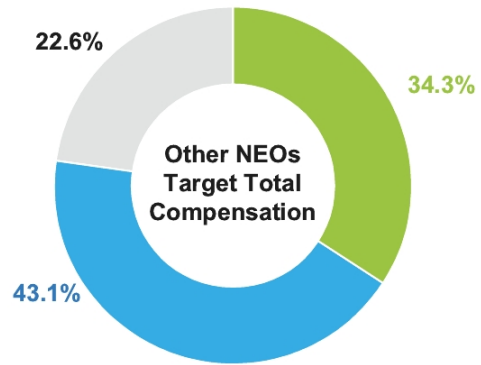
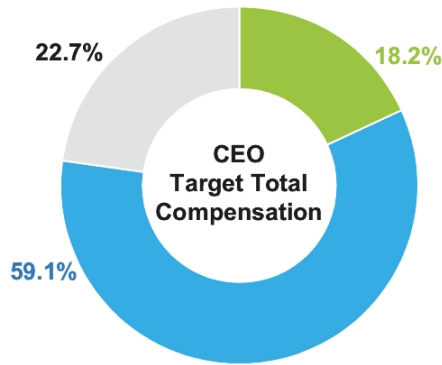
For additional information on compensation related matters, see the Compensation Discussion & Analysis (the “**CD&A**”) section of this Proxy Statement, beginning on Page [41](#).

## 2023 EXECUTIVE TARGET TOTAL COMPENSATION MIX

Under our executive compensation program, a significant portion of the Chair, President and Chief Executive Officer's ("CEO's") and other NEOs' annual total compensation opportunity is variable (81.8% and 65.7% respectively), based on our operating performance and/or our stock price.



### SOURCES OF TARGET TOTAL COMPENSATION: SHORT-TERM vs. LONG-TERM INCENTIVE (Numbers have been rounded)





## CORPORATE GOVERNANCE HIGHLIGHTS

- ✓ As of the end of 2023, the Board was 87.5% independent, 37.5% female and 37.5% minority and included a minority Lead Independent Director.
- ✓ The Board reflects a range of talents, ages, skills, diversity and expertise.
- ✓ Each director attended over 75% of applicable Board/committee meetings in 2023.
- ✓ The Board has three (3) independent standing committees, each operating under a written charter, chaired by an independent director and composed entirely of independent directors: Audit, Human Capital, and Governance and Nominating.
- ✓ The Board has adopted comprehensive Corporate Governance Guidelines to guide its oversight and leadership.
- ✓ The Governance and Nominating Committee routinely reviews education opportunities available to the Board and has identified a series of courses and programs suited to the Directors' service on the Board and Board committees.
- ✓ While management is responsible for the day-to-day management of risk, the Board has responsibility for the oversight of enterprise risk management and the annual enterprise risk management plan.
- ✓ The Board conducts an annual evaluation of the Chair, President and CEO.
- ✓ ICF has stock ownership guidelines for directors and executive officers.
- ✓ We restrict hedging and short sales of our equity securities by directors and executive officers.
- ✓ Pursuant to our Hedging and Pledging Policy, short sales and other hedging transactions, pledging and establishment of margin accounts are fully restricted.
- ✓ The Board reviews management talent and succession planning annually.
- ✓ No stockholder rights plan or "poison pill" has been adopted.
- ✓ The Human Capital Committee, in conjunction with an independent compensation consultant, routinely reviews our pay-for-performance executive compensation program.
- ✓ Neither the Board nor management has engaged in related party transactions.
- ✓ The severance agreements with the NEOs have a "double trigger" in connection with any severance benefits payable following a change of control.
- ✓ The Company maintains compensation recovery policies and practices, including a Nasdaq-compliant Compensation Recovery Policy, as well as compensation recovery provisions (including upon events of fraud or detrimental conduct that causes reputational harm to the Company) in its equity compensation plan and related award agreements and severance arrangements.
- ✓ The Human Capital Committee annually reviews an assessment of compensation and related risk, as more fully described in the CD&A.
- ✓ The Board has a strong Lead Independent Director with clearly articulated responsibilities.
- ✓ All current directors are independent, except Mr. Wasson, the Chair, President and CEO.
- ✓ The Company has a majority voting standard in uncontested director elections.
- ✓ The Board holds regular executive sessions of non-management directors.
- ✓ The Board and committees conduct an annual evaluation process, in the form of either a self-evaluation or external evaluation.

## STOCKHOLDER ACTIONS

### ***ELECT TWO DIRECTORS TO SERVE FOR A TERM EXPIRING AT OUR ANNUAL MEETING IN 2027 (PROPOSAL 1)***

Stockholders are being asked to elect two (2) director nominees to our Board of Directors. You will find important information in this Proxy Statement about the qualifications and experience of each of the director nominees whom you are being asked to elect. The Governance and Nominating Committee performs an annual assessment to evaluate whether ICF's directors have the skills and experience to effectively oversee the Company. Each of our director nominees is a current director of the Company and has demonstrated leadership ability, sound judgment, integrity and a commitment to the success of our Company.

#### *Director Nominees*

Name	Director Since	Age	Independent	Principal Occupation	Other Public Boards	ICF International Board Committees
Mr. Randall Mehl	2017	56	YES	President of Stewardship Capital LLC	Kforce, Inc.; Insperity, Inc.	Human Capital (Chair)
Mr. Scott Salmirs	2021	61	YES	President and Chief Executive Officer, ABM Industries Incorporated	ABM Industries Incorporated	Human Capital; Governance and Nominating

### ***PROVIDE AN ADVISORY VOTE REGARDING ICF INTERNATIONAL'S OVERALL PAY-FOR-PERFORMANCE NAMED EXECUTIVE OFFICER COMPENSATION PROGRAM (PROPOSAL 2)***

Stockholders are being asked to cast a non-binding, advisory vote on our overall pay-for-performance NEO compensation program. Last year, approximately ninety-four percent (94%) of the votes cast by our stockholders supported ICF's overall pay-for-performance executive compensation program. In evaluating this year's Say on Pay proposal, we recommend that you carefully review the CD&A section of this Proxy Statement which explains how and why the Human Capital Committee arrived at its executive compensation actions and decisions for 2023.

### ***RATIFY THE SELECTION OF GRANT THORNTON LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2024 (PROPOSAL 3)***

The Audit Committee has appointed, and the Board has approved the appointment of, Grant Thornton as the Company's independent registered public accounting firm (the "*independent auditor*") for the fiscal year ending December 31, 2024. While we are not required to have stockholders ratify the selection of Grant Thornton as the Company's independent auditor, we are doing so because we believe it is good corporate governance practice. If stockholders do not ratify the selection, the Audit Committee will reconsider the appointment, but may nevertheless retain Grant Thornton as the Company's independent auditor. Even if the selection is ratified, the Audit Committee may, at its discretion, direct the appointment of a different independent auditor at any time during the year if it determines that such change is in the best interests of the Company and its stockholders.

## SUBMISSION OF STOCKHOLDER PROPOSALS OR NOMINATIONS FOR 2025 ANNUAL MEETING OF STOCKHOLDERS

Stockholder proposals submitted for inclusion in our 2025 proxy statement pursuant to Rule 14a-8 ("**Rule 14a-8**") under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), must be received by us by December 27, 2024. Notice of stockholder proposals to nominate a person for election as a director or to introduce an item of business at the 2025 annual meeting of stockholders outside Rule 14a-8 must be received by us no earlier than February 7, 2025, and no later than March 9, 2025.

In addition to complying with the procedures described above, stockholders who intend to solicit proxies in support of a director nominee other than the Company's nominees for consideration by the stockholders at the Company's 2025 annual meeting of stockholders must also comply with the SEC's "universal proxy card" rules under Rule 14a-19 of the Exchange Act ("**Rule 14a-19**"). Rule 14a-19 requires proponents to provide a notice to the Corporate Secretary of the Company, no later than April 8, 2025, setting forth all of the information and disclosures required by Rule 14a-19. If the 2025 annual meeting of stockholders is set for a date that is not within thirty (30) calendar days of the anniversary of the date of the 2024 Annual Meeting of Stockholders, then notice must be provided by the later of sixty (60) calendar days of the anniversary of the date of the 2024 Annual Meeting of Stockholders or by the close of business on the tenth (10<sup>th</sup>) calendar day following the day on which a public announcement of the date of the 2025 annual meeting of stockholders is first made.

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## PROXY STATEMENT

This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Directors (the “**Board**”) of ICF International, Inc. (“**ICF International**,” “**ICF**,” the “**Company**,” “**we**,” “**our**” or “**us**”) to be used at the 2024 annual meeting of stockholders of the Company (the “**Annual Meeting**”). In an effort to manage costs and to reduce the environmental impact of the annual meeting process, the Annual Meeting will be held virtually via live webcast at [www.virtualshareholdermeeting.com/ICFI2024](http://www.virtualshareholdermeeting.com/ICFI2024), on June 7, 2024, at 8:00 a.m., Eastern time. You will not be able to attend the Annual Meeting physically. This Proxy Statement and the enclosed proxy form are being made available over the Internet or delivered by mail, on or about April 26, 2024, to stockholders of record.

## VOTING AND MEETING INFORMATION

### *What is the purpose of the Annual Meeting?*

At our Annual Meeting, you will be asked to:

		More Information	Board Recommendation	Votes Required for Approval
<b>PROPOSAL 1</b>	Elect two (2) directors to the Board to serve for a term expiring at our annual meeting of stockholders in 2027	Page <a href="#">5</a>	FOR each Director Nominee	Majority of the votes cast with respect to each director in the election of directors.
<b>PROPOSAL 2</b>	Provide an advisory vote regarding ICF International's overall pay-for-performance named executive officer compensation program (the “ <b>Say on Pay</b> ” vote)	Page <a href="#">15</a>	FOR	Majority in voting power of the outstanding shares of stock entitled to vote thereon present in person or by proxy at the meeting for this advisory vote. Note that this is an advisory vote and, while not bound by it, the Board will seriously consider the outcome.
<b>PROPOSAL 3</b>	Ratify the selection of Grant Thornton LLP (“ <b>Grant Thornton</b> ”) as our independent registered public accounting firm for fiscal year 2024	Page <a href="#">16</a>	FOR	Majority in voting power of the outstanding shares of stock entitled to vote thereon present in person or by proxy at the meeting for this advisory vote. Note that this is an advisory vote and, while not bound by it, the Board will seriously consider the outcome.

## VOTING AND MEETING INFORMATION

*How does the Board recommend that I vote?*

Our Board recommends that you vote your shares: (a) FOR each of the nominees for election to the Board; and (b) FOR Proposals 2 and 3.

*Who is entitled to vote?*

Holders of record of our common stock as of the close of business on April 10, 2024, are entitled to vote at the Annual Meeting. On that date, we had 18,736,579 outstanding shares of common stock. We have no other outstanding classes of stock that are entitled to vote at the Annual Meeting. Voting stockholders are entitled to one (1) vote per share.

*Why did I receive a notice in the mail regarding the Internet availability of the proxy materials instead of a paper copy of the proxy materials?*

We are pleased to utilize the U.S. Securities and Exchange Commission (the “SEC”) rule that allows companies to furnish their proxy materials over the Internet. Accordingly, we are mailing to many of our stockholders a notice about the Internet availability of the proxy materials instead of a paper copy of such materials. All stockholders receiving the notice will have the ability to access the proxy materials over the Internet and to request a paper copy of the proxy materials by mail.

To reduce the expense of delivering duplicate notices to stockholders, we are relying upon SEC rules that permit us to deliver only one (1) set of the proxy materials to multiple stockholders who share an address. We will send a separate notice to each stockholder about this option, and we will deliver (a) a separate copy of the proxy materials to any stockholder at a shared address who requests their own copy or (b) a single copy if multiple copies are sent to one (1) address and the stockholders who share the address would like to receive a single copy. Requests should be made to ICF International, Inc., 1902 Reston Metro Plaza, Reston, Virginia 20190, Attention: Corporate Secretary, phone number (703) 934-3000.

*How can I access the proxy materials over the Internet?*

Your notice about the Internet availability of the proxy materials, proxy form, or voting instruction form will contain instructions on how to view our proxy materials for the Annual Meeting on the Internet. Our proxy materials are also publicly available, free of charge, at [www.proxyvote.com](http://www.proxyvote.com). Our proxy materials will be available at this website through the conclusion of the Annual Meeting.

Your notice of Internet availability of proxy materials, proxy form, or voting instruction form will contain instructions on how you may request access to proxy materials electronically on an ongoing basis. Choosing to access your proxy materials electronically will help us conserve natural resources and reduce the costs of printing and distributing our proxy materials.

*How may I obtain a paper copy of the Company's proxy materials, 2023 Form 10-K, and/or other financial information?*

Stockholders receiving a notice about the Internet availability of the proxy materials will find instructions regarding how to obtain a paper copy of the proxy materials on their notice. Stockholders also may request a free copy of this Proxy Statement and/or our Annual Report on Form 10-K for the year ended December 31, 2023, filed with the SEC on February 28, 2024 (the “2023 Form 10-K”), by writing to: ICF International, Inc., 1902 Reston Metro Plaza, Reston, Virginia 20190, Attention: Corporate Secretary. Alternatively, stockholders can access our 2023 Form 10-K on our Investor Relations website at: <http://investor.icf.com>. We will also furnish any exhibit to the 2023 Form 10-K, if specifically requested.

*How do I vote?*

You may vote electronically via live webcast at the Annual Meeting, or in advance of the Annual Meeting on the Internet, by telephone, or through a proxy or voting instruction form. Stockholders who have received a notice of the availability of the proxy materials by mail may submit proxies over the Internet by following the instructions on the notice. Stockholders who have received a paper copy of a proxy form or a voting instruction form by mail may either:

- (a) submit their proxy over the Internet using their computer or by telephone by following the instructions on the proxy form or voting instruction form; or
- (b) submit their proxy by mail by signing and dating the proxy form or voting instruction form received and returning it in the prepaid envelope.

*What if I hold shares indirectly?*

If you hold shares in a stock brokerage account, or through a bank or other nominee, you are considered to be the beneficial owner of shares held in “street name” and these proxy materials are being forwarded to you by your broker, bank or nominee. As the beneficial owner, you have the right to direct your broker, bank or nominee how to vote. If you do not direct your broker, bank or nominee how to vote, it is permitted to vote your shares on the ratification of the selection of the independent registered public accounting firm, even if you do not furnish voting instructions; however, it will not be able to vote on other matters.

If your shares are held in street name, your broker, bank or other nominee may have procedures that will permit you to vote by telephone or electronically through the Internet.

*Can I change my vote?*

You have the right to revoke your proxy at any time before votes are counted at the Annual Meeting by:

- voting electronically via live webcast at the Annual Meeting;

- entering a new vote by using the Internet or the telephone, or by mailing a new proxy form or new voting instruction form bearing a later date, which will automatically revoke your earlier voting instructions; or
- notifying us at our corporate offices by writing to ICF International, Inc., 1902 Reston Metro Plaza, Reston, Virginia, 20190, Attention: Corporate Secretary.

Attendance at the Annual Meeting via attending the webcast will not in itself constitute revocation of your proxy.

### Attending the Annual Meeting

Attendance at the Annual Meeting is limited to stockholders who, as of the record date, are:

- stockholders of record;
- beneficial holders of ICF International common stock held by a broker, bank or other nominee; or
- authorized representatives of entities who are record or beneficial holders.

To listen and participate in the Annual Meeting, please visit [www.virtualshareholdermeeting.com/ICFI2024](http://www.virtualshareholdermeeting.com/ICFI2024) and enter the sixteen (16)-digit control number included on your notice, proxy card or voting instruction form. You may log in fifteen (15) minutes before the start of the Annual Meeting to test your Internet connectivity. You can vote and submit questions while attending the meeting online.

### How do I submit questions and vote electronically?

You may log in fifteen (15) minutes before the start of the Annual Meeting to submit questions online. You will be able to submit questions during the Annual Meeting as well. Once you have logged into the webcast, simply type your question into the "Ask a Question" box and click "Submit". The webcast will be available at [www.virtualshareholdermeeting.com/ICFI2024](http://www.virtualshareholdermeeting.com/ICFI2024).

You will also be able to vote during the Annual Meeting by providing your sixteen (16)-digit control number when you log into the webcast at [www.virtualshareholdermeeting.com/ICFI2024](http://www.virtualshareholdermeeting.com/ICFI2024).

If you encounter any difficulties accessing the virtual meeting during the check-in or meeting time, please call the technical support line number that will be posted on the Virtual Shareholder Meeting login page.

### What are the requirements and procedures for a quorum, abstentions, and broker non-votes?

Your shares are counted as present at the Annual Meeting if you attend the meeting electronically, if you properly return a proxy by mail, if you vote by telephone or electronically, or if you hold your shares in street name and your broker, bank or other nominee votes your shares on Proposal 3. In order for us to vote on matters at the Annual Meeting, a majority in voting power of our outstanding shares of common stock as of April 10, 2024 entitled to vote at the Annual Meeting must be present electronically via live webcast or by proxy at the Annual Meeting. This is referred to as a quorum. If a quorum is not present, the Annual Meeting will be adjourned or postponed until a quorum is present. Generally,

abstentions will be counted for purposes of establishing a quorum at the meeting and will be counted as having voted against a particular proposal. Broker non-votes will generally be counted for purposes of establishing a quorum but will not be counted as having voted at all on a particular proposal. A broker non-vote occurs when a broker, bank, or other nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that item and/or has not received voting instructions from the beneficial owner.

### How many votes are needed to approve each item?

For Proposal 1, the election of two (2) directors, each for a term of three (3) years:

- You may vote in favor of or against each nominee or abstain from voting.
- There is no cumulative voting for the election of directors.
- For uncontested director elections, directors must be elected by a majority of the votes cast with respect to each director nominee, which means that nominee(s) receiving more "for" votes than "against" votes cast will be elected.
- Abstentions will have no effect on the outcome of the election.
- The election of directors is a non-routine proposal, which means that brokers, banks or other nominees do not have discretion to vote any uninstructed shares. Broker non-votes represent votes not entitled to be cast on this matter and thus will have no effect on the result of the vote.

Proposal 2, the Say on Pay vote, is an advisory vote regarding the overall pay-for-performance compensation program for the Company's named executive officers ("**NEOs**").

- You may vote in favor of or against the Company's compensation program, or you may abstain from voting.
- Because this is an advisory vote, there is no minimum stockholder approval requirement; however, in order for the resolution to "pass", a majority of the votes entitled to be cast for this advisory vote must be received. While the Board is not bound by the outcome of this vote, the Human Capital Committee of the Board (the "**Human Capital Committee**") will seriously consider the outcome when making compensation decisions (and recommending compensation with respect to our CEO to the full Board) in future years.
- Abstentions will have the same effect as voting against this proposal.
- The approval of this proposal is a non-routine proposal which means that brokers, banks or other nominees do not have discretion to vote any uninstructed shares. Broker non-votes represent votes not entitled to be cast on this matter and thus will have no effect on the result of the vote.

## VOTING AND MEETING INFORMATION

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In voting on Proposal 3, the ratification of the selection of Grant Thornton as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2024:

- You may vote in favor of the proposal, against the proposal, or abstain from voting.
- Because this is an advisory vote that is conducted in the interest of good corporate governance, there is no minimum stockholder approval requirement; however, in order for the resolution to "pass", a majority of the votes entitled to be cast for this advisory vote must be received. While the Audit Committee of the Board (the "Audit Committee") is not bound by the outcome of this vote, it will seriously consider the outcome when electing to retain Grant Thornton as the Company's independent registered public accounting firm in future years.
- Abstentions will have the same effect as voting against the proposal.
- The Company does not expect broker non-votes for this Proposal, as ratification of the independent registered public accounting firm is considered a routine matter under applicable rules.

To minimize the number of broker non-votes, the Company encourages you to provide voting instructions to the organization

that holds your shares by carefully following the instructions provided in the Notice of Internet Availability of Proxy Materials or voting instruction form and/or by the organization that holds your shares.

### [How will voting on any other business be conducted?](#)

We currently do not know of any business to be considered at the Annual Meeting other than the three (3) proposals described in this Proxy Statement. If any other business is properly presented at the Annual Meeting, your proxy gives authority to the named proxies to vote your shares on such matters, including any adjournment or postponement of the meeting, at their discretion.

### [Who will count the vote?](#)

A representative of American Election Services, LLC will tabulate the votes and act as inspector of elections.

### [Where can I find the voting results of the Annual Meeting?](#)

The preliminary voting results will be announced at the Annual Meeting. The final voting results will be tallied by the inspector of elections and published within four (4) business days following the conclusion of the Annual Meeting via a Form 8-K current event filing.



## PROPOSAL 1 ELECTION OF DIRECTORS

Our authorized number of directors is presently fixed at eight (8), divided into three (3) classes, as noted below:

CLASS I	CLASS II	CLASS III
Dr. Srikant M. Datar	Ms. Marilyn Crouther	Ms. Cheryl W. Grisé
Mr. John M. Wasson	Mr. Michael J. Van Handel	Mr. Randall Mehl
	Dr. Michelle A. Williams	Mr. Scott Salmirs

Our directors are elected to serve three (3)-year terms, so that the term of office of one (1) class of directors expires at each annual meeting.

Ms. Cheryl W. Grisé, who is a Class III director, is not up for re-election at this year's meeting. The Board thanks Ms. Grisé for her many years of dedicated and outstanding service to the Company.

The Board has nominated the following individuals for election as directors for a term expiring at our annual meeting of stockholders in 2027 or until their respective successors have been elected and qualified. Each are currently Class III directors.

- > Mr. Randall Mehl
- > Mr. Scott Salmirs

If either of these nominees becomes unavailable for election, the proxy may be used to vote for a substitute, or in favor of holding a vacancy to be filled by the directors. We have no reason to believe that any nominee will be unavailable.

Each of the nominees and each continuing director is a seasoned business leader who contributes an array of experience, qualifications, attributes, and skills to the Board. The following pages regarding each nominee and each continuing director provide background information and a summary of some of each person's key qualifications to serve as a director, including each person's business experience for at least the last five (5) years. Please also see the chart summarizing how each nominee and each continuing director reflects Board selection criteria adopted by our Governance and Nominating Committee of the Board (the "**Governance and Nominating Committee**"). The age indicated for each individual is as of December 31, 2023.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE **FOR** EACH OF THE DIRECTOR NOMINEES

PROPOSAL 1

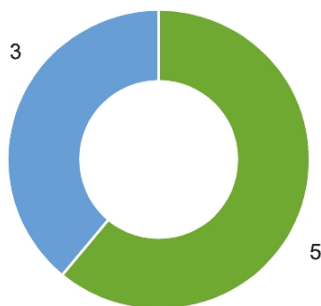
The Governance and Nominating Committee maintains, and periodically updates, a Director Qualifications matrix to assist the committee in evaluating director candidates for the Board. These qualifications (including integrity as a pre-requisite), and an indication of which of the qualifications, experience and other factors are particularly satisfied by each nominee and continuing director, are summarized below:



INTEGRITY								
<b>Integrity</b> Reputation for integrity, honesty and adherence to high ethical standards, and no conflict of interest that would impair ability to fulfill responsibilities as a director	<b>Prerequisite</b>							
<b>Governance and Risk Management</b> Strengths and experience that contribute to an ability to serve effectively on one (1) or more Board Committee (Audit, Human Capital, Governance and Nominating)	✓	✓	✓		✓	✓	✓	
<b>Leadership and Professional Experience</b> Experience or equivalent as chief executive, chief financial officer or other significant and relevant leadership	✓	✓	✓	✓	✓	✓	✓	✓
<b>Relevant Industry</b> Relevant and sustained experience in the industries in which we participate.								
<b>Government Contracting</b>	✓						✓	
<b>Energy</b>			✓		✓		✓	
<b>Public Health</b>								✓
<b>Technology</b>	✓	✓		✓		✓	✓	
SIGNIFICANT COMPLEMENTARY EXPERIENCE AND FACTORS								
<b>Diversity</b> Contributes to Board diversity (in terms of race, gender, national origin, etc.)	✓	✓	✓					✓
<b>Financial</b> Demonstrated finance, public reporting and/or capital markets experience	✓	✓		✓	✓	✓	✓	
<b>Mergers and Acquisitions</b> Demonstrated experience in mergers and acquisitions and integration	✓	✓	✓	✓	✓	✓	✓	
<b>Technology, Innovation and Design Thinking</b> Contributions to development and innovation in business systems, technology, design thinking, analytics and digital transformation	✓	✓		✓	✓	✓	✓	✓
<b>Sales and Marketing</b> Demonstrated experience in sales and marketing, and market development and driving large scale services enterprises	✓				✓		✓	
<b>Commitment and Collaboration</b> Commitment to devoting appropriate effort to Board service, collegial decision making, as well as charitable or other community service endeavors	✓	✓	✓	✓	✓	✓	✓	✓

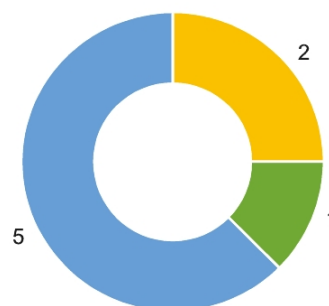
The charts below reflect the diversity of our current Board based on the self-identified characteristics of our Board members. More than one-third (1/3) of our current Board members are women, which places the Company among our industry leaders in gender diversity for boards of directors.

**GENDER DIVERSITY**



■ Male ■ Female

**RACIAL AND ETHNIC DIVERSITY**



■ African American or Black ■ Asian ■ White

The following diversity statistics are reported in the standardized disclosure matrix as approved by Nasdaq:

<b>BOARD DIVERSITY MATRIX</b> (As of April 10, 2024)				
<b>Board Size</b>				
<b>Total Number of Directors</b>	<b>8</b>			
<b>Gender</b>	<b>Female</b>	<b>Male</b>	<b>Non-Binary</b>	<b>Gender Undisclosed</b>
Number of Directors Based on Gender Identity	3	5		
<b>Number of Directors Who Identify in Any of the categories Below</b>				
African American or Black	2			
Alaskan Native or American Indian				
Asian		1		
Hispanic or Latinx				
Native Hawaiian or Pacific Islander				
White	1	4		
Two or More Races or Ethnicities				
LGBTQ+				
Demographic Background Undisclosed				

## Nominees for Election as Directors for a Term Expiring in 2027 - Class III Directors

### Randall Mehl

*President & Chief Investment Officer of Stewardship Capital LLC*

Director Since 2017  
Age 56  
Board Committees: Human Capital



#### WHY THIS DIRECTOR IS VALUABLE TO ICF

Mr. Mehl brings significant experience to the ICF Board. Having served on the boards of several companies in the technology and technology-enabled services sectors, including two other public companies, he brings meaningful insight to strategy, governance, and risk management. As a former leader in private equity and equity research, Mr. Mehl has demonstrated expertise in areas such as capital deployment, mergers & acquisitions, and financing, especially in the areas of technology and services. He is also committed to service to charitable and community service organizations.



Integrity



Leadership



Relevant Industry



Financial



M&A



Technology/  
Innovation



Commitment/  
Collaboration

#### CAREER HIGHLIGHTS

**Stewardship Capital LLC**, which provides investment advisory services and manages a family office fund that invests in technology and services sectors

- President & Chief Investment Officer (2017 to present)

**Baird Capital Partners**, a private equity investing company focused on middle market buyouts

- Partner (2005 to 2016)

**Robert W. Baird & Co.**, a full-service investment banking, asset management and capital markets company

- Managing Director (1996 to 2005)

**Accenture**, a leading global professional services company focused on innovation

- Business Systems Consultant (1990 to 2003)

#### CURRENT PUBLIC COMPANY DIRECTORSHIPS

**Kforce, Inc.**, a professional staffing provider (NASDAQ: KFRC)

- Director (2017 to present)
- Audit Committee member (2017 to 2022)
- Compensation Committee (Chair) (2022 to present)
- Corporate Governance Committee member (2017 to present)
- Nominating Committee member (2020 to present)

**Insperty, Inc.**, a professional employer organization (NYSE: NSP)

- Director (2017 to present)
- Compensation Committee member (2018 to present)
- Finance, Risk Management and Audit Committee member (2017 to 2018)

#### CURRENT NON-PUBLIC COMPANY DIRECTORSHIPS

- Krueger International, Director (2024 to present)
- Eastbrook Academy, Vice Chairman (2020 to present)

#### EDUCATION

- B.S. in Business Administration and Management, Bowling Green State University
- M.B.A., University of Chicago Graduate School of Business

## Scott Salmirs

*President and Chief Executive Officer, ABM Industries Incorporated*

Director Since 2021

Age 61

Board Committees: Human Capital and Governance & Nominating



### WHY THIS DIRECTOR IS VALUABLE TO ICF

Mr. Salmirs brings extensive executive leadership experience to the ICF Board beginning his career at CBRE and currently at ABM Industries. Through his work at ABM Industries, he has gained experience with respect to clean energy initiatives, as well as extensive financial, capital markets, and mergers and acquisitions experience. Over the course of his career, he developed key governance, risk management, technology and innovation, and sales and marketing experience. He also contributes his time to multiple charitable and community service organizations.



Integrity



Governance



Leadership



Relevant  
Industry



Financial



M&A



Technology/  
Innovation



Sales &  
Marketing



Commitment/  
Collaboration

### CAREER HIGHLIGHTS

**ABM Industries, Incorporated**, a facility management provider (NYSE: ABM)

- President and Chief Executive Officer (2015 to present)
- Executive Vice President, ABM Industries (2014 to 2015)
- Executive Vice President, ABM Onsite Services, Northeast (2003 to 2014)

**Lehman Brothers, Inc.**, a global financial services firm

- Senior Vice President (2001 to 2003)

**The Goldman Sachs Group, Inc.**, a global financial services firm

- Vice President (1998 to 2001)

**CBRE (Insignia/Edward S. Gordon Company, Inc.)**, a leading real estate services company

- Managing Director (1993 to 1998)

### CURRENT PUBLIC COMPANY DIRECTORSHIPS

**ABM Industries Incorporated**, a facility management provider (NYSE: ABM)

- Executive Director, (2015 to present)

### CURRENT NON-PUBLIC DIRECTORSHIPS

- Partnership for New York City, Board Member (2018 to present)
- Outreach Project, Board Member (2007 to present)
- Donate 8, Founding Board Member (2014 to present)
- LiveOnNY, Board Member (2024 to present)
- State University of New York College at Oneonta, Board Member, Board Advisory Council (2007 to present)

### EDUCATION

- B.S. in Economics, State University of New York at Oneonta
- M.B.A., State University of New York at Binghamton

## Directors Whose Term Expires in 2025 - Class I Director

### Dr. Srikant M. Datar

Dean, Harvard Business School at Harvard University

Director Since 2006

Age 70

Board Committees: Audit and Governance & Nominating



#### WHY THIS DIRECTOR IS VALUABLE TO ICF

Dr. Datar brings nationally-recognized contributions and thought leadership to ICF's Board relevant to our core business. He has extensive leadership and experience in technology, innovation and design thinking through teaching and research involving data science, machine learning and artificial intelligence as well implementation of large transformation projects. His governance and risk management experience includes his service as a director at multiple public companies and as Dean of the Harvard Business School. His work entails extensive financial, capital markets and mergers and acquisition experience, along with a commitment to serving charitable and community service organizations. In recognition of his extensive contributions and experience as a director, Dr. Datar received the 2020 Public Company Director Award from the National Association of Corporate Directors.



Integrity



Governance



Leadership



Relevant Industry



Diversity



Financial



M&A



Technology/  
Innovation



Commitment/  
Collaboration

#### CAREER HIGHLIGHTS

##### Harvard University

- Dean of the Business School (2021 to present)
- George F. Baker Professor of Administration (2021 to present)
- Arthur Lowes Dickinson Professor at the Graduate School of Business Administration at Harvard University (1996 to 2020)
- Faculty Chair for Harvard Innovation Labs and Senior Associate Dean University Affairs (2015 to 2020)

#### CURRENT PUBLIC COMPANY DIRECTORSHIPS

##### Stryker Corporation, a medical technologies firm (NYSE: SYK)

- Director (2009 to present) Compensation Committee member (2016 to present)
- Nomination and Governance Committee member (2016 to present)

##### T-Mobile US, Inc. a U.S. based wireless network operator (NYSE: TMUS)

- Director, (2013 to present)
- Audit Committee, Chair (2013 to present)

#### PAST PUBLIC COMPANY DIRECTORSHIPS

##### Novartis AG, a holding company organized under Swiss law and publicly traded on the SWX Swiss Stock Exchange and the NYSE (NYSE: NVS), in the form of American Depositary Shares

- Director, (2003 to 2021)
- Audit and Compliance Committee member (2005 to present), Chair (2009 to 2016)
- Compensation Committee member (2008 to 2021)
- Risk Committee (2011 to present), Chair (2016 to 2021)

#### EDUCATION

- Ph.D. in Business, Masters in Statistics and Economics, Stanford University
- Bachelor of Science in math and economics, Bombay University, India

## John M. Wasson

*Chair, President and Chief Executive Officer, ICF International, Inc.*

Director Since 2019  
Age 62



### WHY THIS DIRECTOR IS VALUABLE TO ICF

During his over 35-year career at ICF, Mr. Wasson has led government and commercial client work in energy, environment, transportation, public health, and technology markets. He served as Chief Operating Officer from 2003 to 2019, before ICF's Board of Directors appointed him as CEO on October 1, 2019. He has extensive experience leading ICF's business and growth in its core areas and demonstrated governance and risk management experience as a C-suite executive. He also has significant and sustained financial, mergers and acquisition, technology and innovation, and sales and marketing experience. He also commits his time to charitable and educational institutions.



Integrity



Governance



Leadership



Relevant  
Industry



Financial



M&A



Technology/  
Innovation



Sale &  
Marketing



Commitment/  
Collaboration

### CAREER HIGHLIGHTS

#### ICF International, Inc.

- Chair of the Board (2021 to present)
- President and Chief Executive Officer (2019 to present)
- President and Chief Operating Officer (2010 to 2019)
- Chief Operating Officer (2003 to 2010)
- Joined ICF in 1987 as an associate and in 1994 became an officer of the Company

### CURRENT NON-PUBLIC DIRECTORSHIPS

- Northern Virginia Technology Council, Board Member- (2018 to present)
- The Flint Hill School, Member, Board of Trustees (2017 to present)

### PAST NON-PUBLIC DIRECTORSHIPS

- UC Davis Foundation, Board of Trustees (2018 to 2020)

### PROFESSIONAL AND LEADERSHIP POSITIONS

- University of California Davis College of Engineering, Member, Dean's Executive Committee, (2014 to present)

### EDUCATION

- University of California, Davis, Bachelor of Science degree in Chemical Engineering
- Massachusetts Institute of Technology, Master of Science degree in Technology and Policy Program

## Directors whose Term Expires in 2026 - Class II Directors

### Marilyn Crouther

CEO & Principal, Crouther Consulting, LLC

Director Since 2020  
Age 58  
Board Committees: Audit (Chair) and Human Capital



#### WHY THIS DIRECTOR IS VALUABLE TO ICF

Ms. Crouther brings to ICF's Board her experience through a distinguished career as a senior business and finance executive at leading companies in our industry. She has extensive experience as an executive in government contracting and the technology space, as well as in governance and risk management as a director and as an executive at public companies. She has demonstrated and sustained financial, mergers and acquisitions, transformational technology and IT modernization, and sales and marketing experience during her career, along with her commitment to industry, community and non-profit organizations.

Integrity	Governance	Leadership	Relevant Industry	Diversity	Financial	M&A	Technology/ Innovation	Sale & Marketing	Commitment/ Collaboration

#### CAREER HIGHLIGHTS

**Crouther Consulting, LLC.**, a provider of consulting services to IT companies, corporate executives and small businesses

- CEO and Principal (2018 to present)

**DXC Technology**, a global IT services and solutions leader (resulting from the merger of Hewlett Packard Enterprise-Enterprise Services and Computer Science Corporation) (NYSE: DXC)

- Senior Vice President and General Manager, US Public Sector (2017 to 2018)

**Hewlett Packard Enterprise**, an information technology company (NYSE: HPE)

- Senior Vice President and General Manager (2015 to 2017)

**Hewlett Packard Company**, a Fortune 500 developer and provider of hardware, software and related services

- Senior Vice President and General Manager, US Public Sector (2011 to 2015)
- Vice President & CFO, US Public Sector (1999 to 2011)
- Several other senior finance and accounting positions (1989 to 1999)

#### CURRENT PUBLIC COMPANY DIRECTORSHIPS

**Capri Holdings Limited**, a global fashion luxury group, consisting of iconic brands that are industry leaders in design, style, and craftsmanship. (NYSE: CPRI)

- Director (2021 to present)
- Audit Committee member (2021 to present), Chair (2022 to present)
- Compensation and Talent Committee member (2021 to present)

#### CURRENT NON-PUBLIC DIRECTORSHIPS

- Information Technology Senior Management Forum (2020 to present)

#### PAST NON-PUBLIC DIRECTORSHIPS

- Center for Innovative Technology (2017 to 2020)
- Northern Virginia Technology Council, Vice Chair (2017 to 2018), Director (2012 to 2017)
- Collaborate to Educate Our Sons (2018 to 2020)

#### EDUCATION

- B.S in Professional Accountancy, Mississippi State University
- Southern Methodist University Finance Certificate
- Thunderbird Executive Development Program, Arizona State University
- Harvard Business School, Corporate Director Certificate



## Michael J. Van Handel

Retired Executive Vice President and Chief Financial Officer of ManpowerGroup

Director Since 2017

Age 64

Board Committees: Audit and Governance & Nominating (Chair)



### WHY THIS DIRECTOR IS VALUABLE TO ICF

Mr. Van Handel brings to ICF's Board extensive experience as chief financial officer at a public company. He has demonstrated deep financial, capital markets and mergers and acquisitions experience across his career. He also brings significant governance and risk management experience as a director and executive at public companies. He also commits his time in service of community and educational organizations.



Integrity



Governance



Leadership



Relevant  
Industry



Financial



M&A



Technology/  
Innovation



Commitment/  
Collaboration

### CAREER HIGHLIGHTS

**ManpowerGroup Inc.**, a leading global workforce solutions company (NYSE: MAN)

- Senior Executive Vice President (2016 to 2017)
- Chief Financial Officer (1998 to 2016)
- Several other senior finance and accounting positions (1989 to 1998)

### CURRENT PUBLIC COMPANY DIRECTORSHIPS

**ManpowerGroup Inc.**

- Director (2017 to present)
- Governance and Sustainability Committee member (2022 to present), Chair (2024 to present)

### CURRENT NON-PUBLIC DIRECTORSHIPS

BMO Financial Corporation, a U.S. bank and financial holding company, and wholly-owned subsidiary of Bank of Montreal

- Director (2006 to present)
- Audit Committee member (2006 to present) Chair (2012 to present)
- Nominating & Governance Committee member (2012 to present), Chair (2017 to present)
- Risk Oversight Committee member (2006 to 2017)

### PAST NON-PUBLIC DIRECTORSHIPS

- Milwaukee Youth Symphony Orchestra Director, (2007 to 2018)

### PROFESSIONAL AND LEADERSHIP POSITIONS

- Leadership Council Member for Marquette University College of Business Administration (2007 to 2017)

### EDUCATION

- B.S. in Accounting, Marquette University
- M.B.A. in Banking and Finance, University of Wisconsin - Madison

PROPOSAL1

## Dr. Michelle A. Williams

Professor, Harvard T.H. Chan School of Public Health and Visting Professor, Stanford School of Medicine



Director Since 2012  
Age 62  
Board Committees: Audit

### WHY THIS DIRECTOR IS VALUABLE TO ICF

Dr. Williams brings to ICF’s Board her distinguished contributions and thought leadership relevant to our core business. She previously served as the Dean of Harvard T.H. Chan School of Public Health. She has nationally-recognized expertise in epidemiology. Her demonstrated expertise in design thinking and analytics, particularly at the intersection of health, data and technology experience, and her work across government, non-governmental organizations and other companies in the field of public health enables her to provide important insights and contributions to ICF’s business. In addition, she has committed herself in service of global and national public health organizations.



Integrity



Leadership



Relevant Industry



Diversity



Technology/ Innovation



Commitment/ Collaboration

### CAREER HIGHLIGHTS

#### Harvard University

- Joan and Julius Jacobson Professor of Epidemiology and Public Health, Harvard T.H. Chan School of Public Health and Visiting Professor, Epidemiology and Population Health, Stanford School of Medicine Professor (2023 to present)
- Dean, Harvard T. H. Chan School of Public Health, and Angelopoulos Professor in Public Health and International Development at the Harvard Kennedy School (2015 to 2023)
- Stephan B. Kay Family Professor of Public Health and Chair of Epidemiology Department (2011 to 2015)
- Program Leader of Population Health and Health Disparities Research Programs (2015 to 2020)
- Fred Hutchins Cancer Research Center, Seattle WA, Affiliate Investigator (1992 to 2010)

#### University of Washington School of Public Health

- Professor (1992 to 2011)

#### Williams Consulting, LLC (2001 to present)

### CURRENT NON-PUBLIC DIRECTORSHIPS

- Mental Health Coalition Director (2023 to present)
- A14 Healthy Cities (Novartis Foundation), Co-Chair of Expert Council (2023 to present)
- Mass. General Hospital, McCance Center, External Advisory Board Member (2020 to present)
- Vanke School of Public Health, Tsinghua University, International Advisory Board (2020 to present)
- Chulalongkorn University, School of Global Health, Advisory Board Member (2021 to present)
- Fogarty International Center, National Institutes of Health, Advisory Board Member (2018 to 2023)
- International Monetary Fund, Science and Technology Advisory Group (2017 to 2019)
- COVID Collaboratives, Co-Founder (2020 to 2024)
- #First Responders First, Co-Founder (2020 to present)
- Reform for Resilience, Co-Chair (2021 to present)
- McLean Hospital, Director (2019 to present)
- Americancares, Director (2021 to present)

### PROFESSIONAL ASSOCIATIONS

- National Academy of Medicine (2016 to present)
- Society for Epidemiologic Research (1989 to present)
- American Epidemiological Society (2006 to present) President (2019)

### EDUCATION

- A.B. in Biology and Genetics, Princeton University
- M.S. in Civil Engineering, Tufts University
- ScD and S.M. in Epidemiology, Harvard T.H. Chan School of Public Health

## PROPOSAL 2

### ADVISORY SAY ON PAY VOTE REGARDING ICF'S OVERALL PAY-FOR-PERFORMANCE NAMED EXECUTIVE OFFICER COMPENSATION PROGRAM

In April of 2023, the Board approved a resolution providing that the Company would hold an annual stockholder advisory vote on executive compensation, as advised by the Company's stockholders at the 2023 annual meeting of stockholders. Pursuant to that resolution and as required pursuant to Regulation 14A of the Exchange Act, this proposal, commonly known as a "Say on Pay" proposal gives you, as a stockholder, the opportunity to endorse or not endorse the Company's NEO compensation program through the following resolution:

**"Resolved, that the stockholders approve ICF International's overall pay-for-performance executive compensation program for its named executive officers, as described in the Compensation Discussion and Analysis, the compensation tables and the related narratives and other materials in the Proxy Statement."**

Approval of the Say on Pay proposal requires the affirmative vote of a majority of the votes entitled to vote thereon present electronically via live webcast or by proxy at the Annual Meeting.

The Human Capital Committee and the full Board believe that the Company's executive compensation program, as described in the Compensation Discussion and Analysis ("**CD&A**") and other sections noted in the resolution set forth above, reflects a pay-for-performance culture at the Company that is rooted in our values. The Human Capital Committee and the Board believe that the executive compensation program is rational and effective in that it aligns the interests of the NEOs with both the short-term and long-term interests of stockholders, while reducing incentives for unnecessary and excessive risk taking.

In making a decision on the Say on Pay proposal the Board asks that stockholders consider the following:

- ICF's NEO compensation is competitive and in line with its market peers.
- ICF's executive compensation program is incentive-based and reflects a pay-for-performance culture.
- ICF's executive compensation program relies heavily on stock-based awards vesting over a period of time.
- Performance Share Awards vest over three (3) years, contingent on achievement of certain performance thresholds.
- Restricted Stock Units vest over a period of three (3) years with twenty-five percent (25%) vesting on each of the first (1<sup>st</sup>) anniversary and second (2<sup>nd</sup>) anniversary, and fifty percent (50%) vesting on the third (3<sup>rd</sup>) anniversary.
- Our performance-equity program (the "**Performance Program**") further emphasizes ICF's commitment to a pay-for-performance culture that links compensation to positive results.
- ICF offers no material perquisites.
- ICF maintains compensation recovery policies and practices that meet *and exceed* the requirements of Rule 5608 of the Nasdaq Rulebook by providing for potential recovery of incentive compensation in the event of financial restatements (whether or not the result of fraud) or detrimental conduct causing business or reputational harm to the Company, among other triggers.
- ICF has a strong corporate governance culture.

At the Company's 2023 annual meeting of stockholders, approximately ninety-four percent (94%) of the votes cast on the Say on Pay proposal were voted in favor of our overall pay-for-performance NEO compensation program. The Human Capital Committee and the Board believe this affirms the stockholders' strong support of the Company's approach to NEO compensation.

In accordance with applicable law, this vote is "advisory," meaning it will serve as a recommendation to the Human Capital Committee and Board but will not be binding. The Human Capital Committee and the Board will seriously consider the outcome of this vote when determining future compensation arrangements for named executive officers.

It is expected that the next Say on Pay vote will occur at the 2025 annual meeting of stockholders.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE **FOR** THE ADVISORY SAY ON PAY VOTE REGARDING ICF'S OVERALL PAY-FOR-PERFORMANCE NAMED EXECUTIVE OFFICER COMPENSATION PROGRAM

## PROPOSAL 3 RATIFICATION OF THE SELECTION OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee has appointed Grant Thornton to serve as our independent registered public accounting firm (the “*independent auditor*”) for the fiscal year ending December 31, 2024, and requests that stockholders ratify this appointment. For a discussion of factors considered by the Audit Committee in connection with the appointment of Grant Thornton, see “Audit Committee Report – Auditor Selection”.

Grant Thornton previously audited our consolidated financial statements for 2023 and 2022. Representatives of Grant Thornton are expected to be present at the Annual Meeting, will have an opportunity to make a statement if they so desire, and will be available to respond to appropriate questions from stockholders.

If our stockholders do not ratify Grant Thornton as our independent auditor, the Audit Committee will reconsider its decision. Even if stockholders vote in favor of the appointment, the Audit Committee may, in its discretion, and without re-submitting the matter to the Company’s stockholders, direct the appointment of a different independent auditor at any time during the year if it determines that such a change would be in the best interests of the Company and stockholders.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE **FOR** THE RATIFICATION OF THE SELECTION OF GRANT THORNTON LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2024.

### DESCRIPTION OF PRINCIPAL ACCOUNTANT FEES AND SERVICES

The following table sets forth the fees for professional audit services provided by Grant Thornton for the audit of our annual financial statements for the fiscal years ended December 31, 2023 and 2022, and fees billed for other services provided by Grant Thornton during those periods:

Type of Fees	2023	2022
Audit fees	\$ 2,130,623	\$ 2,058,400
Audit-related fees	-	-
Tax fees	-	-
All other fees	-	-
Total fees	\$ 2,130,623	\$ 2,058,400

#### Audit Fees

These are fees for professional services rendered by Grant Thornton for the audits of our annual consolidated financial statements, the audit of internal controls over financial reporting, the review of consolidated financial statements included in our quarterly reports on Form 10-Q, and the audit of our compliance with OMB Circular A-133. The audit fees provided by Grant Thornton also include services that were provided in connection with certain non-U.S. statutory audits.

#### Audit-Related Fees

Audit-related fees comprise fees for professional services rendered by Grant Thornton and include employee benefit plan audits, due diligence related to acquisitions and accounting consultations that are not reported in “Audit Fees”. There were no such services rendered by Grant Thornton in 2023 or 2022 that met the above category description.

#### Tax Fees

These are fees for professional services rendered by Grant Thornton with respect to tax compliance, tax advice and tax planning. There were no services rendered by Grant Thornton in 2023 or 2022 that met the above category description as such services were performed by other service providers.

#### All Other Fees

These are fees for professional services rendered by Grant Thornton for products and services other than the services reported in “Audit Fees”, “Audit-Related Fees” or “Tax Fees” and include statutory filings and related fees for the Company’s international business. There were no such fees rendered by Grant Thornton in 2023 or 2022 that met the above category description.

### Pre-Approval of Audit and Non-Audit Services

The Audit Committee is authorized by its charter to pre-approve all audit and permitted non-audit services to be performed by our independent auditor. The Audit Committee reviews and approves the independent auditor's retention to perform audit services, including the associated fees. The Audit Committee also evaluates other known potential engagements of the independent auditor, including the scope of the proposed work and the proposed fees, and approves or rejects each service, taking into account whether the services are permissible under applicable law and the possible impact of each non-audit service on the independent auditor's independence from management. At subsequent meetings, the Audit Committee will receive updates on the services actually provided by the independent auditor, and management may present additional services for approval. The Audit Committee has delegated to the Chair of the Audit Committee the authority to evaluate and approve engagements on behalf of the Audit Committee in the event that a need arises for pre-approval between Audit Committee meetings. If the Chair so approves any such engagement, he or she will report that approval to the full Audit Committee at its next meeting.

### Approval of Fees

Our Audit Committee has reviewed all of the fees described above. In connection with the Audit Committee's review and approval of the amount of fees paid to the independent auditor for audit, audit-related and other services, the Audit Committee considers, among other factors:

- The independent auditor's qualifications and quality control procedures;
- The quality of the independent auditor's overall performance;
- The complexity of the audit and related services in a particular year;
- Publicly available information concerning audit fees paid by peer companies; and
- The impact, if any, of the level of audit and non-audit fees on the auditor's independence.

The Audit Committee believes that such fees are compatible with maintaining the independence of Grant Thornton.

## AUDIT COMMITTEE REPORT

The Audit Committee is appointed by the Board and each of the members of the Audit Committee has been determined by the Board to be “independent” under the applicable Nasdaq standards. The Board has also determined that all of the members of the Audit Committee are “financially literate” under the Nasdaq rules. The Audit Committee’s Chair, Ms. Marilyn Crouther, and Committee members Mr. Michael Van Handel and Dr. Srikant Datar each qualify and are designated as “audit committee financial experts”, as defined by the SEC.

### Audit Committee Duties

Under the Audit Committee’s Charter, the committee’s duties and responsibilities include, among others:

- Overseeing of the relationship with the independent auditor, including being directly responsible for the appointment and compensation of the Company’s independent auditor;
- Assessing the qualifications, performance and independence of the Company’s independent auditor;
- Reviewing the activities, qualifications and performance of the Company’s internal audit function;
- Monitoring financial reporting and disclosure and related matters;
- Reviewing and evaluating the Company’s overall risk profile, the procedures and policies adopted to identify and manage such risks and related disclosures;
- Retaining independent external advisors as the Audit Committee determines necessary or appropriate;
- Annually reviewing the adequacy of the Audit Committee’s charter and the Audit Committee’s own performance; and
- Preparing this report to the Company’s stockholders.

The Audit Committee also periodically reviews the Company’s Code of Business Ethics and Conduct (the “**Code of Ethics**”) and receives reports from the Company’s Compliance Committee, a management committee which is charged with the implementation of the Code of Ethics. In connection with these responsibilities, the Audit Committee oversees the Company’s procedures for the receipt, retention and treatment, on a confidential basis, of any complaints received by the Company’s Compliance Committee. The Company encourages employees and third-party individuals and organizations to report concerns about our accounting, internal accounting controls, auditing matters or other matters that may or appear to involve financial or any other wrongdoing.

### Audit Committee Oversight Role

In performing its functions, the Audit Committee acts in an oversight capacity. In that role, the Audit Committee relies on the

work and assurances of: (a) the Company’s management, which has the primary responsibility for financial statements and reports, internal controls and financial reporting processes; (b) the internal audit function; and (c) the independent auditor that, in its reports, expresses opinions on the conformity of the Company’s financial statements to United States Generally Accepted Accounting Principles and on the effectiveness of the Company’s internal controls over financial reporting.

### Audit Committee Activities

During the year, the Audit Committee meets with management and representatives of the independent auditor and the internal audit function to review and discuss the Company’s quarterly financial statements before the Company’s results are released to the public. Members of the Committee also review the Company’s quarterly reports on Form 10-Q and the annual report on Form 10-K. In the course of these activities, the Audit Committee:

- Reviews the scope of overall plans for and status of the annual audit and internal audit program;
- Consults with management, the internal audit function and the independent auditor on topics such as the Company’s processes for risk assessment and risk management and related disclosures;
- Reviews and approves the Company’s policy for pre-approval of audit and permitted non-audit services by the independent auditor;
- Reviews, with management and the independent auditor, the internal audit function and the scope and effectiveness of the Company’s disclosure controls and procedures, including for purposes of evaluating the accuracy and fair presentation of the Company’s financial statements, in connection with the certifications made by the Company’s Chief Executive Officer and Chief Financial Officer;
- Receives advice on critical accounting policies and the impact of new accounting principles and guidance; and
- Reviews significant legal and other developments in the Company’s processes for monitoring compliance with law and Company policies and oversees the activities of the Company’s Chief Ethics and Compliance Officer and management’s Compliance Committee.

The Audit Committee meets regularly, and not less than annually, with the independent auditor, in each case with and without members of management present, to discuss the results of the auditor’s examinations and evaluations of the Company’s internal controls and the overall quality and integrity of the Company’s financial reporting.

### Review of Fiscal Year 2023 Financial Statements

The Audit Committee reviewed and discussed with our management and with our independent auditor, Grant Thornton, the consolidated financial statements of ICF and its subsidiaries and related notes, the disclosures under the headings "Management's Discussion and Analysis", "Management's Report on Internal Controls" and other financial disclosures as set forth in our 2023 Form 10-K. In connection with this review, the Audit Committee:

- Discussed with Grant Thornton those matters required to be discussed by Auditing Standard No. 1301 (Communications with Audit Committees), issued by the Public Company Accounting Oversight Board ("PCAOB"), and Rule 2-07 (Communication with Audit Committees) of SEC Regulation S-X; and
- Received from Grant Thornton the written communications required by Ethics and Independence Standard No. 3526 (Communication with Audit Committees Concerning Independence), issued by the PCAOB, as to Grant Thornton's compliance with all rules, standards, and policies of the PCAOB and SEC governing auditor independence.

Based on the activities, reviews and discussions outlined above, the Audit Committee recommended to the Board that the audited consolidated financial statements for the fiscal year ended December 31, 2023, be included in our 2023 Form 10-K.

### Auditor Selection

As described under the heading, "Proposal 3: Ratification of the Selection of the Independent Registered Public Accounting Firm", the Audit Committee also approved the selection of Grant Thornton as the Company's independent auditor for the fiscal year ending December 31, 2024, as being in the best interest of the Company. Grant Thornton has served as the Company's independent auditor since the Company went public in 2006.

In connection with the appointment of the independent auditor, the Audit Committee discusses and considers factors such as the following:

- The independent auditor's historical and recent performance on the audit, taking into account the views of management and the internal audit function;
- External data relating to audit quality and performance, including recent PCAOB reports on the independent auditor and its peer firms;
- The familiarity of the independent auditor, and the team assigned to the Company's audit and related work, with the government services industry;

- The independent auditor's tenure as the Company's independent auditor and its familiarity with the Company's accounting policies and practices and internal control over financial reporting;
- The independent auditor's capacity, capability and expertise in handling the breadth and complexity of the Company's global operations;
- The independent auditor's independence and objectivity and the quality and candor of communications within management and the Audit Committee; and
- The appropriateness of the independent auditor's fees for audit and non-audit services.

For a discussion of factors considered by the Audit Committee in reviewing the amount of fees paid to Grant Thornton for audit and other services, see "Proposal 3: Ratification of the Selection of the Independent Registered Public Accounting Firm – Approval of Fees".

The Audit Committee also reviews and considers the performance of the lead audit partner. Under applicable law, the lead audit partner must rotate after five (5) years. The Company's current lead audit partner is serving in that capacity for his second year. The process for selection of the Company's lead audit partner pursuant to this rotation policy involved meetings between the Chair of the Audit Committee and the candidate for the role, as well as discussions and meetings with the Audit Committee and management.

Audit Committee

/s/ Marilyn Crouther

Marilyn Crouther,  
Audit Committee Chair

/s/ Dr. Srikant M. Datar

Dr. Srikant M. Datar

/s/ Michael J. Van Handel

Michael J. Van Handel

/s/ Dr. Michelle A. Williams

Dr. Michelle A. Williams



# CORPORATE GOVERNANCE AND BOARD MATTERS

## Board and Committee Meetings in 2023

The table below shows the number of Board and committee meetings held in 2023. Our Board has eight (8) regularly scheduled meetings per year and call special meetings as the need arises. These meetings are usually held at our corporate headquarters in Reston, Virginia.

	Number of Meetings Held
<b>Board of Directors</b>	8
<b>Audit Committee</b>	8
<b>Human Capital Committee</b>	7
<b>Governance and Nominating Committee</b>	4

Directors are expected to attend Board meetings, our annual meeting of stockholders, and the meetings of the committees on which they serve. During 2023, each director attended at least seventy-five percent (75%) of the total meetings of the Board and those committees on which he or she served. Each director attended our annual meeting of stockholders held in 2023.

## Corporate Governance Guidelines

Our Board has established a set of Corporate Governance Guidelines that addresses such matters as, among other things, the roles of the Board and management (including the role of the Lead Independent Director), Board and director responsibilities, Board composition, selection of directors, operations of the Board (including meetings), and functions of the Board committees. The Board believes such guidelines, which are reviewed at least annually, are appropriate for the Company in its effort to maintain “best practices” as to corporate governance.

## Director Independence

The Board has affirmatively determined that Ms. Cheryl Gris , Ms. Marilyn Crouther, Dr. Michelle Williams, Dr. Srikant Datar, and Messrs. Randall Mehl, Scott Salmirs and Michael Van Handel are independent directors in accordance with the requirements of Nasdaq and the rules of the SEC. We believe we comply with all applicable requirements of the SEC and Nasdaq relating to director independence and the composition of the committees of our Board.

## Board Leadership Structure; Lead Independent Director

Mr. John Wasson, the Company’s President and Chief Executive Officer assumed the position of Chair of the Board effective upon Mr. Sudhakar Kesavan’s retirement in 2020. Consistent with its past practice when Mr. Kesavan served as both Chair of the Board and CEO, the Board believes combining the CEO and Chair positions is appropriate and in the best interests of the Company and its stockholders because it provides the following advantages:

- The CEO is the director most familiar with the Company’s business and industry and is best situated to lead Board discussions on important matters affecting ICF International; and
- Having the CEO serve in such roles creates a firm link between management and the Board and promotes the development and implementation of corporate strategy.

The Board continues to believe that when an executive serves as the Chair, it is in the best interests of the Company and its stockholders to designate a Lead Independent Director who is an independent director and, among other duties:

- Chairs any meeting of the independent directors in executive session;
- Facilitates communications between other members of the Board and the Chair; however, each director is free to communicate directly with the Chair;
- Works with the Chair in the preparation of the agenda for each Board meeting and in determining the need for special meetings of the Board;
- Consults with the Chair on matters relating to corporate governance and Board performance;
- Leads the deliberation and action by the Board or a Board committee regarding any offer, proposal, or other solicitation or opportunity involving a possible acquisition or other change of control of the Company, including by merger, consolidation, asset or stock sale or exchange, or recapitalization;
- In conjunction with the Chair of the Governance and Nominating Committee, oversees and participates in the annual board evaluation and succession planning process;
- Participates in the Human Capital Committee’s annual performance evaluation of, and succession planning for, the Chair and CEO; and
- Meets with any director whom the Lead Independent Director deems is not adequately performing his or her duties as a member of the Board or any committee.

The charter of the Governance and Nominating Committee calls for the annual review of the Lead Independent Director position. The Company believes that having a Lead Independent Director,



particularly in presiding over executive sessions of independent directors, effectively encourages full engagement of all directors. Dr. Srikant Datar was elected to serve as ICF's Lead Independent Director as of May 27, 2021.

Each of our directors, other than Mr. Wasson, is independent and the Board believes that our independent directors provide effective oversight of management. The Board has complete access to the Company's management team, and the Board and its committees regularly receive reports from management on the Company's business affairs and the issues it faces.

The Board believes that its programs for overseeing risk, as described under "Risk Oversight" below, would be effective under a variety of leadership frameworks; therefore, this factor does not materially affect its choice of structure.

### Risk Oversight

Our business is subject to a variety of risks. Some of the Company's most significant risks, including with respect to cybersecurity, are outlined in our 2023 Form 10-K under Item 1A, "Risk Factors", which can be found on page 20 of that document.

Our Board provides guidance to management regarding our strategy, including review of our operational results and related trends and factors contributing to or affecting our results, long-term strategy, financial reporting, and risks associated with these aspects of the Company's business. The involvement of the Board in setting our business strategy is an important part of determining the types and appropriate levels of risk undertaken by the Company.

Management is responsible for managing the day-to-day risks we face, while the Board, as a whole and through its committees, has responsibility for the oversight of risk management. As described more fully below, the Board fulfills this responsibility both directly and through its standing committees, each of which assists the Board in overseeing portions of the Company's overall enterprise risk management ("**ERM**") program.

The Company's ERM program is designed to identify, assess, monitor and manage the Company's risks. As part of the annual ERM program, the Company:

- Defines risk profiles and identifies existing and new/emerging risks.
- Conducts and completes regular enterprise risk assessments to ascertain and define the most significant risks facing the Company, which incorporates input from multiple levels of management and our Board. This process includes the evaluation and prioritization of the most significant risks facing the Company across major risk categories, taking into account multiple factors, including the potential impact of risk events should they occur, the likelihood of occurrence and the effectiveness of existing risk mitigation strategies. The Board reviews and approves the annual enterprise risk management plan that will be the subject of additional focus and reporting throughout the year.

- Develops action plans to monitor, manage and mitigate risk. The responsibility for managing each of the highest-priority risks is assigned to one (1) or more of the Company's senior executives.
- Includes regular reporting from management to the Board on the status and completion of actions associated with the risks identified as part of the current ERM plan. In addition, management provides more detailed briefings throughout the year to the Board regarding the most significant risks identified in the approved plan.

As described above, the Board, along with the Audit Committee, oversees a number of risks, which include those associated with major operational activities, cybersecurity and risks associated with potential acquisitions. The Company's cybersecurity risk management and oversight is further outlined in our 2023 Form 10-K under Item 1C, "Cybersecurity", which can be found on page 32 of that document. The Audit Committee reviews and evaluates the Company's overall risk profile, and the procedures and policies implemented by management to identify and manage such risks. The Human Capital Committee is responsible for overseeing the management of risks relating to our compensation plans and arrangements. Under its Charter, the Governance and Nominating Committee generally manages material risks and opportunities associated generally with environmental, social and governance ("**ESG**") matters, the independence of the Board and potential conflicts of interest.

### Board Evaluation

Each year, the directors undertake an evaluation for the Board and each committee on which they serve that elicits feedback on the performance and effectiveness of the Board and its committees, which is conducted as either a self-evaluation or an external evaluation conducted by an independent third party. As part of this evaluation, the directors are asked to consider the role of the Board and its committees, relations with management, composition, and meetings. The responses and comments are compiled by the Corporate Secretary and presented to the Governance and Nominating Committee for initial review. The responses and comments are then presented to each committee and the full Board. Where appropriate, the Governance and Nominating Committee may consider feedback received from the evaluation process when it submits director nominees to the full Board (and, where applicable, recommends assignments to various committees). In the case of the external evaluation, the responses from the Directors and other feedback are compiled by the third party conducting the evaluation and presented for discussion with the Board. The most recent external Board evaluation was conducted in 2023. In addition, every other year as part of the Board evaluation process, the Lead Independent Director and the Governance and Nominating Committee Chair meet individually and hold peer evaluations with each Director. These supplemental discussions are intended to enhance the existing Board evaluation process and foster even greater discussion regarding the adequacy and effectiveness of the Board and such committees.

CORPORATE GOVERNANCE AND BOARD MATTERS

Board Committees

The Board has three (3) designated standing committees: Audit Committee, Human Capital Committee and Governance and Nominating Committee. Each committee is composed entirely of independent directors, as defined by Nasdaq. Each committee has a charter, and a current copy of each committee charter can be found in the “Investor Relations – Corporate Governance” portion of our website ([www.icf.com](http://www.icf.com)).

Name	Audit	Human Capital	Governance & Nominating
Marilyn Crouther (I)	▲ *	●	
Dr. Srikant Datar (I)(L)	● *		●
Cheryl Grisé (I)		●	●
Randall Mehl (I)		▲	
Scott Salmirs (I)		●	●
Michael Van Handel (I)	● *		▲
John Wasson			
Dr. Michelle Williams (I)	●		

▲ – Chair ● – Member \* – Audit Committee Financial Expert (I) – Independent (L) – Lead Independent Director

Audit Committee

- The Board has a designated standing Audit Committee, as defined in Section 3(a)(58)(A) of the Exchange Act.
- The Audit Committee is expected to meet at least four (4) times per year.
- Each member of the Audit Committee is “independent” as defined by Rule 10A-3 of the Exchange Act and, in accordance with the listing standards of Nasdaq, each Audit Committee member is financially literate.
- Ms. Crouther, Dr. Datar and Mr. Van Handel are each an “audit committee financial expert” as defined under SEC rules.
- Ms. Crouther, Dr. Datar and Mr. Van Handel also qualify as financial experts in accordance with the listing standards of Nasdaq applicable to Audit Committee members.
- The report of the Audit Committee required by the rules of the SEC is included in this Proxy Statement under “Audit Committee Report”.

<p><b>Audit Committee</b></p> <p><b>Marilyn Crouther</b>                  Dr. Srikant Datar                  Michael Van Handel                  Dr. Michelle Williams</p> <p>Meetings held in 2023: 8</p>	<p><b>Responsibilities:</b></p> <ul style="list-style-type: none"> <li>• appoint, evaluate and oversee the Company’s independent auditor;</li> <li>• review the financial reports and related financial information provided by the Company to governmental agencies and the general public;</li> <li>• monitor compliance with the Company’s Code of Ethics;</li> <li>• review the Company’s system of internal and disclosure controls and the effectiveness of its control structure;</li> <li>• review the Company’s accounting, internal and external auditing, and financial reporting processes;</li> <li>• review other matters with respect to our accounting, auditing, and financial reporting practices and procedures as it may find appropriate or may be brought to its attention;</li> <li>• approve the engagement of other firms engaging in audit services for the Company, such as in an acquisition capacity;</li> <li>• approve all of the non-audit services provided by the independent auditor in accordance with the Audit Committee’s pre-approval procedures; and</li> <li>• after each meeting, report to the full Board regarding its activities.</li> </ul>
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**Human Capital Committee**

- The Board has a designated standing Human Capital Committee.
- The Human Capital Committee is expected to meet at least three (3) times per year.
- Each member of the Human Capital Committee qualifies as a “non-employee director” under Rule 16b-3 promulgated under the Exchange Act and meets the requirements of Nasdaq Rule 5605(d)(2)(A).
- See the CD&A portion of this Proxy Statement for more information regarding the role of the Human Capital Committee, management, and compensation consultants in determining and/or recommending the amount and form of executive compensation.

The report of the Human Capital Committee required by the rules of the SEC is included in this Proxy Statement under “Human Capital Committee Report.”

<p><b>Human Capital Committee</b></p> <p><b>Randall Mehl</b> Marilyn Crouther Cheryl Grisé Scott Salmirs</p> <p>Meetings held in 2023: 7</p>	<p><b>Responsibilities:</b></p> <ul style="list-style-type: none"> <li>• assist the Board in its responsibilities related to management, organization, performance, and compensation;</li> <li>• consider and authorize the Company’s compensation philosophy;</li> <li>• evaluate senior management’s performance and approve all material elements of executive officer compensation;</li> <li>• review administration of the Company’s incentive compensation, retirement, and equity-based plans;</li> <li>• review and provide feedback on the Company’s culture, including: its focus and progress on equity, diversity and inclusion and overcoming any institutional bias; and</li> <li>• after each meeting, report to the full Board regarding its activities.</li> </ul>
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**Governance and Nominating Committee**

- The Board has a designated standing Governance and Nominating Committee.
- The Governance and Nominating Committee is expected to meet at least three (3) times per year.
- The Governance and Nominating Committee’s responsibilities include oversight of the Company’s ESG activities and related reporting in its charter.

<p><b>Governance and Nominating Committee</b></p> <p><b>Michael Van Handel</b> Dr. Srikant Datar Cheryl Grisé Scott Salmirs</p> <p>Meetings held in 2023: 4</p>	<p><b>Responsibilities:</b></p> <ul style="list-style-type: none"> <li>• identify and recommend candidates to be nominated for election as directors at the Company’s annual meeting, consistent with criteria approved by the full Board;</li> <li>• annually evaluate and report to the Board on its performance and effectiveness;</li> <li>• annually review the composition of each Board committee and present recommendations for committee membership to the full Board, as needed;</li> <li>• research, evaluate, and make recommendations regarding director compensation;</li> <li>• consider and advise the Board on matters relating to the affairs or governance of the Board;</li> <li>• consider matters relating to senior management succession;</li> <li>• review and approve all potential “related person transactions” as defined under SEC rules;</li> <li>• after each meeting, report to the full Board regarding its activities; and</li> <li>• monitor and oversee ESG matters.</li> </ul>
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## CORPORATE GOVERNANCE AND BOARD MATTERS

Human Capital Committee Interlocks and Insider Participation

Mmes. Crouther and Gris , and Messrs. Mehl and Salmirs were the members of our Human Capital Committee during the year ended December 31, 2023. None of them are or were an officer or employee of the Company. None of our executive officers served as a member of the Board or the Human Capital Committee of any entity that has one (1) or more executive officers serving as a member of our Board or Human Capital Committee.

Process for Selecting and Nominating Directors

As noted in the accompanying chart, the Governance and Nominating Committee and the Board will consider candidates for director who are recommended by stockholders. The Governance and Nominating Committee and the Board review stockholder nominations in accordance with the requirements set out in the Company's Amended and Restated Bylaws. Stockholder recommendations should be submitted in writing to: ICF International, Inc., 1902 Reston Metro Plaza, Reston, Virginia, 20190, Attention: Corporate Secretary. Such stockholder's notice shall set forth, for each nominee, all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors pursuant to Regulation 14A under the Exchange Act and pursuant to the Company's Bylaws (including such person's written consent to being named as a nominee and to serving as a director if elected). Among other information, the notice shall also include, as to the stockholder giving notice: (a) the name and address of the stockholder; (b) the class or series and number of shares of the Company which are, directly or indirectly, owned by such stockholder, as well as options, warrants, convertible securities, stock appreciation rights ("**SARs**"), and similar instruments of the Company ("**Derivative Instruments**") that are held by the stockholder; (c) any proxy, contract, arrangement, understanding, or relationship pursuant to which such stockholder has a right, directly or indirectly, to vote any shares of any security of the Company; (d) any short interest in any security of the Company directly or indirectly owned by such stockholder; (e) any rights to dividends on the shares of the Company owned beneficially by such stockholder that are separated or separable from the underlying shares of the Company; (f) any proportionate interest in shares of the Company or Derivative Instruments held, directly or indirectly, by a general or limited partnership in which such stockholder is a general partner or, directly or indirectly, beneficially owns an interest in a general partner; and (g) any performance-related fees (other than an asset-based fee) to which such stockholder is entitled based on any increase or decrease in the value of shares of the Company or Derivative Instruments.

To be eligible to be a nominee for election or reelection as a director of the Company, a person must submit to the Corporate Secretary (in accordance with the time periods prescribed for delivery of notice under the Company's Bylaws) at the above address a written response to a questionnaire with respect to the background and qualification of such person (such questionnaire shall be provided by the Corporate Secretary upon written request) and a written representation and agreement (in the form provided by the Corporate Secretary upon written request) that such person: (a) is not and will not become a party to (i) any agreement, arrangement, or understanding with, and has not given any commitment or assurance to, any person or entity as to how such person, if elected as a director of the Company, will act or vote on any issue or question (a "**Voting Commitment**") that has not been disclosed to the Company or (ii) any Voting Commitment that could limit or interfere with such person's ability to comply, if elected as a director of the Company, with such person's fiduciary duties under applicable law; (b) is not and will not become a party to any agreement, arrangement, or understanding with any person or entity other than the Company with respect to any direct or indirect compensation, reimbursement, or indemnification in connection with service or action as a director that has not been disclosed therein; and (c) would be in compliance, if elected as a director of the Company, and will comply with all applicable publicly disclosed corporate governance, conflict of interest, confidentiality, and stock ownership and trading policies and guidelines of the Company.

In recommending director candidates for the Board of Directors, the Governance and Nominating Committee takes into account all factors it considers appropriate, which may include, among others, experience, skills, expertise, diversity (including race, gender and national origin), strength of character, judgment and relevant industry background. The Governance and Nominating Committee is responsible for identifying the primary qualifications and other key skills best suited to service on the Company's Board of Directors, including the background and other experience most relevant to the Company's business and business operations. The Company seeks to build and maintain a Board composed of individuals with the primary qualifications and other key skills in order to ensure that its directors are well-situated to oversee and provide direction to the Company and its business.



### Director Continuing Education

The Board believes that director continuing education is important for maintaining a current and effective Board and has adopted a Director Continuing Education Policy. The Company's

policy encourages directors to participate in continuing education and accredited director education programs, with the intent of becoming and remaining well informed about the Company, its industry and business, its relative performance to its competitors and regulatory issues and economic trends affecting the Company. The Governance and Nominating Committee reviewed education opportunities available for Board members and has identified a series of courses and programs that would be beneficial to directors in their service on the ICF Board and Board committees.

### Prohibitions on Derivatives Trading, Hedging and Pledging

Pursuant to the Company's Policy on Insider Information and Securities Trading ("**Policy on Insider Information**") the Company considers it improper and inappropriate for any employee, officer or director of the Company to engage in short-term or speculative transactions in the Company's securities. The policy specifically prohibits directors, officers and other employees from engaging in short sales of the Company's securities and transactions in puts, calls or other derivative securities (sometimes referred to as "**hedging**"). In addition, stock grant agreements prohibit the pledging or assignment of awards. Each of the NEOs and directors complied with this policy during fiscal year 2023.

Previously, individual stock grant agreements prohibited the pledging or assignment of stock grants. In April 2020, the Company adopted an updated and more comprehensive Hedging and Pledging Transactions Policy (the "**Hedging and Pledging Policy**"), which is applicable to our directors, Section 16 reporting officers, and other designated officers of the Company and which was further updated in September 2020. The new policy establishes a restriction on short sales and other hedging transactions, pledging and the establishment of margin accounts.

Directors and other covered officers who established pledging arrangements within the prior limitations will be prohibited from establishing new arrangements and are encouraged to wind down and conclude any legacy arrangements. There are currently no directors with any legacy pledging arrangements in place.

### Stockholder Engagement and Communications with the Board

Management and members of the Board endeavor to engage with a significant portion of our stockholders each year. This is done through multiple forums, including quarterly earnings presentations, our annual meeting of stockholders, our annual Investor Day, investor conferences and web communications, as well as our SEC filings, our annual report and our proxy statement. Additionally, you may contact the Board by sending a letter marked "Confidential" and addressed to the Board, ICF International, Inc., 1902 Reston Metro Plaza, Reston, Virginia, 20190, Attention: Corporate Secretary. In accordance with instructions from the Board, the Corporate Secretary reviews all correspondence, organizes the communications for review by the Board, and posts communications to the full Board, specific committees or individual

## CORPORATE GOVERNANCE AND BOARD MATTERS

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directors, as appropriate. Communications that are intended specifically for the Lead Independent Director, the independent directors or non-management directors should be marked as such.

### [Political Contributions and Lobbying](#)

The Company encourages our employees to be active in civic and community activities, including participation in the political and democratic process. Our policy also encourages employees to ensure that those individual activities are kept separate from their work for the Company.

The Company does engage, from time to time, in discussions with various levels of governments on public policy issues. While our activities in this area are fairly limited, when we determine it is in the best interest of the Company to do so, we work with governments to provide information and perspective that support our point of view, including through government relations professionals. The Company, and those who act on our behalf, meet registration, disclosure and other reporting requirements regarding these activities.



**Director Compensation Table for 2023**

The following table provides the compensation earned by individuals who served as non-employee directors of the Company during 2023.

Name <sup>(1)</sup>	Fees Earned Paid in Cash (\$) <sup>(2)</sup>	Stock Awards (\$) <sup>(3)</sup>	Option Awards (\$)	Total Compensation (\$) <sup>(4)</sup>
Marilyn Crouther	127,579	149,921		277,500
Dr. Srikant Datar	137,579	149,921		287,500
Cheryl Gris�	103,579	149,921		253,500
Michael Van Handel	117,219	149,921		267,140
Randall Mehl	105,579	149,921		255,500
Scott Salmirs	103,579	149,921		253,500
Dr. Michelle Williams	99,579	149,921		249,500

<sup>(1)</sup> Mr. Wasson is not included in this table because during 2023, he was an employee of the Company and therefore received no compensation for his director service. The compensation received by Mr. Wasson as an employee of the Company is shown in the 2023 Summary Compensation Table.

<sup>(2)</sup> Represents the cash retainers and annual payments earned in 2023.

<sup>(3)</sup> Directors receive a director equity award in the form of RSUs in the annual amount of \$150,000, with the award rounded down to the nearest whole share and the balance paid in cash, issued on the first (1<sup>st</sup>) business day of July following the annual meeting for continuing directors and directors appointed at the annual meeting, with such grant vesting in equal quarterly increments on September 1, December 1, March 1, and June 1. The values included represent the aggregate grant date fair value of the RSU award granted in fiscal year 2023, computed in accordance with FASB ASC Topic 718. The grant date fair value per share of each RSU was \$127.81 per share of ICF common stock, with the balance paid out in cash. All other payments, including meeting retainers, are paid in cash.

<sup>(4)</sup> Total Compensation for each director may differ from the sum of the individual components due to changes in roles and/or committee assignments during 2023.

**Director Compensation**

The following discussion outlines the compensation that was earned by our non-employee directors during 2023. The compensation of our Board is evaluated from time to time by our Governance and Nominating Committee.

Directors who are employed by us do not receive additional compensation for their service on the Board. All directors are entitled to reimbursement of expenses for attending each meeting of the Board and each committee meeting.

All director compensation, other than the director equity grant, is paid in cash, on a quarterly basis in advance. Cash fees are pro-rated on the date of any directors' departure from the Board for an upcoming quarter; provided, that a director that serves until the annual meeting of stockholders shall receive the full amount of cash fees for that quarter. Cash fees for new directors are pro-rated based upon the date of the director's appointment to the Board.

**CORPORATE GOVERNANCE AND BOARD MATTERS**

Cash retainer fees for 2023 were as follows:

Annual Retainer for Non-Employee Director:	\$ 90,000	
Additional Annual Retainer for Lead Director:	\$ 30,000	
<b>Committee Retainers:</b>	<b>Chair</b>	<b>Member</b>
Audit Comm.	\$ 20,000	\$ 12,000
Human Capital Comm.	10,000	8,000
Governance & Nominating Comm.	10,000	8,000

The Board approved an increase in the annual cash retainer for non-employee directors in 2023, from \$85,000 to \$90,000 following consideration of a director pay study conducted by the Company’s independent compensation consultant. The study compared the Company’s director compensation program with those of comparable companies, including our established Peer Group, and determined it was appropriate to increase the retainer.

In addition to the cash retainers, the directors are granted an annual equity award, in the form of a grant of restricted stock units, vesting quarterly over a one (1)-year period. The number of shares granted is determined by dividing \$150,000 by the closing price on the Nasdaq Stock Market of the Company’s common stock on the first (1<sup>st</sup>) business day of July following the annual meeting of stockholders, with the award rounded down to the nearest whole share and the balance paid in cash.

**Board Stock Ownership Guidelines**

The Board believes that its members should be incentivized to focus on the Company’s long-term stockholder value. As such, the Board adopted a Board member stock ownership policy establishing, as a guideline (but not an absolute requirement), that non-employee members of the Board are expected to own shares of Company common stock valued at five (5) times such director’s annual cash retainer fees, which may include shares of unvested restricted stock (i.e., directors are strongly encouraged to hold common stock valued at \$450,000). Such ownership level is to be achieved over a period of four (4) years after becoming a member of the Board. As of April 10, 2024, each of our non-employee directors either met these stock ownership guidelines or is expected to meet the ownership guidelines within the specified time period.

**Code of Ethics**

The Company has a Code of Ethics that is designed to promote the highest standards of ethical conduct by the Company’s directors, executive officers and employees. The Code of Ethics requires that the Company’s directors, executive officers and employees avoid conflicts of interest, comply with all laws and other legal requirements, conduct business in an honest and ethical manner, and otherwise act with integrity and in the Company’s best interest. Under the terms of the Code of Ethics, directors, executive officers and employees are required to report any conduct that they

believe in good faith to be an actual or apparent violation of the Code of Ethics. The Code of Ethics is updated from time to time to reflect changes in laws, best practices and the Company’s business.

The Code of Ethics and all Board committee charters are posted in the “Investors – Corporate Governance” portion of our website ([www.icf.com](http://www.icf.com)). A copy of any of these documents is available in print (free of charge) to any stockholder who requests a copy by writing to: ICF International, Inc., 1902 Reston Metro Plaza, Reston, Virginia, 20190, Attention: Corporate Secretary. The Company will disclose on its website at [www.icf.com](http://www.icf.com), to the extent and in the manner permitted by Item 5.05 of Form 8-K, the nature of any amendment to the Code of Ethics (other than technical, administrative, or other non-substantive amendments) and our approval of any material departure from a provision of the Code of Ethics that has been made known to any of our executive officers.

**Certain Relationships and Transactions with Related Persons**

Our Code of Ethics, which applies to all directors, executive officers and employees, emphasizes the importance of avoiding situations or transactions in which personal interests interfere with the best interests of us and/or our stockholders. In addition, the Board has a written policy and process for reviewing and evaluating interested director transactions designed to alert the Board, and in particular the Governance and Nominating Committee, of material transactions involving the Company and directors and their affiliates so that the Board may be aware of and consider such transactions in advance, on a case-by-case basis. As to matters coming before the Board in which individual directors may have a personal interest, the Board has adopted procedures to ensure that all directors voting on such a matter disclose any personal interest, abstain from voting on the matter, and discuss the transaction with counsel if necessary. The Board has delegated the task of discussing, reviewing, and approving transactions between the Company and any of our executive officers or Board members to the Governance and Nominating Committee.

There have not been any transactions during the last fiscal year to which we have been a party, in which the amount involved in the transaction exceeded \$120,000, and in which any of our directors, executive officers or holders of more than five percent (5%) of our capital stock had or will have a direct or indirect material interest other than equity and other compensation, termination, change-in-control and other arrangements, which are described in the section captioned “Executive Compensation—Potential Payments upon Termination or Change of Control.” of this Proxy Statement.

**Other Transactions Considered for Independence Purposes**

For each director and nominee for director who is identified as independent, the SEC rules require the description of transactions, relationships or arrangements that are not required to be disclosed as related person transactions, but that were considered by the Board in determining that the director is independent. There were no transactions that the Company



believes are related to person transactions. There were, however, transactions with independent directors that were considered for independent purposes but did not rise to the level of a related person transaction. These included contracts with two companies in each case involving a single ICF director who also served as independent director for such company. The contracts involved

small amounts of monetary compensation. Further, each director's sole connection was by virtue of service as an independent director with each respective company and each such director had no control or influence over decisions made with respect to such contracts. The Board affirmatively determined that each such transaction did not impair the applicable director's independence.

#### *Environmental, Social and Governance – Our Commitment to Corporate Responsibility*

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**Meeting the Moment.** Our purpose as a company is to build a more prosperous and resilient world for all. That is what motivates and inspires us. It is also how we measure our impact—from contributing to a healthier planet and creating more resilient communities to supporting economic development and growth. Our focus on corporate citizenship guides how we conduct business, support our employees, operate sustainably, and contribute to our communities. Each year, we compare our performance to our corporate citizenship goals and consider how we can meet the moment for a more positive and lasting impact.

From our initial founding in 1969 as the Inner City Fund to today, we provide societal benefit through our services, professional development for employees, profitable growth for investors, and reliably ethical business conduct. We are motivated to engage productively with all our stakeholders, including by:

- Investing in our **employees** and ensuring a diverse workplace where we can all do our best work.
- Serving our **clients** and managing **suppliers** with integrity, while contributing to a low-carbon value chain.
- Minimizing our impact on the **planet** by reducing our carbon footprint and growing our leading climate consultancy.
- Giving back to our **communities** and society, both philanthropically and through innovative service to social agencies.
- Creating long-term value for our **stockholders** through solid management, including managing climate risks and opportunities.

CORPORATE GOVERNANCE AND BOARD MATTERS

**Governance ensures we fulfill our commitments.** While governance involves the actions and behaviors of all employees, it is a particular responsibility of our leaders as they guide ICF in accordance with our values. Our ESG program receives oversight from the Board, the CEO, and the ESG Council—among other governing bodies. The Board considers ESG matters as part of ICF’s enterprise risk management process and long-term strategic planning. It receives briefings on ESG matters from its committees and management, including updates regarding ICF’s climate- related, cybersecurity, and other risks and opportunities.

ICF’s Chair also serves as CEO and President of the firm and is intimately familiar with its operations. ICF’s CEO serves as a connection point between the Board’s oversight and the management team’s execution of business activities and operations. The CEO’s ESG responsibilities include oversight of risks (including climate and cybersecurity), oversight of strategy (including climate and resilience), oversight of codes (such as inclusive HR policies), approval of resources (for example, to manage and reduce greenhouse gas (“GHG”) emissions and purchase high-quality, verified offsets), among other ESG matters.

The ESG Council supports the integration of ESG principles into our business strategy. It oversees ESG reporting and reviews recommendations from the corporate responsibility advisory committee. It reports to the CEO, is chaired by the executive vice president for corporate strategy and is composed of senior executives. Below is an organization chart and a description of the role of each member of the ESG Council.

**Impact for Good in 2023**

Of our **\$1.96 billion** revenue, ICF estimates that at least:

**\$814 million** was derived from services delivering positive **social impact**—health, education, development and social justice programs.

**\$806 million** was generated from services creating positive **environmental impact**—reducing energy consumption, managing carbon footprint and protecting natural resources.

The balance of other work was also socially responsible and —although not directly supporting social impact or sustainability efforts—consistent with ICF’s commitment to make a positive social and sustainable impact.

ESG Council in context	ESG Council participation
<p style="text-align: center;"><b>ESG Governance Structure</b></p> <div style="text-align: center;"> </div>	<p>HR/D&amp;I: People policies, diversity and inclusion, employee engagement</p> <p>Corporate Strategy: Business risks and opportunities, impact and competition</p> <p>Climate Strategy: Plans for thriving in a carbon-constrained future</p> <p>Corporate Responsibility: Stakeholder perspectives, corporate philanthropy and ESG reporting</p> <p>Legal: Compliance; assurance and corporate governance</p> <p>Finance: Reporting and resources</p> <p>Business Ops/Contracts: Program support and systems</p> <p>Corporate Growth/BD: Partnerships</p> <p>Marketing: Corporate communications and reputation</p>



**Reporting for Transparency.** Productive relationships with stakeholders require trust. To that end, we report annually on our performance on important measures not currently required in financial reporting, including our progress toward goals regarding human capital management, sustainability, philanthropy and other targets. We report on ICF’s corporate sustainability strategy and performance in alignment with the Task Force for Climate-related Financial Disclosure (“**TCFD**”),<sup>1</sup> the Sustainability Accounting Standards Board (“**SASB**”), the UN Global Compact, and progress toward our science-based targets, among other global sustainability goals. This information and more can be found in our latest Corporate Citizenship Report ([www.icf.com/company/about/corporate-citizenship](http://www.icf.com/company/about/corporate-citizenship)). Our report won four (4) platinum MarCom Awards for excellence in corporate citizenship reporting. Below are some highlights of our performance.

**2023 Climate Leadership Award**

ICF was recognized by The Climate Registry for having comprehensive GHG inventories and aggressive emissions reduction goals, as well as for exemplifying “extraordinary leadership” in its response to climate change and engagement of supply chain peers and partners. This includes achieving a ninety percent (90%) reduction in GHG emissions against a 2013 baseline.

Investing in Our People	Making a Sustainable Commitment	Supporting Important Causes
Provided opportunities for all employees to develop and advance.  <b>86%<sup>2</sup></b> of employees share they’re proud to be part of ICF  <b>54%</b> female people managers  <b>74%</b> New hires are women or from underrepresented groups  <b>1 in 4</b> employees participate in our affinity groups	Made progress on our carbon reduction goal <i>and</i> remained carbon neutral.  <b>100%</b> net renewable electricity for global operations via renewable energy certificates  <b>90%<sup>3</sup></b> absolute reduction in Scope 1 and 2 GHG emissions since baseline 2013  <b>2006</b> carbon neutral each year since—due to investments in high-quality, verified carbon offsets  <b>SBTi</b> approved science-based greenhouse gas reduction target	Donated to causes important to our employees and communities.  <b>\$828,000</b> corporate cash donations  <b>\$655,000</b> employee donations through our giving program  <b>1 to 1</b> ICF matched employee donations  <b>6.5K+</b> Reported employee volunteer hours
<b>ESG Recognition</b> <ul style="list-style-type: none"> <li>Forbes 2023 America’s Best Employers for Diversity</li> <li>Forbes 2023 America’s Best Employers for Women</li> <li>2023 Organizational Leadership Award Winner, Climate Leadership Award</li> <li>MarCom Awards 2023: 4 platinum awards for excellence in corporate citizenship reporting</li> </ul>		

**Carbon Targets and Performance.** ICF recognizes the risks and opportunities due to climate change caused by increased carbon emissions. ICF’s climate experts communicate those opportunities and risks to our executive leaders and our Board. Since 2006 ICF has committed to be carbon neutral, which we achieve through three (3) activities:

- Reduce.** Lease more efficient facilities and consolidate where feasible. Maximize virtual tools to travel less. Engage our people to work more sustainably. Purchase more eco-friendly products. Encourage partners in our value chain (suppliers and clients) to manage their carbon footprint.
- Buy renewable energy.** Purchase renewable energy certificates equivalent to one hundred percent (100%) of the electricity used by our global operations.
- Buy carbon offsets.** After taking the measures above, we buy high-quality, verified carbon offsets equivalent to the measured carbon emissions of our global operations: all of Scope 1 and Scope 2 emissions, plus Scope 3 emissions from business travel, employee commuting, and purchased goods and services.

<sup>1</sup> Now incorporated into the International Financial Reporting Standards (IFRS) Foundation’s sustainability disclosure standards, known as IFRS S1 and IFRS S2.

<sup>2</sup> Reflects 2022 data. This survey is conducted every other year.

<sup>3</sup> Reflects 2022 data. The 2023 GHG inventory will be completed around June 2024.

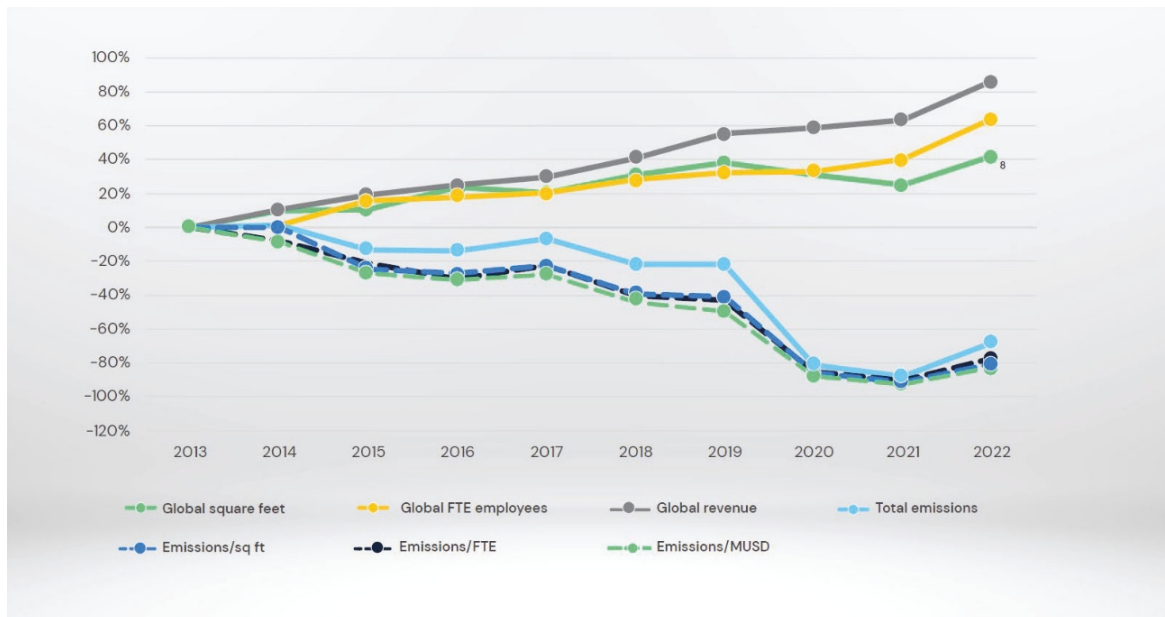


CORPORATE GOVERNANCE AND BOARD MATTERS

By way of background, Scopes 1, 2 and 3 referenced in this section refer to defined terms established by the Greenhouse Gas Protocol. In this regard, Scope 1 refers to direct GHG emissions from sources owned or controlled by ICF; Scope 2 refers to GHG emissions from purchased electricity; and Scope 3 refers to GHG emission sources beyond the walls of our facilities. With respect to Scope 3, prior to 2018, ICF measured business travel and commuting only. Beginning in 2018, we began to measure emissions embedded in our purchased goods and services.

Since establishing our baseline emissions in 2013, we have shrunk our carbon footprint by every measure. We reduced carbon emissions in absolute terms, as well as intensity per employee, revenue, and leased space (see graphic below). We achieved this ahead of our target. In 2020, ICF committed to set an ambitious science-based carbon-reduction target, an approach to a zero-carbon economy that boosts innovation and drives sustainable growth. Such targets are based on the concept of a global carbon budget that will limit global warming to well below 2°C. In March 2021, the Science Based Targets initiative approved our target, adding ICF to the list of pioneering companies driving change to a zero-carbon economy.

**As we grow, so does our commitment to sustainability, 2013-2022<sup>3</sup>** Since 2013, we have shrunk our carbon footprint in absolute terms, as well as emission intensity per employee, revenue, and leased space. This graph depicts Scope 1 and 2 emissions (after accounting for renewable energy credits “RECs”), plus calculated Scope 3 emissions (business travel and employee commuting).<sup>4</sup>



**Our Strength is our People.** People join ICF to make a difference and to work on impactful projects that change the world now and for generations to come. Attracting talent who want to make an impact and investing in the growth of our people to be their best selves is what sets us apart from our competition and helps us deliver outstanding results. We work hard to maintain a stimulating, supportive, and respectful environment for our 9,000+ employees where everyone can thrive and express themselves freely.

<sup>3</sup> Inclusive of most recent data. The 2023 GHG inventory will be completed around June 2024.

<sup>4</sup> Does not include emissions from purchased goods and services, which we began estimating in 2018.

In 2023, we accelerated the transformation of our people plans, programs, and policies. We continued to implement a multi-pronged strategy to adapt with the evolving needs and expectations of our people. Our strategy focuses on evolving our culture with the changing world, optimizing our recruiting efforts to bring the best talent into the organization, reimagining the talent experience as an employee, growing our total rewards offerings, and advancing in our diversity, equity, and inclusion (“**DEI**”) journey. *We’re committed to enabling our employees to belong, grow, and thrive both personally and professionally.*

Inclusion is a top priority. We have eight (8) Employee Community Networks (“**ECNs**”) to foster support, networking, mentoring, professional development, community outreach, and business impact. One (1) in four (4) of our employees are involved in at least one (1) ECN. We also have a deliberate and results-focused DEI recruiting strategy to attract top talent from diverse recruiting sources to ICF.

**Recognized Diversity Leader**

As a purpose-driven company with a strong culture and underlying values, we prize diversity, opportunity, equality and respect. And because of that, ICF was recognized by Forbes Magazine in 2023 for the third (3<sup>rd</sup>) consecutive year as one of America's Best Employers for Diversity. Forbes' recognition highlights our commitment to inclusion.

We enable our employees to grow their personal and professional skills through experiential learning, formal training, and mentoring opportunities. We encourage our employees to be well-rounded and to drive their own career growth. We encourage quarterly impact conversations between employees and managers that are future-looking conversations focused on growth and career development opportunities. In 2023, 99% of eligible employees received a performance appraisal with feedback from their manager. We also deliver customized, blended digital and instructor-led programs in key topics like business development, project management, and people management. Our learning catalog has over 75,000+ training courses available and we also offer tuition reimbursement. Our annual mentoring program had its largest cohort with 650 mentoring pairs this year. In 2023, a key focus area was to continue building our pipeline of tomorrow's leaders. We expanded our leadership development curriculum and were able to reach over 400 emerging leaders at various stages of their career.

We want to help employees thrive personally and professionally, find emotional balance, build financial security, and stay connected. Our wellbeing platform, Be Well, continues to be a popular offering with more than forty percent (40%) of eligible employees active on the platform. In 2023, we conducted ten (10) company-wide challenges and led eleven (11) global wellbeing-focused webinars. We recognize that when our employees are at their best, it impacts how they engage at work, with their family, and the larger community.

**CORPORATE GOVERNANCE AND BOARD MATTERS**

**Advancing Global Goals.** ICF is a signatory of the UN Global Compact on human rights, labor, environment, and anti-corruption. We are committed to making these principles part of our strategy, culture, and day-to-day operations. Through our operations, client services, and philanthropy, we champion the UN Sustainable Development Goals (“**SDGs**”). With our clients, we are tackling climate change, improving health and education, reducing injustice and inequality, and spurring economic growth. The exhibit below provides a snapshot of our support for the SDGs.

<p><b>ICF Makes Progress toward</b>  </p>	<p><b>1</b>  <u><b>NO POVERTY</b></u>                  Building economically sustainable and healthier communities following disasters</p>	<p><b>2</b>  <u><b>ZERO HUNGER</b></u>                  Generating evidence and improving data management to address malnutrition, hunger, and food insecurity</p>
<p><b>3</b>  <u><b>GOOD HEALTH AND WELL-BEING</b></u>                  Strengthening defenses against infectious diseases through data-driven detection and technology-enabled surveillance</p>	<p><b>4</b>  <u><b>QUALITY EDUCATION</b></u>                  Evaluating literacy education programs to support academic readiness and achievement</p>	<p><b>5</b>  <u><b>GENDER EQUALITY</b></u>                  Improving the capture and analysis of gender-based data to support better health outcomes</p>
<p><b>6</b>  <u><b>CLEAN WATER AND SANITATION</b></u>                  Protecting, ensuring, and planning for clean, safe water into the future through better water resource management</p>	<p><b>7</b>  <u><b>AFFORDABLE AND CLEAN ENERGY</b></u>                  Driving adoption of energy-efficient lighting, appliances, and thermostats</p>	<p><b>8</b>  <u><b>DECENT WORK AND ECONOMIC GROWTH</b></u>                  Tackling unemployment through a learning program to improve public employment services delivery</p>
<p><b>9</b>  <u><b>INDUSTRY, INNOVATION, AND INFRASTRUCTURE</b></u>                  Integrating flood mitigation into transportation infrastructure decisions through a risk assessment tool</p>	<p><b>10</b>  <u><b>REDUCED INEQUALITIES</b></u>                  Transforming how child welfare agencies work to keep families strong by addressing resilience, race, equity, diversity, and inclusion</p>	<p><b>11</b>  <u><b>SUSTAINABLE CITIES AND COMMUNITIES</b></u>                  Developing climate action plans for regions, cities, and businesses to reach their carbon reduction goals</p>
<p><b>12</b>  <u><b>RESPONSIBLE CONSUMPTION AND PRODUCTION</b></u>                  Developing frameworks, technical tools, and strategies to improve energy efficiency in emerging markets</p>	<p><b>13</b>  <u><b>CLIMATE ACTION</b></u>                  Building a sustainable and low-carbon future through data-driven strategic climate action planning</p>	<p><b>14</b>  <u><b>LIFE BELOW WATER</b></u>                  Designing passage for humans above and fish below</p>
<p><b>15</b>  <u><b>LIFE ON LAND</b></u>                  Restoring a tidal marsh in an urban environment</p>	<p><b>16</b>  <u><b>PEACE, JUSTICE, AND STRONG INSTITUTIONS</b></u>                  Bolstering government efforts to end child and forced labor through research</p>	<p><b>17</b>  <u><b>PARTNERSHIPS FOR THE GOALS</b></u>                  Designing and implementing evaluation studies to ensure accountability, measure impact, and improve effectiveness</p>



## EXECUTIVE OFFICERS OF THE COMPANY

The following table includes information with respect to the individuals who served as our executive officers as of April 10, 2024.

The age indicated for each individual is as of December 31, 2023.

Name	Age	Title
<b>John Wasson</b>	62	Chair, President and Chief Executive Officer
<b>James Morgan</b>	58	Executive Vice President and Chief Operating Officer
<b>Barry Broadus</b>	64	Executive Vice President and Chief Financial Officer
<b>Anne Choate</b>	50	Executive Vice President – Energy, Environment and Infrastructure
Ranjit Chadha	53	Vice President and Corporate Controller, Principal Accounting Officer

Names in **BOLD** are named executive officers for the Company.

**Biographical information for Mr. Wasson can be found on his director page in Proposal 1.**

**James Morgan** served as the Company's Executive Vice President and Chief Financial Officer ("**CFO**") from the time he joined the Company in 2012 until February 2020, when he became Executive Vice President and Chief of Business Operations ("**CBO**"). In June 2022, Mr. Morgan became Executive Vice President and Chief Operating Officer ("**COO**"). From 2011 until his employment by the Company, Mr. Morgan served as a member of the Board of Directors and as the Executive Vice President and Chief Financial Officer of Serco, Inc., a division of Serco Group PLC. From 1993 until 2011, Mr. Morgan held a number of positions at Science Applications International Corporation ("**SAIC**"); in particular, Senior Vice President and Senior Financial Officer, Strategic and Operational Finance from 2005 until 2011 and Senior Vice President, Business Transformation Officer from 2008 until 2011. Previously, Mr. Morgan was an Experienced Senior Consultant in the Special Services and Contracting Group at Arthur Andersen & Company. Mr. Morgan received his Bachelor of Science in Accounting from North Carolina State University and his Master of Business Administration from George Washington University. Mr. Morgan has been a Certified Public Accountant; his license is currently inactive.

**Barry Broadus** assumed the position of the Company's CFO on February 28, 2022, after serving as Senior Vice President, Finance & Special Projects since joining ICF in 2022. He was promoted to Executive Vice President in 2024. Mr. Broadus has more than 35 years of financial, executive, and management experience, including over 30 years in the U.S. Federal government services sector. Before joining ICF, Mr. Broadus served as the Chief Financial Officer of Dovel Technologies from 2019 to 2021. Previously, Mr. Broadus served as Chief Financial Officer of SRI International from 2018 to 2019, Constellis from 2016 to 2017, and Alion Science and Technology from 2012 to 2016. He has held senior financial positions with SAIC from 2004 to 2008 and EDS from 1986 to 1999. Prior to joining EDS, Mr. Broadus served as a U.S. Army Field Artillery Officer, from 1982 to 1985. Currently, Mr. Broadus also serves on the American Systems Board of Directors which he joined in 2017. Mr. Broadus

was appointed as the Chairman of the Audit and Finance Committee of such Board and is also a member of its Human Resources Committee. Mr. Broadus holds a Bachelor of Science degree in Commerce and Business Administration from the University of Alabama and is a licensed Certified Public Accountant in the Commonwealth of Virginia; his license is currently inactive.

**Anne Choate** serves as Executive Vice President of the Energy, Environment and Infrastructure Operating Group, a role she assumed in March 2022. In that position, she oversees a team that advises commercial federal, state and local clients on energy markets, climate change, clean energy, environmental planning, conservation, transportation planning and disaster management. Prior to her promotion in March 2022, Ms. Choate served in the following positions at ICF: Senior Vice President and Group Leader of Energy, Environment and Infrastructure from January 2020 to March 2022. From January 2016 to December 2019, Ms. Choate was Senior Vice President and Division Leader, overseeing ICF's work on social programs, international development and federally focused work on energy, climate and transportation. From mid-2004 to December 2015, Ms. Choate led smaller teams and lines of business, focusing on decarbonization, resilience, transportation and energy issues. Ms. Choate joined ICF in 1995, after working as an intern with the Environmental Protection Agency's Office of Air Quality Planning and Standards. Over her career, Ms. Choate has supported decarbonization planning and carbon target-setting activities for federal, state and commercial clients, as well as leading resiliency efforts for multiple cities and investor-owned utilities. She served as a member of the Standing Committee on Extreme Weather and Climate Change Adaptation under the national Academies of Science/Transportation Research Board, and was an author of the National Climate Assessment, released in 2018. She serves on the Board of The Nature Conservancy – Pennsylvania/Delaware Chapter and was recently named a Clean Energy Empowerment

**EXECUTIVE OFFICERS OF THE COMPANY**

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and Education (C3E) Ambassador. Ms. Choate holds a Master of Science in Environmental Science from Johns Hopkins University and a Bachelor of Arts in Environmental Science and Policy from Duke University.

**Ranjit S. Chadha** assumed the position of Vice President, Corporate Controller and Principal Accounting Officer for the Company on April 1, 2023, after joining the Company in October 2022, as Interim Controller. Prior to joining the Company, Mr. Chadha served as Chief Accounting Officer at Dentsply Sirona Inc., a publicly-traded global dental equipment and supplies manufacturing company from August 2020 until September 2022.

Prior to joining Dentsply Sirona Inc., Mr. Chadha served as Senior Vice President, Corporate Financial Planning & Analysis and as Corporate Controller at Leidos, a publicly-traded Fortune 500 aerospace and defense company from April 2016 until April 2020. Prior to Leidos, Mr. Chadha held several positions at Computer Sciences Corporates (aka DXC Technology) from 2009 until 2015. Mr. Chadha began his career with PricewaterhouseCoopers. Mr. Chadha holds a Bachelor of Science in Mathematics, Physics and Chemistry from St. Stephens College in Delhi, India. He is also a Certified Public Accountant and a Chartered Accountant from the Institute of Chartered Accountants of India.





## SECURITY OWNERSHIP OF DIRECTORS, EXECUTIVE OFFICERS AND CERTAIN BENEFICIAL OWNERS

The following table sets forth certain information regarding beneficial ownership of our common stock as of April 10, 2024, by:

- each person, or group of affiliated persons, known to us to beneficially own more than five percent (5%) of the outstanding shares of our common stock;
- each of our directors and nominees for director;
- each person who was a NEO; and
- all of our directors and executive officers as a group.

The percentages shown in the following table are based on 18,736,579 shares of common stock outstanding as of April 10, 2024. Beneficial ownership is determined in accordance with the rules of the SEC and includes voting and investment power with respect to shares. The number of shares beneficially owned by a person includes shares subject to options, RSUs and PSAs held by that person that were exercisable as of April 10, 2024, or within sixty (60) days of that date. The shares issuable under those options, RSUs and PSAs are treated as if they were outstanding for computing the percentage ownership of the person holding those options, RSUs or PSAs, but are not treated as if they were outstanding for the purposes of computing the percentage ownership of any other person. Unless otherwise indicated below, to our knowledge, all persons named in the table have sole voting and investment power with respect to their shares of common stock, except to the extent authority is shared by spouses under applicable law.

The following table sets forth the number of shares of our common stock beneficially owned by the indicated parties. Unless otherwise indicated, the address of each person is: c/o ICF International, Inc., 1902 Reston Metro Plaza, Reston, Virginia 20190.

Name and Address of Beneficial Owner <i>Directors, Nominee &amp; Executive Officers</i>	Shares beneficially owned	
	Number	Percentage
<b>John Wasson<sup>(1)</sup></b>	90,141	*
<b>James Morgan</b>	42,663	*
<b>Barry Broadus</b>	2,302	*
<b>Anne Choate</b>	6,266	*
<b>Mark Lee</b>	7,224	*
<b>Marilyn Crouther</b>	5,759	*
<b>Dr. Srikant Datar<sup>(2)</sup></b>	41,177	*
<b>Cheryl Grisé<sup>(3)</sup></b>	28,350	*
<b>Randall Mehl</b>	14,651	*
<b>Scott Salmirs</b>	4,300	*
<b>Michael Van Handel</b>	13,431	*
<b>Dr. Michelle Williams</b>	3,398	*
<b>Directors, Director Nominees and Executive Officers as a group (thirteen (13) persons)</b>	259,662	1.39%
<b>Beneficial Owners Holding More Than Five Percent (5%)</b>		
<b>BlackRock, Inc. and subsidiaries as a group <sup>(4)</sup></b> 50 Hudson Yards New York, NY 10001	1,472,676	7.8%
<b>Capital Research Global Investors <sup>(5)</sup></b> 333 South Hope Street, 55 <sup>th</sup> Floor Los Angeles, CA 90071	1,309,163	7.0%
<b>Dimensional Fund Advisors LP <sup>(6)</sup></b> 6300 Bee Cave Road, Building One Austin, TX 78746	1,117,432	5.9%
<b>The Vanguard Group <sup>(7)</sup></b> 100 Vanguard Boulevard Malvern, PA 19355	1,022,556	5.43%

\* Represents beneficial ownership of less than one percent (1%).

**SECURITY OWNERSHIP OF DIRECTORS, EXECUTIVE OFFICERS AND CERTAIN BENEFICIAL OWNERS**

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- (1) The total number of shares listed as beneficially owned by John Wasson includes 81,610 shares of common stock held in two (2) family trusts and 716 shares held indirectly by his spouse.
- (2) The total number of shares listed as beneficially owned by Dr. Srikant Datar includes 40,279 shares of common stock held in two (2) estate planning limited liability companies, of which Dr. Datar is a co-manager.
- (3) The total number of shares listed as beneficially owned by Cheryl Gris  includes 8,530 shares of common stock that are held indirectly in a trust.
- (4) Based upon information contained in the Schedule 13G/A filed by BlackRock, Inc. ("**BlackRock**") with the SEC on January 26, 2024, BlackRock beneficially owned 1,472,676 shares of common stock as of December 31, 2023, with sole voting power over 1,424,142 shares, shared voting power over no shares, sole dispositive power over 1,472,676 shares and shared dispositive power over no shares.
- (5) Based upon information contained in the Schedule 13G/A filed by Capital Research Global Investors ("**Capital Research**") with the SEC on February 9, 2024, Capital Research beneficially owned 1,309,163 shares of common stock as of December 31, 2023, with sole voting power over 1,309,163 shares, shared voting power over no shares, sole dispositive power over 1,309,163 shares and shared dispositive power over no shares.
- (6) Based upon information contained in the Schedule 13G filed by Dimensional Fund Advisors LP ("**Dimensional Funds**") with the SEC on February 9, 2024, Dimensional Funds beneficially owned 1,117,432 shares of common stock as of December 31, 2023, with sole voting power over 1,098,414 shares, shared voting power over no shares, sole dispositive power over 1,117,432 shares and shared dispositive power over no shares.
- (7) Based upon information contained in the Schedule 13G filed by The Vanguard Group, Inc. ("**Vanguard**") with the SEC on February 13, 2024, Vanguard beneficially owned 1,022,556 shares of common stock as of December 31, 2023, with sole voting power over no shares, shared voting power over 34,314 shares, sole dispositive power over 971,808 shares and shared dispositive power over 50,748 shares.

## EQUITY COMPENSATION PLAN INFORMATION

The following table gives information as of our fiscal year end about our common stock that may be issued upon the exercise of options, warrants and rights under the 2018 Incentive Plan:

Plan Category (as of 12/31/2023)	(a) Number of Securities to be Issued Upon Exercise Of Outstanding Options, Warrants And Rights	(b) Weighted-Average Exercise Price Of Outstanding Options, Warrants and Rights <sup>(2)</sup>	(c) Number of Securities Remaining Available For Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))
Equity Compensation Plans Approved By Security Holders	370,819 <sup>(1)</sup>	\$40.68	1,119,446
Equity Compensation Plans Not Approved By Security Holders			
<b>Total</b>	<b>370,819</b>	<b>\$40.68</b>	<b>1,119,446</b>

<sup>(1)</sup> Includes 2,631 shares subject to stock options, 258,518 restricted stock units, 4,102 directors restricted stock units and 105,568 performance shares outstanding under the 2018 Incentive Plan.

<sup>(2)</sup> Exercise price is for outstanding stock options only; restricted stock units, director restricted stock units and performance shares have no exercise price.

As of April 10, 2024, 1,012,938 shares remained available for issuance of future awards under the 2018 Incentive Plan. Stock awards totaling 349,388 (including shares of restricted stock units and performance shares) are outstanding under all plans.

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Compensation Discussion and Analysis**NEOs**

- John Wasson, Chair, President and CEO
- James Morgan, Executive Vice President and COO
- Barry Broadus, Executive Vice President and CFO
- Anne Choate, Executive Vice President
- Mark Lee, Former Executive Vice President<sup>1</sup>

(1) As disclosed in the Company's Current Report on Form 8-K filed on December 4, 2023, Mr. Lee departed from the Company on January 5, 2024. Consistent with all named executive officers, information in this CD&A and the following executive compensation tables is reported as December 31, 2023, the last day of our 2023 fiscal year.

In this section, we describe the material components of the Company's executive compensation program for our NEOs, whose compensation is set forth in the 2023 Summary Compensation Table and other compensation tables contained in this Proxy Statement.

We also provide an overview of our executive compensation philosophy and executive compensation program. In addition, we explain how and why the Human Capital Committee (for purposes of this CD&A, the "**Committee**") arrived at the specific compensation decisions regarding our NEOs for fiscal year 2023.

The Committee has responsibility for establishing, implementing, and monitoring adherence to the Company's compensation philosophy. The Committee strives to ensure that the total compensation paid to the Company's executives is fair, reasonable, and competitive. The types of compensation and benefits provided to the Company's NEOs are similar to those provided to other members of the Company's executive leadership team.

Fiscal Year 2023 – Financial Highlights

In 2023, ICF won \$2.3 billion in contract awards, continuing our strong year over year growth. Financial highlights for 2023 included the following:

- Total revenues increased 10.3% to \$1.96 billion.
- Operating income increased 21.7% to \$132.3 million.
- Net income increased 28.6% to \$82.6 million.
- Diluted earnings per shares ("**EPS**") was \$4.35 for 2023, inclusive of \$0.71 of tax-effected special charges, of which the majority were facility, severance, and mergers and acquisitions and divestiture-related charges. This compares to \$3.38 per diluted share for 2022, inclusive of \$1.31 of tax-effected special charges.

Compensation Highlights

The Committee took the following actions during fiscal year 2023 to maintain governance best practices and the pay-for-performance nature of our executive compensation program:

- Continued utilizing performance share awards ("**PSAs**") as a key component of ICF's long-term incentive program. PSAs are performance-contingent awards under which executives may earn shares depending on the Company's actual performance against pre-established performance measures. The performance periods of the PSAs are long-term and align executives' interests with the interests of long-term stockholders.
- Conducted an annual review to ensure compliance with stock ownership guidelines for our **NEOs**. As of April 10, 2024, each NEO met the stock ownership guidelines or is expected to meet the applicable stock ownership guidelines within the specified time period.
- Continued the performance focus in the Company's Annual Incentive Plan (as defined below), rigorously linking pay to performance. Annual threshold, target and maximum performance goals were established with appropriate incentive payouts at each level.
- Continued the annual review of NEO compensation against best practices and market data.
- Extensively reviewed external executive compensation trends to ensure that the Company's executive compensation practices align with market best practices. The peer group and other market data from nationwide salary services are used to provide a relevant basis for determining executive pay levels.
- Supported the continuation of an annual, non-binding, advisory vote of the Company's stockholders regarding the Company's overall pay-for-performance named executive officer compensation program ("**Say on Pay**"). The Say on Pay vote at the Annual Meeting (Proposal 3) will be the fourteenth consecutive annual Say on Pay vote by stockholders.

## EXECUTIVE COMPENSATION

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### *Stockholder-Aligned Executive Compensation Practices*

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The Company implements and maintains leading practices in its executive compensation programs as outlined below:

#### *What We Do*

- ✓ Our pay-for-performance named executive compensation program is presented for a non-binding advisory vote during the annual meeting of stockholders.
- ✓ Target compensation is analyzed and compared against peer data and regressed market-based benchmarks. Actual compensation may increase or decrease depending on performance.
- ✓ Our selection of peer companies is balanced so the Company's revenue is close to the median of the peer group. The peer group is reviewed annually to ensure appropriate companies are included and others removed if involved in mergers and acquisitions.
- ✓ The independent Committee has engaged an independent compensation consultant.
- ✓ We require one (1)-year minimum vesting for our equity awards, except for grants totaling no more than a maximum of five percent (5%) of the shares available for grant.
- ✓ Our annual equity award grants provide for vesting over three (3) years for RSUs and PSAs.
- ✓ All NEOs and other designated executive officers are subject to stock ownership requirements which further align their interests with stockholders.
- ✓ Maintain compensation recovery policies and practices, including a Nasdaq-compliant Compensation Recovery Policy, as well as compensation recovery provisions (including upon events of fraud or detrimental conduct that causes reputational harm to the Company) in its equity compensation plan and related award agreements and severance arrangements.
- ✓ The Severance agreements with the NEOs have a "double trigger" in connection with any severance benefits payable following a change of control.
- ✓ We provide no material perquisites.
- ✓ We review tally sheets for each executive annually to ensure there is sufficient retention capability built into the pay package, and that the NEOs have similar interests as stockholders.

#### *What We Don't Do*

- ✗ Our executive officers and directors are prohibited from hedging Company shares.
- ✗ The individual equity grant agreements prohibit the pledging or assignment of stock grants. We have also adopted a Hedging and Pledging Policy that has full restrictions on pledging, assignment of stock grants and establishment of margin accounts.
- ✗ Our 2018 Incentive Plan prohibits the repricing of equity awards or cash-buyout of underwater stock options and PSAs.
- ✗ Our 2018 Incentive Plan does not allow the recycling of shares used to exercise options or sold to pay withholding taxes.
- ✗ We do not issue dividend payments on unvested equity awards.
- ✗ We do not provide tax gross-ups.

#### *Compensation Philosophy and Objectives*

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The fundamental objectives of the Company's compensation philosophy remain:

***Reward performance and contribution to our business.*** Our compensation programs are designed to reward extraordinary performance with higher compensation. Likewise, where individual performance falls short of expectations and/or Company performance lags behind budgeted plan performance, the programs deliver lower or no payouts.

#### ***Pay-for-performance and retention must be balanced.***

Although performance is a key element of the Company's compensation philosophy, in order to attract and retain a highly skilled work force we must remain competitive with the pay of our peer companies with which we compete for talent. We assess competitiveness using a peer group where the Company's revenue is close to the peer group median. In addition, we review market benchmarks for pay across several large global compensation surveys, regressed for our company size.

**Compensation should be aligned with stockholder interests.** Key employees should receive a substantial proportion of their compensation as equity in order to align their individual financial interests with the financial interests of our stockholders.

**The relationship between overall Company goals and each individual's personal goals should be clear.** Employees should be able to easily understand how their efforts can affect their pay, both directly through individual performance and indirectly by contributions to the business unit and the Company achieving strategic and operational goals.

**Provide no material perquisites for NEOs.** Our compensation programs include only those perquisites commonly provided to attract and retain the NEOs and/or improve a NEO's ability to carry out responsibilities safely and effectively.

#### **Guidelines for ICF's Executive Officer Compensation Program**

**Development of Financial/Strategic Performance Goals.** Each year, Company management presents its budget, revenue forecast, and strategy to the Board in the November/December timeframe, allowing the Board and management to develop a consensus on financial and strategic goals for the following year. These goals are reflected in the compensation program for the following year and the metrics that will drive individual performance goals, total compensation targets and actual compensation levels.

#### **Executive Stock Ownership Policy**

The Company strives to ensure alignment with stockholder interests by means of ensuring that Company executives have an equity stake in the Company that is consistent with the long-term performance of the Company. The Executive Stock Ownership Policy, as amended, (the "**2018 Executive Stock Ownership Policy**") requires executives to own ICF common stock in a value equal to, or in excess of, the multiple of their annual base salary as shown below. The policy was amended in September 2021 to remove stock options which are both vested and "in the money" from the ownership calculation.

• Executive Chair:*	5x
• CEO:	5x
• Other NEOs:	2x
• Other designated executives:	1x

\* While the policy references an Executive Chair, that position is currently vacant, and we do not currently intend to fill that position.

The following types of equity count toward satisfying the stock ownership requirement: (a) any shares held outright as a result of vested RSUs or PSAs, (b) shares acquired through the exercise of stock options or purchased through the Company's employee stock purchase plan qualified pursuant to Section 423 of the Code or through the open market, and (c) unvested RSUs. In addition, designated executives are required to hold all shares acquired from vested RSUs, vested PSAs and stock option exercises, net of shares withheld for taxes, until they meet the 2018 Executive Stock Ownership Policy requirements.

Stock ownership levels are to be achieved within five (5) years of appointment or designation, as the case may be. For executives appointed or designated mid-year, such levels, if not achieved by their fifth (5<sup>th</sup>) anniversary of becoming such an executive, are to be achieved no later than December 31 of that fifth (5<sup>th</sup>) year. As of April 10, 2024, each of our NEOs either met these stock ownership guidelines or is expected to meet the applicable ownership guidelines within their specified time period.

**EXECUTIVE COMPENSATION**

**Elements of Compensation Program.** Consistent with prior years, the principal components of our NEOs' 2023 compensation included: (a) base salary, (b) short-term incentive or bonus (our Annual Incentive Plan, as defined below) and (c) long-term incentive equity awards. The following table outlines the key components of our compensation program for our NEOs (excluding health and similar benefits, which are generally available to all employees).

	<b>Compensation Element</b>	<b>Purpose</b>	<b>Design</b>
<b>Fixed Component</b>	Base Salary	Provide a pay opportunity that is generally competitive with other companies with which we compete for talent	Based on performance, length of time in position and pay relative to market
<b>Short-Term Incentive Performance-Based Component</b>	Annual Incentive Plan	<p>Optimize the profitability and growth of the Company through incentives consistent with the Company's goals</p> <p>Link and align the personal interests of participants with an incentive for excellence in individual performance</p> <p>Promote collaboration and teamwork</p>	<p>Financial performance targets are established at the beginning of each fiscal year</p> <p>Actual awards will be based on the performance of the Company and the executive against the fiscal year's goals</p> <p>80% of award based on financial targets and 20% based on individual performance</p>
<b>Long-Term Incentive Performance-Based Component</b>	Long-Term Incentive Equity Awards	<p>Enhance the link between the creation of stockholder value and long-term executive incentive compensation</p> <p>Encourage participants to focus on long-term Company performance</p> <p>Provide an opportunity for increased equity ownership by executives and provide a retention tool for key talent</p>	<p>Grants are performance-based and time-based as follows:</p> <p>50% performance based = PSAs with 3-year cliff vesting based on performance metrics</p> <ul style="list-style-type: none"> <li>• 2-year adjusted EPS goal</li> <li>• 3-year rTSR goal as a modifier</li> </ul> <p>50% time based = RSUs with back-loaded 3-year vesting at 25%, 25%, 50% per year</p>

Actual pay vs. target for the short-term incentive and the long-term incentive, and the resulting mix of pay components versus target mix, will vary due to the performance of the Company and the NEOs. This provides the Committee flexibility in awarding incentive compensation and making pay adjustments to maintain competitive levels of total compensation. For each NEO, the Committee reviews a tally sheet which assigns a dollar amount to each identified compensation element as well as current and potential wealth accumulation based on outstanding equity awards. The Committee believes the tally sheet is a useful tool to ensure there is sufficient retention capability built into existing pay packages and that the NEOs have a stake in the Company's performance, consistent with the interests of Company stockholders.



### **Assessment of Annual Performance.**

For purposes of compensation awards:

The Committee reviewed various performance summaries and reports and made recommendations to the Board regarding compensation for the Chair, President and CEO (for purposes of this CD&A, the “**CEO**”). In the case of executives other than the CEO, the CEO reviewed the performance of the executive team, provided a summary of the fiscal year accomplishments by the executive team and Company as a whole to the Committee, and made recommendations to the Committee based on these reviews and an analysis of competitive market data. The Committee took this input into account when determining compensation for the other NEOs.

**Impact of Acquisitions.** Because strategic merger and acquisition transactions have historically been an integral element of the Company’s growth strategy, our executive compensation structure reflects the time and effort needed to successfully identify, negotiate and integrate acquisitions. Typically, our executives are rewarded for this element through share price appreciation in the long-term incentive component rather than receiving an explicit cash award tied to merger and acquisition transactions. However, based on the timing and size of the acquisition, executives may earn an additional short-term incentive with no change in previously established performance targets.

### **Implementing Our Objectives**

#### **Use of Market Data**

ICF uses regressed survey data from several globally recognized compensation surveys to supplement peer group data. This is especially helpful in addressing NEO roles other than the CEO and CFO roles. The other executive roles are not always consistent with the third (3<sup>rd</sup>), fourth (4<sup>th</sup>) and fifth (5<sup>th</sup>) paid NEOs in proxy filings of our peers in the peer group. Therefore, market data is reviewed to support the peer group data.

#### **Use of Peer Company Data**

The Committee annually reviews our peer group and the methodology for choosing participating companies. The five (5) guiding principles used for the selection of peer companies are:

- **Size:** We aim for the overall peer group median to approximate our revenue, and we generally select peers between 0.5x to 2.5x of our revenue. In some instances, a peer may fall outside this range if it is otherwise deemed a strong business and talent comparator.
- **Similar business characteristics:** Selected peer companies either compete with us or have similar market demands.
- **Talent pool:** Selected peer companies compete with us for talent.
- **External constituents:** Some selected peer companies were named by our equity research analysts as peers or are other companies that identify ICF as a peer.
- **Sectors:** In addition to focusing on Professional Services (our designated Global Industry Classification Standard), other relevant sectors, including IT Services, Health Care Technology and Commercial Services were also reviewed.

We believe the companies selected for our 2023 peer group, as listed below (the “**2023 Peer Group**”), continue to reflect our current mix of services.

EXECUTIVE COMPENSATION

The following companies were used in Fall 2022 to assist with fiscal year 2023 pay decisions as our 2023 Peer Group.

Number	Company Name	2023 Revenue <sup>(1)</sup> (millions)
1	Booz Allen Hamilton Holding Corporation	9,259
2	Science Applications International Corporation	7,444
3	CACI International Inc.	6,703
4	Maximus, Inc.	4,905
5	Tetra Tech, Inc.	4,523
6	FTI Consulting Inc.	3,489
7	Unisys Corporation	2,015
	<b>ICF International, Inc.</b>	<b>1,963</b>
8	CBIZ, Inc.	1,591
9	Huron Consulting Group Inc.	1,399
10	VSE Corporation	860
11	Resources Connection, Inc.	776
12	CRA International Inc.	624
13	Exponent Inc.	537
14	ManTech International Corporation	*

Based on each company's respective most recently completed fiscal year-end.

\* ManTech filed a proxy in April 2022 that disclosed recent NEO earnings, which we used in part to plan 2023 ICF NEO pay. They were acquired by Carlyle in September of 2022 and subsequently removed from the Peer Group.

**Annual Compensation Practice Review**

In anticipation of the upcoming executive compensation review cycle, the Committee continued its engagement of Aon Human Capital Solutions Practice, a division of Aon plc ("**Aon**"), as its independent compensation consultant to assist the Committee in reviewing the Company's compensation policies and practices for 2023. In particular, the Committee asked Aon to discuss current executive compensation trends and provide feedback regarding management's competitive assessment for executive positions. For additional information regarding Aon and its relationship with the Committee see "Role of Compensation Consultants in Compensation Decisions" below.

In making its compensation determinations, the Committee reviewed and assessed the analysis and recommendations of Company management. The Committee also requested the views of Aon and obtained an assessment of management's analysis from management's executive compensation consultant, Semler Brossy Consulting Group, LLC ("**Semler Brossy**"). In connection with its evaluation of management's recommendations, as well as its discussions with Aon and Semler Brossy, the Committee determined that, while the peer group compensation data was the appropriate primary focus, the Company does compete with many other companies for top executive-level talent. Thus, the peer group assessment is just one of many inputs into the Committee's decisions.

**Role of Management in Compensation Decisions.** In early 2023, the Committee made compensation determinations for all NEOs with respect to 2023 compensation. In the case of executives other than the CEO, the CEO reviewed the performance of the executive team, provided a summary of the fiscal year

accomplishments by the executive team and Company as a whole to the Committee, and made recommendations to the Committee based on these reviews and an analysis of competitive market data.

The Committee considered the performance of the Company and of the CEO and made recommendations to the Board regarding their compensation. The Committee considered input from the CEO with respect to the approval of compensation for the other NEOs.

**Role of Compensation Consultants in Compensation Decisions.** In retaining Aon in 2023, the Committee determined, and periodically re-assesses such determination, that Aon's engagement does not present any conflicts of interest. In making this determination, the Committee considered the following factors, consistent with SEC requirements:

- (a) the provision of other services to the Company by Aon (including, without limitation, the engagement of Aon by the Governance and Nominating Committee);
- (b) the fees to be paid to Aon by the Committee and by the Governance and Nominating Committee;
- (c) the policies and procedures of Aon that are designed to prevent conflicts of interest;
- (d) any business or personal relationship between Aon and a member of the Committee;
- (e) any stock of the Company owned by Aon or the Aon personnel providing services to the Committee; and
- (f) any business or personal relationships between the executive officers of the Company and Aon or the Aon personnel providing services to the Committee.

The Committee's charter provides the Committee with sole authority to retain, terminate and approve fees of a compensation consultant to the Committee and that all such fees, as determined by the Committee, shall be paid by the Company.

In 2023, Aon continued to serve in an advisory capacity to review and discuss with the Committee and/or the Committee Chair the competitive assessment performed by the Company's management, offer suggestions, and provide insight into market compensation trends.

In addition, as noted above, management retained Semler Brossy to assist in developing its recommendations to the Committee regarding compensation benchmarking, compensation practices, short-term incentive design, and long-term incentive design, particularly the Performance Share Program.

The Committee considered management's assessment and recommendations, as well as the information provided by both Aon and Semler Brossy (with respect to management's assessment), in making its compensation determinations. However, as specified in its charter, the Committee retains final approval of all material elements of executive compensation, with the exception of the CEO compensation, which is approved by the Board.

### 2023 Say on Pay Vote

At the Company's 2023 annual meeting of stockholders, approximately ninety-four percent (94%) of the votes cast on the Say on Pay proposal were voted in favor of our overall pay-for-performance NEO compensation program. The Human Capital Committee and the Board believe this affirms the stockholders' strong support of the Company's approach to NEO compensation, and no changes were made to the program for 2023.

### Executive Compensation Components

For the fiscal year ended December 31, 2023, the principal components of compensation for our NEOs included: (a) base salary; (b) short-term incentive (our Annual Incentive Plan); and (c) long-term incentive equity awards.

### Short-Term Incentive Compensation

Both cash bonuses and equity awards are made pursuant to our 2018 Incentive Plan. The 2018 Incentive Plan is designed to: (a) optimize the profitability and growth of the Company through incentives consistent with the Company's goals; (b) link and align the personal interests of participants with an incentive for excellence in individual performance; and (c) promote teamwork.

**Annual Incentive Plan for 2023.** Based on the market alignment with peer group, market survey data, and performance the Committee concluded that target cash incentive awards as a percentage of base salary for the 2023 Company's short-term incentive or management bonus program (the "**Annual Incentive Plan**") would increase for Messrs. Wasson, Morgan, and Lee, as shown below.

### ANNUAL INCENTIVE PLAN TARGETS (as a percentage of Base Salary)

Executive	2022 Target	2023 Target
John Wasson	115%	125%
James Morgan	70%	80%
Barry Broadus	70%	70%
Anne Choate	50%	50%
Mark Lee	50%	60%

For the NEOs, the Committee has discretion with respect to the size, types, amounts, and principal components of compensation, and, in the case of cash bonuses and equity awards, whether to make any available. For incentive compensation, the Committee establishes pre-determined percentage weights for each component of the Annual Incentive Plan, and pre-determined percentage weights for equity awards. The following section summarizes the role of each compensation component and how decisions are made for the NEOs.

### Base Salary

The Committee annually reviews the salaries of our NEOs. In considering salary adjustments, the Committee takes into account individual performance, years of experience in the role and changes in job responsibilities. All amounts were determined considering performance and market alignment with peer group and market survey data. Annual base salaries for 2022 and 2023 are shown below. The larger increase for Ms. Choate was to bring her closer to market, as described above, and for Mr. Lee was made in consideration for his promotion to the Chief Technology Executive role.

### ANNUAL BASE SALARY

Executive	2022 Base Salary	2023 Base Salary	2023 % Increase
John Wasson	\$970,000	\$1,008,800	4.0%
James Morgan	\$616,044	\$ 640,685	4.0%
Barry Broadus	\$450,000	\$ 468,000	4.0%
Anne Choate	\$475,175	\$ 500,000	5.2%
Mark Lee	\$486,200	\$ 550,000	13.1%

**EXECUTIVE COMPENSATION**

Consistent with prior years, our 2023 Annual Incentive Plan is weighted eighty percent (80%) on financial performance tied to financial and strategic goals and weighted twenty percent (20%) on individual performance. The individual portion is contingent on achievement of non-financial goals approved by the Committee. For 2023, the payout opportunity for individual performance was capped at 100% of target. The Committee sets each of the goals at levels that it believes are attainable, but which still require consistently high-level performance by each executive.

The financial portion (eighty percent (80%)) for NEOs excluding Mr. Lee and Ms. Choate is based on the following:

<b>2023 FINANCIAL PERFORMANCE FACTORS - CORPORATE</b>					
	Performance Range	Threshold Payout	Target Payout	Maximum Payout	Weighting
<b>Adjusted EPS</b>	85% - 115%	50%	100%	200%	50%
<b>Company Gross Revenue</b>	80% - 125%	40%	100%	125%	30%
<b>Total Financial Goals:</b>					80%

The financial portion (eighty percent (80%)) for Mr. Lee and Ms. Choate as Group Leaders is based on the following:

<b>2023 FINANCIAL PERFORMANCE FACTORS – GROUP LEADER</b>					
	Performance Range	Threshold Payout	Target Payout	Maximum Payout	Weighting
<b>Adjusted EPS</b>	85% - 115%	50%	100%	200%	30%
<b>Company Gross Revenue</b>	80% - 125%	40%	100%	125%	15%
<b>Group Gross Revenue</b>	80% - 125%	40%	100%	125%	10%
<b>Group Operating Margin</b>	85% - 115%	50%	100%	200%	25%
<b>Total Financial Goals:</b>					80%

For 2023, we maintained a performance threshold for Gross Revenue of eighty percent (80%), which allows for a forty percent (40%) payout. Performance was measured on a straight-line interpolation between a threshold of eighty percent (80%) and ninety percent (90%), and any performance above ninety percent (90%) was measured on the straight-line interpolation between ninety percent (90%) and one hundred twenty-five percent (125%).

Performance between threshold and maximum levels for all other performance factors in the 2023 Annual Incentive Plan is determined by straight-line interpolation between the targeted amounts. Performance below any threshold level results in no bonus amount for that performance factor.

The 2023 Company performance factors and actual results, as described herein, are shown in the following table. Group specific goals are not disclosed, as doing so could cause competitive harm.

<b>2023 FINANCIAL PERFORMANCE GOALS</b>				
	2023 <sup>(2)</sup>			
	Threshold	Target	Maximum	Actual
<b>Adjusted EPS <sup>(1)</sup></b>	\$ 4.94	\$ 5.81	\$ 6.68	\$ 5.68
<b>Company Gross Revenue</b>	\$ 1,570.0	\$1,962.5	\$2,453.1	\$1,963.2

<sup>(1)</sup> See attached Annex A to this Proxy Statement for a description of the GAAP reconciliation.

<sup>(2)</sup> All numbers except adjusted EPS are in \$ millions and rounded up.

Based on the Committee’s approval of adjusted financial results, the financial portion of the 2023 Annual Incentive Plan was earned as follows:

**FINANCIAL PERFORMANCE FACTORS – RESULTS**

Executive	Target	Actual
<b>John Wasson</b>	80%	76.28%
<b>James Morgan</b>	80%	76.28%
<b>Barry Broadus</b>	80%	76.28%
<b>Anne Choate <sup>(1)</sup></b>	80%	82.51%
<b>Mark Lee <sup>(1)</sup></b>	80%	63.70%

<sup>(1)</sup> Ms. Choate and Mr. Lee’s actual results are slightly different due to Group performance factors.

With respect to each NEO’s individual performance, the Committee’s payout determinations considered each executive’s contributions toward the individual non-financial goals established at the start of the year. Each NEO was assigned individual goals, including, but not limited to:

- Implement strategic organic growth initiatives and identification and successful integration of acquisitions;
- Evolve enterprise systems, technology and processes with measurable impacts; and
- Ensure ICF has an appropriate depth of talent ready to succeed the top two (2) levels of senior leaders.

In addition, Messrs. Wasson and Morgan have specific goals related to ESG factors, to enhance and communicate our commitment to a more sustainable planet and enhance the lives of our employees in the communities we serve.

The Committee approved the following results for the individual performance portion of the NEOs' compensation as follows:

### INDIVIDUAL PERFORMANCE FACTORS – RESULTS

Executive	Target	Actual
John Wasson	20%	20.0%
James Morgan	20%	20.0%
Barry Broadus	20%	17.0%
Anne Choate	20%	18.5%
Mark Lee	20%	14.0%

The combination of financial and individual performance results, as approved by the Committee, resulted in the following 2023 Annual Incentive Plan earned amounts, paid in cash:

Executive	Actual Results as % of Target	2023 Bonus
John Wasson	96.28%	\$1,214,130
James Morgan	96.28%	\$ 493,492
Barry Broadus	93.28%	\$ 305,582
Anne Choate	101.01%	\$ 252,528
Mark Lee	77.70%	\$ 256,405

#### Long-Term Incentive Equity Awards

**Equity Awards.** The long-term incentive equity awards component of the Company's compensation program is designed to:

- enhance the link between the creation of stockholder value and long-term executive incentive compensation;
- encourage participants to focus on long-term Company performance;
- provide an opportunity for increased equity ownership by executives;
- provide a retention tool for key talent; and
- maintain competitive levels of long-term incentive compensation.

In determining awards to the NEOs, the Committee considers current value and projected share usage. Equity awards vary among participants based on their positions within the Company, their individual contributions, and the value they have added to the organization.

The NEOs' annual long-term equity award is divided evenly with fifty percent (50%) weight on RSUs and fifty percent (50%) weight on PSAs. RSUs are focused on executive retention with three (3)-year ratable time-based vesting requirements and are settled in shares. PSAs are tied to the Company's compounded annual growth rate in adjusted EPS and the Company's cumulative total stockholder return relative to its compensation peer group ("*rTSR*") and are also settled in shares.

**Performance Share Awards.** The number of shares that the participant ultimately will receive in connection with a PSA is based on the Company's performance during two (2) periods. The initial performance period (the "**Initial Performance Period**") is two (2) years, from the beginning of year one (1) to the end of year two (2), and at the end of such period the PSA will be calculated based on Adjusted EPS ("**PSA Adjusted EPS**"). There will be no payout if PSA Adjusted EPS does not meet or exceed threshold performance.

Performance Level vs. Adjusted EPS Goal	% of Payout
Maximum	150%
Target	100%
Threshold	50%
<Threshold	0%

The secondary performance period (the "**Secondary Performance Period**") is three (3) years, from the beginning of year one (1) to the end of year three (3), with the PSA further calculated and paid out at the end of such period based on *rTSR* multiplied by the Adjusted EPS payout calculation.

rTSR Performance Level vs. Compensation Peer Group	Modifier of Adjusted EPS Result
Maximum – 75 <sup>th</sup> percentile	125%
Target – 50 <sup>th</sup> percentile	100%
Threshold – 25 <sup>th</sup> percentile	75%

**EXECUTIVE COMPENSATION**

The PSA shares are eligible to vest only following the expiration of the Secondary Performance Period. Actual shares vested will be based on the actual financial measures and rTSR achieved within a range between thirty-seven point five percent (37.5%) and one hundred eighty-seven point five percent (187.5%) of the target number of shares. Performance between threshold and maximum will be determined by straight line interpolation between the targeted amounts.

The number of RSUs and PSAs awarded to an individual participant is determined by:

1. Dividing the target dollar value of the annual equity grant by two (2) to determine the amount to be granted as RSUs, with the other half to be delivered as PSAs.
2. Dividing the resulting RSU and PSA grant target values by the average share price of ICF stock over the twenty (20)-day period up to and including the grant date to arrive at the number of RSUs and PSAs to be granted, rounding down to the nearest whole share. The Committee approves annual awards at a pre-determined quarterly meeting of the Committee, and such awards are effective at a pre-determined date.

**2023 Long-Term Equity Grants.** In 2023, we continued the use of RSUs and PSAs. The RSUs have a three (3)-year vesting schedule. The PSAs are tied to the Company's PSA Adjusted EPS and rTSR. The Initial Performance Period began on January 1, 2023 and will end on December 31, 2024 (two (2) years), and at the end of such period the percentage of PSAs available for vesting will be calculated based on PSA Adjusted EPS. The Secondary Performance Period began on January 1, 2023 and will end on December 31, 2025 (three (3) years), with the PSA vesting further modified at the end of such period based on rTSR. The shares underlying the PSAs will be eligible to vest only following the expiration of the Secondary Performance Period.

Following are the 2023 NEO long-term equity targets. The Committee approved changes for Ms. Choate and Messrs. Wasson, Morgan and Lee to bring total compensation closer to market median for their roles.

**2023 EXECUTIVE LONG-TERM EQUITY TARGETS**

EXECUTIVE	2022 EQUITY TARGET	2023 EQUITY TARGET
John Wasson	270%	325%
James Morgan	155%	175%
Barry Broadus	125%	125%
Anne Choate	60%	90%
Mark Lee	70%	100%





The Committee approved the following 2023 long-term incentive equity awards for our NEOs.

	RSU EQUITY AWARDS (1)		PSA EQUITY AWARDS (1)		TOTAL EQUITY AWARDS	
	Grant Date Fair Value	Underlying Shares (#)	Grant Date Fair Value	Underlying Shares (#)	Grant Date Fair Value	Underlying Shares (#)
<b>John Wasson, Chair, President and CEO</b>	\$1,647,070	15,353	\$1,775,882	15,353	\$3,422,952	30,706
<b>James Morgan, Executive Vice President and COO</b>	563,220	5,250	607,268	5,250	1,170,488	10,500
<b>Barry Broadus, Executive Vice President and CFO</b>	293,840	2,739	316,820	2,739	610,660	5,478
<b>Anne Choate, Executive Vice President – Energy, Environment and Infrastructure</b>	743,101	6,028	243,717	2,107	986,818	8,135
<b>Mark Lee, Executive Vice President and Chief Technology Executive</b>	276,246	2,575	297,850	2,575	574,096	5,150

(1) Represents the target grant date fair value computed in accordance with FASB ASC Topic 718.

**2023 Other Awards Granted.** To secure Ms. Choate's commitment to continued exceptional leadership of multiple critical growth areas for ICF, a special retention grant was provided to Ms. Choate on November 7, 2023. The grant was a standard RSU grant.

**2022 Performance Share Awards.** In 2022, we granted PSAs under our Performance Program, the vesting of which was tied in the Initial Performance Period to the PSA Adjusted EPS and, in the Secondary Performance Period, to the Company's rTSR performance.

The Initial Performance Period for these PSAs began on January 1, 2022, and ended on December 31, 2023.

In February 2024, the Committee met to review the Initial Performance Period EPS measurement and the proposed adjustments to the reported EPS, for the purpose of considering the exclusion of several items from EPS and determining the PSA Adjusted EPS.

As a starting point, the Committee noted that the Company reported EPS of \$4.35 for the fiscal year ended December 31, 2023. The Committee then reviewed and considered whether certain expenses should be excluded from the reported EPS. After discussion and deliberation, the Committee approved aggregate exclusions of approximately \$12.4 million or \$0.65 per share, including the impact of taxes. The Committee also approved a negative adjustment in the amount of \$0.24 to remove the positive impact of the SemanticBits acquisition and added \$0.08 and \$0.03 to account for the initial negative impact of the Blanton and Creative acquisitions, respectively. The final adjustment was to add \$0.07 to account for the divestiture of our Commercial Marketing business on Adjusted EPS for performance shares for the previously awarded 2022 grant.

The after-tax adjustments for the exclusions resulted in an adjustment to reported EPS of \$0.59, or a PSA Adjusted EPS of \$4.94 for purposes of determining calculations for the Initial Performance Period. See attached Annex B to this Proxy Statement for a description of the GAAP reconciliation.

The Committee's determination was between the Target and Maximum requirements, which were \$4.57 and \$5.17, respectively, and would generate a payout calculation of one hundred nineteen point four six percent (119.46%), subject to the application of the Secondary Performance Period factor. The

Secondary Performance Period began on January 1, 2022, and will end on December 31, 2024 (three (3) years). The PSAs are eligible to vest only following the completion of the Secondary Performance Period.

**2021 Performance Share Awards.** In 2021, we granted PSAs under our Performance Program, the vesting of which was tied in the Initial Performance Period to the PSA Adjusted EPS and, in the Secondary Performance Period, to the Company's rTSR performance. The Initial Performance Period for these PSAs began on January 1, 2021, and ended on December 31, 2022.

In February 2023, the Committee approved the Initial Performance Period EPS measurement and the adjustments to reported EPS, for the purpose of considering the exclusion of several items from EPS and determining the PSA Adjusted EPS. The Committee's determination was between the Target and Maximum requirements, which were \$4.30 and \$4.63, respectively, and would generate a payout calculation of one hundred seventeen point three percent (117.3%) subject to the application of the Secondary Performance Period factor. The Secondary Performance Period began on January 1, 2021 and ended on December 31, 2023 (three (3) years). The PSAs are eligible to vest only following the expiration of the Secondary Performance Period.

The Company engaged Aon to calculate its cumulative total stockholder return over the Performance Period relative to its Peer Group. It was measured by (a) the sum of (i) the Company's Average Stock Price (for the forty-five (45)-day trading period ending December 31, 2023), and (ii) the cumulative amount of dividends declared during the Performance Period, assuming dividend reinvestment on the ex-dividend date, divided by (b) the Company's Average Stock Price at the beginning of the Performance Period (for the forty-five (45)-day trading period ending December 31, 2020); provided, that for purposes of calculating rTSR percentile rank, the Company is excluded from the Peer Group. Aon calculated the Company's total stockholder return at the 69th percentile of the Peer Group resulting in a one hundred nineteen point two percent (119.2%) rTSR vesting modifier to the PSA Adjusted EPS calculation of one hundred seventeen point three percent (117.3%), resulting in a total of approximately one hundred thirty-nine point eight three percent (139.83%) of target shares vested. The Committee approved and certified the calculation, and the vested shares were released in January 2024.

## EXECUTIVE COMPENSATION

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### *Retirement and Other Benefits*

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**Savings Plan.** Our NEOs are eligible to participate in the Company's tax-qualified defined contribution profit-sharing plan, which has a Section 401(k) feature. Under the terms of this plan:

- Eligible employees may elect to contribute up to seventy percent (70%) of their eligible compensation as salary deferral contributions to the plan, subject to statutory limits.
- We make matching contributions each pay period equal to one hundred percent (100%) of an employee's 401(k) contributions up to the first three (3%) of the employee's compensation. We also make matching contributions equal to fifty percent (50%) of the employee's 401(k) contributions up to the next two (2%) of the employee's compensation.
- We do not make matching contributions for employee 401(k) contributions in excess of five percent (5%) of the employee's compensation.

Company contributions to this plan for our NEOs are included under the "All Other Compensation" column of the Summary Compensation Table below.

**Perquisites.** The Company does not provide any material perquisites or personal benefits to its NEOs.

**Severance Benefits.** As of December 31, 2023, the Company was a party to severance protection agreements with Messrs. Wasson, Morgan, Broadus, Lee and Ms. Choate that provide severance benefits in the event of a termination in connection with a change of control and in certain other situations. We believe these agreements serve to promote stability and continuity among our NEOs. The terms of these agreements and information regarding applicable payments under such agreements are provided under "Wasson Employment and Severance," "Payments to Other NEOs Pursuant to Severance Letter Agreements," and "Potential Payments Change of Control," below.

### *Compensation Practices and Risk*

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The Committee annually considers, in establishing and reviewing the executive compensation program, whether the program encourages unnecessary or excessive risk taking. We do not believe the Company's compensation policies and practices are reasonably likely to have a material adverse effect on the Company in connection with risk management practices and risk-taking incentives.

The Committee's goal is to design and establish a compensation program to encourage prudent risk management and discourage inappropriate risk-taking by granting a diverse portfolio that rewards the creation of long-term stockholder value. To help achieve this goal, the Committee considers the risk profile of the primary compensation elements, including base salary, the Annual Incentive Plan and equity awards.

The Committee believes that the base salaries of the NEOs, being fixed in amount, do not encourage inappropriate risk-taking. Performance factors which serve as the basis for the Annual Incentive Plan of the Company's NEOs may be adjusted each year to account for changes in our business and related risks. Also, a significant proportion of the NEOs compensation is in the form of equity awards with performance and retention features that extend over a period of years. These equity awards do not encourage unnecessary or excessive risk-taking because their ultimate value is tied to our stock price and other stockholder-aligned measures (i.e., adjusted EPS growth). The equity awards are subject to long-term vesting schedules so as to help ensure that the NEOs have significant value tied to long-term stock price performance. Specifically, all equity compensation is based either on performance over a three (3)-year period or vesting for a three (3)-year period. This encourages the NEOs to focus on long-term performance, as well as annual results, further reducing inappropriate risk-taking likely to produce only short-term benefits and allowing sufficient time for risk outcomes to emerge.

Additionally, the Company maintains compensation recovery policies and practices, enforced through a Nasdaq-compliant Compensation Recovery Policy adopted during 2023, the provisions of our Amended and Restated 2018 Omnibus Incentive Plan (the "**2018 Incentive Plan**") and related award agreements, and our severance agreements with Messrs. Morgan, Broadus, and Lee and Ms. Choate. Together, these policies and practices meet *and exceed* the requirements of Rule 5608 of the Nasdaq Rulebook by providing for potential recovery of incentive compensation in the event of financial restatements (whether or not the result of fraud) or detrimental conduct causing business or reputational harm to the Company, among other triggers.



## Summary Compensation Table

The table below sets forth compensation information for the NEOs for each of fiscal years 2023, 2022 and 2021, as applicable.

Name and principal position (a)	Year (b)	Salary (\$) <sup>(1)</sup> (c)	Stock Awards (\$) <sup>(2)</sup> (d)	Non-Equity Incentive Compensation <sup>(3)</sup> (e)	All Other Compensation (\$) <sup>(4)</sup> (f)	Total (\$) (g)
<b>John Wasson</b>	2023	1,008,800	3,422,952	1,214,130	15,576	5,661,458
<b>Chair, President and CEO</b>	2022	970,000	2,744,047	1,119,914	14,420	4,848,381
	2021	900,000	2,324,936	1,160,035	13,976	4,398,947
<b>James Morgan</b>	2023	640,685	1,170,488	493,492	14,027	2,318,692
Executive Vice President	2022	616,044	1,000,317	440,121	12,651	2,069,133
and COO	2021	590,929	810,007	488,146	12,198	1,901,280
<b>Barry Broadus</b>	2023	468,000	610,660	305,592	15,576	1,399,828
Executive Vice President and CFO	2022	450,000	796,309	286,399	14,302	1,547,010
	2021	N/A	N/A	N/A	N/A	N/A
<b>Anne Choate<sup>(5)</sup></b>	2023	500,000	986,818	252,528	14,028	1,753,374
Executive Vice President and Group Leader,	2022	475,175	248,919	225,338	12,740	962,172
Energy, Environment and Infrastructure	2021	N/A	N/A	N/A	N/A	N/A
<b>Mark Lee</b>	2023	550,000	574,096	256,405	14,028	1,394,529
Former Executive Vice President and	2022	486,200	868,180	251,233	9,974	1,615,587
Chief Technology Executive	2021	467,500	246,363	276,881	9,498	1,000,242

(1) The annual base salary adjustments for our NEOs are made in March of each evaluation year and are effective immediately.

(2) The amounts reported in the "Stock Awards" column (d) of the table above reflect the aggregate grant date fair value of RSUs and PSAs. These values have been determined under the principles used to calculate the grant date fair value of equity awards for purposes of the Company's financial statements. For a discussion of the methodologies used to value the awards reported in the "Stock Awards" column (d), please see the discussion of stock awards contained in Note 15 – Accounting for Stock-Based Compensation in our consolidated financial statements included in our 2023 Form 10-K.

EXECUTIVE COMPENSATION

The grant date fair value of PSAs is calculated based upon the probable performance under the awards' goal, which was target performance achievement. Assuming the target and maximum payout of the PSAs is achieved, the value of each NEO's award as of the grant date is as follows:

Name	2023 Grant Date Fair Value PSAs at Target Payout (\$) (reflected in table)	2023 Grant Date Fair Value PSAs at Maximum Payout (\$)
John Wasson	1,775,882	3,329,779
James Morgan	607,268	1,138,628
Barry Broadus	316,820	594,038
Anne Choate	243,717	456,969
Mark Lee	297,850	558,469

(3) Amounts shown consist of cash payouts under the Annual Incentive Plan.

(4) Details of the amounts reported in the "All Other Compensation" column for 2023 are provided in the table below.

	John Wasson	James Morgan	Barry Broadus	Anne Choate	Mark Lee
Imputed Income	\$ 2,376	\$ 1,548	\$ 2,376	\$ 828	\$ 828
Employer Contributions to 401(k) Plan	13,200	12,479	13,200	13,200	13,200
Total	15,576	14,027	15,576	14,028	14,028

(5) Ms. Choate received a special retention grant in the form of RSUs issued on November 7, 2023, which will vest in three (3) installments: a twenty-five percent (25%) installment on each of November 7, 2024 and November 7, 2025, and a fifty percent (50%) installment on November 7, 2026. The closing price on the Nasdaq Stock Market of the Company's common stock on the grant date of November 7, 2023 was \$131.87.

Grants of Plan-Based Awards in 2023

The following table provides information concerning all plan-based awards granted to the NEOs during 2023.

Name	Grant Date	Award Type	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards (\$) <sup>(1)</sup>	Estimated Future Payouts Under Equity Incentive Plan Awards (#) <sup>(2)</sup>			All Other Stock Awards Number of Shares of Stock or Units (#)	Grant Date Fair Value of Stock Awards (\$)
			Target (\$)	Threshold (#)	Target (#)	Maximum (#)		
John Wasson		AIP	\$1,261,000					
	3/20/2023	PSA <sup>(5)</sup>		5,757	15,353	28,787		1,775,882
	3/20/2023	RSU <sup>(3)</sup>					15,353	1,647,070
James Morgan		AIP	\$512,548					
	3/20/2023	PSA <sup>(5)</sup>		1,969	5,250	9,844		607,268
	3/20/2023	RSU <sup>(3)</sup>					5,250	563,220
Barry Broadus		AIP	\$327,600					
	3/20/2023	PSA <sup>(5)</sup>		1,027	2,739	5,136		316,820
	3/20/2023	RSU <sup>(3)</sup>					2,739	293,840
Anne Choate		AIP	\$250,000					
	3/20/2023	PSA <sup>(5)</sup>		790	2,107	3,951		243,717
	3/20/2023	RSU <sup>(3)</sup>					2,107	226,039
	11/7/2023	RSU <sup>(4)</sup>					3,921	517,062
Mark Lee		AIP	\$330,000					
	3/20/2023	PSA <sup>(5)</sup>		966	2,575	4,828		297,850
	3/20/2023	RSU <sup>(3)</sup>					2,575	276,246

(1) Amounts represent the target cash bonus payouts for fiscal year 2023 awards under the Annual Incentive Plan. The actual payout amounts under the Annual Incentive Plan for 2023 are reported in the Non-Equity Incentive Compensation column of the Summary

Compensation Table above. The financial performance-based bonus is worth eighty percent (80%) of the overall payout, calculated on achievement of threshold targets and interpolation between minimum and maximum targets for each performance factor. The individual performance-based bonus is worth twenty percent (20%) of the payout, determined upon achievement of non-financial goals set by the Committee.

- (2) The PSAs in these columns represent the threshold, target, and maximum number of shares issuable under the 2023 performance program. The final payout is subject to the achievement of the performance goals.
- (3) These RSU awards, granted pursuant to the annual equity grant, vest in three (3) installments, a twenty-five percent (25%) installment on each of March 20, 2024, and March 20, 2025, and a fifty percent (50%) installment on March 20, 2026. The closing price on the Nasdaq Stock Market of the Company's common stock on the grant date of March 20, 2023, was \$107.28.
- (4) Ms. Choate received a special retention grant in the form of RSUs issued on November 7, 2023, which will vest in three (3) installments, a twenty-five percent (25%) installment on each of November 7, 2024, and November 7, 2025, and a fifty percent (50%) installment on November 7, 2026. The closing price on the Nasdaq Stock Market of the Company's common stock on the grant date of November 7, 2023 was \$131.87.
- (5) The grant date fair value for the PSAs, which are subject to performance conditions, is based on the probable outcome of the performance conditions. As of the date hereof, the probable outcome of the performance conditions is the achievement of target performance. The grant date fair value of \$115.67 was determined by using the Monte Carlo simulation model and is based on the closing price on the Nasdaq Stock Market of our common stock of \$107.28 on the March 20, 2023 grant date.

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**Outstanding Equity Awards at 2023 Fiscal Year-End**

The following table provides information concerning stock awards that have not yet vested for each NEO, outstanding as of December 31, 2023.

Name	Stock Awards			
	RSUs		Performance Shares	
	Number of Shares or Units or Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$) <sup>(1)</sup>	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$) <sup>(1)</sup>
<b>John Wasson</b>	6,294 <sup>(5)</sup>	843,962	17,603 <sup>(2)</sup>	2,360,386
	11,079 <sup>(6)</sup>	1,485,583	17,646 <sup>(3)</sup>	2,366,152
	15,353 <sup>(7)</sup>	2,058,684	15,353 <sup>(4)</sup>	2,058,684
<b>James Morgan</b>	2,193 <sup>(5)</sup>	294,059	6,132 <sup>(2)</sup>	822,240
	4,038 <sup>(6)</sup>	541,455	6,432 <sup>(3)</sup>	862,467
	5,250 <sup>(7)</sup>	703,973	5,250 <sup>(4)</sup>	703,973
	3,031 <sup>(8)</sup>	406,427		
<b>Barry Broadus</b>	2,379 <sup>(6)</sup>	319,000	0 <sup>(2)</sup>	0
	2,739 <sup>(7)</sup>	367,273	3,789 <sup>(3)</sup>	508,067
	1,692 <sup>(6)</sup>	226,880	2,739 <sup>(4)</sup>	367,273
<b>Anne Choate</b>	473 <sup>(5)</sup>	63,425	1,324 <sup>(2)</sup>	177,535
	1,005 <sup>(6)</sup>	134,760	1,600 <sup>(3)</sup>	214,544
	2,107 <sup>(7)</sup>	282,528	2,107 <sup>(4)</sup>	282,528
	2,096 <sup>(8)</sup>	281,053		
	3,921 <sup>(10)</sup>	525,767		
<b>Mark Lee</b>	667 <sup>(5)</sup>	89,438	1,865 <sup>(2)</sup>	250,078
	1,439 <sup>(6)</sup>	192,956	2,292 <sup>(3)</sup>	307,334
	2,575 <sup>(7)</sup>	345,282	2,575 <sup>(4)</sup>	345,282
	2,374 <sup>(8)</sup>	318,330		
	3,598 <sup>(9)</sup>	482,456		

(1) Based upon a value per share of \$134.09, which was the closing price on the Nasdaq Stock Market of the Company's common stock on December 31, 2023.

(2) Represents PSAs granted on March 20, 2021, for the 2021-2023 performance period. The PSAs were earned and paid out in shares of ICF stock at the end of the three (3)-year performance period, based upon the performance of two metrics (PSA Adjusted EPS and rTSR). The number of shares of stock shown in this column is the actual number of shares earned and paid out at 139.83% of the target. The performance achievement was approved by the Human Capital Committee and the shares were released on January 16, 2024.

(3) Represents PSAs granted on March 20, 2022, for the 2022-2024 performance period. The PSAs are earned and paid out in shares of ICF stock at the end of the three (3)-year performance period, based upon the performance of two metrics (PSA Adjusted EPS and rTSR). The Initial Performance Period, which is based on PSA Adjusted EPS, began on January 1, 2022, and ended on December 31, 2023. On February 14, 2024, the Human Capital Committee approved the PSA Adjusted EPS of \$4.94 which results in a payout of 119.46% of the target. This percentage will be further modified by the rTSR performance factor for the Secondary Performance Period. The Secondary Performance Period began on January 1, 2022 and will end on December 31, 2024. The rTSR will be applied as a modifier to the PSA Adjusted EPS metric, as a multiplier ranging from seventy-five percent (75%) to one hundred twenty-five percent (125%). The number of shares of stock shown in this column is based on the actual PSA Adjusted EPS level of performance at one hundred nineteen point four six percent (119.46%) of target and the rTSR performance at one hundred percent (100%) of target.

- (4) Represents PSAs granted on March 20, 2023 for the 2023-2025 performance period. The PSAs are earned and paid out in shares of ICF stock at the end of the three (3)-year performance period based upon the performance of two (2) metrics (PSA Adjusted EPS and rTSR), subject to the Human Capital Committee's approval. The number of shares of stock shown in this column is based on the target level of performance (one hundred percent (100%)) as both the Initial Performance Period and the Secondary Performance Period have not been finalized.
- (5) These unvested shares are time-based RSUs that vest in three (3) installments: a twenty-five percent (25%) installment on each of March 20, 2022 and March 20, 2023, and a fifty percent (50%) installment on March 20, 2024.
- (6) These unvested shares are time-based RSUs that vest in three (3) installments: a twenty-five percent (25%) installment on each of March 20, 2023 and March 20, 2024, and a fifty percent (50%) installment on March 20, 2025.
- (7) These unvested shares are time-based RSUs that vest in three (3) installments: a twenty-five percent (25%) installment on each of March 20, 2024 and March 20, 2025, and a fifty percent (50%) installment on March 20, 2026.
- (8) These unvested shares are time-based RSUs that vest in three (3) installments: a twenty-five percent (25%) installment on each of November 5, 2022 and November 5, 2023, and a fifty percent (50%) installment on November 5, 2024.
- (9) These unvested shares are time-based RSUs that vest in three (3) installments: a twenty-five percent (25%) installment on November 8, 2023 and November 8, 2024, and a fifty percent (50%) installment on November 8, 2025.
- (10) These unvested shares are time-based RSUs that vest in three (3) installments: a twenty-five percent (25%) installment on each of November 7, 2024 and November 7, 2025, and a fifty percent (50%) installment on November 7, 2026.

### Stock Vested During 2023

The following table provides information concerning the vesting of stock awards for each NEO, on an aggregate basis, during 2023.

Name	Stock Awards	
	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$) <sup>(1)</sup>
John Wasson	25,582	2,651,561
James Morgan	11,989	1,276,007
Barry Broadus	1,357	145,579
Anne Choate	3,072	341,423
Mark Lee	5,079	588,122

- (1) The value of the PSAs and RSUs realized on vesting equals the value of the shares underlying the PSAs and RSUs on the date of vesting.

### Deferred Compensation Plan

We maintain a non-qualified deferred compensation plan (the "**Deferred Compensation Plan**") for a select group of key management and highly compensated employees who have been designated as eligible to participate in the Deferred Compensation Plan by the Board or the Human Capital Committee.

The Deferred Compensation Plan allows participants to defer up to eighty percent (80%) of base salary and/or up to one hundred percent (100%) of bonus and commissions. All amounts deferred are one hundred percent (100%) vested. In addition, we may credit a participant's Deferred Compensation Plan account with our contributions required under an employment agreement or any other agreement and/or with discretionary contributions by us.

The Company's contributions are vested pursuant to the terms of any relevant agreement or, if none, on the anniversary of the date on which such contribution was credited to the participant's

account balance, in accordance with the following schedule; provided, however, that the participant must be in service to the Company as an employee on such anniversary to receive vesting credit:

- Less than one (1) year—zero percent (0%)
- One (1) year but less than two (2) years—thirty-three percent (33%)
- Two (2) years but less than three (3) years—sixty-seven percent (67%)
- Three (3) or more years—one hundred percent (100%)

One (1) of the NEOs participated in the Deferred Compensation Plan in 2023. None of our contributions were credited under the Deferred Compensation Plan for 2023. Deferred Compensation Plan accounts are deemed to be invested in one (1) or more investment options selected by each participant from investment options offered under the Deferred Compensation Plan.

Deferred Compensation Plan participants are entitled to receive distributions from their Deferred Compensation Plan accounts upon separation from service, death, disability and/or upon a specified date. Subject to the provisions of Section 409A of the

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Code, Deferred Compensation Plan participants may elect to receive distributions from the Deferred Compensation Plan in single lump-sum payments or installment payments over a period of two (2) to five (5) years for deferrals to specified dates, or two (2) to fifteen (15) years for deferrals until death, disability or other

separation from service. If no such election is made, a participant shall be deemed to have elected a lump-sum form of payment. The following table sets forth information, as of December 31, 2023, regarding contributions and balances of NEOs under the Deferred Compensation Plan:

	Executive Contributions in 2023 FY <sup>(1)</sup>	Company Contributions for 2023 FY	Aggregate Earnings in 2023 FY	Aggregate Distributions in 2023 FY	Aggregate Balance at 12/31/2023
John Wasson	\$ 373,736	-	\$ 585,796	-	\$ 4,513,573
James Morgan	-	-	-	-	-
Barry Broadus	-	-	-	-	-
Anne Choate	-	-	-	-	-
Mark Lee	-	-	-	-	-

(1) The full amount of executive contributions is included in the Salary and Non-Equity Incentive Compensation columns of the Summary Compensation Table.

**Potential Payments upon Termination or Change of Control**

We maintain severance, and/or change of control agreements with our NEOs. The following summaries describe and quantify the payments each NEO would receive if his or her employment with the Company were terminated or if we experienced a change of control and the NEO's employment was terminated following the change of control. The summaries assume that the termination and/or change of control occurred on December 31, 2023, and that the relevant stock price is the closing price on the Nasdaq Stock Market of the Company's common stock on December 29, 2023, which was \$134.09 per share.

The severance provisions of our agreements with our NEOs have a "double trigger" in relation to severance following a change of control. Our NEOs do not receive such severance and other benefits in connection with a change of control unless they are terminated without cause or resign for good reason within twelve (12) months following the change of control, except for Mr. Wasson, who has a twenty-four (24)-month period.

In addition, the executives are entitled to accelerated vesting of restricted stock and other equity awards in accordance with their terms, although some are not payable until their original vesting dates.

Payment of these severance benefits is subject to the executive's compliance following termination with certain covenants and requirements, such as confidentiality and non-solicitation of customers and employees, and receipt of customary releases.

All amounts and benefits under the agreements described below are to be paid in a manner and form that complies with Code Section 409A or an exception thereunder. The agreements also provide that in the event we determine that any payment, distribution, or other action to or for the executive's benefit would reasonably be expected to cause any loss of deductions under Code Section 280G, we have the authority to reduce any or all such payments, distributions or other actions to the extent reasonably necessary to avoid the imposition of such excise tax.

**Wasson Severance Agreement**

We do not have an employment agreement, as such, with Mr. Wasson, but we have entered into a revised Restated Severance Protection Agreement, described below.

Certain changes in Mr. Wasson's severance arrangements became effective on October 1, 2019, when he became our Chief Executive Officer.

In general terms, under the revised agreement, in the event of an involuntary termination of Mr. Wasson upon death or disability, by the Company for Cause, or a voluntary termination by Mr. Wasson without Good Reason, he would not be entitled to severance, but would be entitled to his accrued compensation and, except in the case of a termination for Cause, a pro rata bonus for the portion of the year prior to the termination. In the event of a termination more than twenty-four (24) months after a change of control by the Company without Cause or by Mr. Wasson for Good Reason, he would receive (a) his accrued compensation, (b) pro rata bonus, (c) twenty-four (24) months of health and certain other benefits, and (d) two (2) times the sum of his base salary plus target annual incentive plan bonus. In the event of a termination within twenty-four (24) months after a change of control by the Company without Cause or by Mr. Wasson for Good Reason, he would receive (i) his accrued compensation, (ii) pro rata bonus, (iii) thirty-six (36) months of health and certain other benefits, and (iv) three (3) times the sum of his base salary plus target annual incentive plan bonus.

"Cause" for the termination of Mr. Wasson's employment with the Company means any of the following: (a) any act that would constitute a material violation of the Company's material written policies; (b) willfully or knowingly engaging in conduct (i) materially and demonstrably injurious to the Company, or (ii) causing material and adverse reputational or financial harm to the Company; provided, however, that no act or failure to act, on Mr. Wasson's part, shall be considered "willful" or "knowing" unless done, or omitted to be done, by Mr. Wasson not in good faith and without reasonable belief that his action or omission was in the best interest of the Company; (c) being indicted for, or if not indicted for, being charged with (i) a crime of embezzlement or a crime involving moral turpitude, (ii) a crime with respect to the

Company involving a breach of trust or dishonesty; or (iii) in either case, a plea of guilty or no contest to such a crime; (d) abuse of alcohol in the workplace, use of any illegal drug in the workplace or a presence under the influence of alcohol or illegal drugs in the workplace; (e) failure to comply in any material respect with applicable law; or (f) willful failure to follow the lawful directives of the Board.

“**Good Reason**” means the occurrence of any of the events or conditions described in clauses (a) through (e) below, without Mr. Wasson’s written consent:

(a) any (i) material adverse change in Mr. Wasson’s status, title, position or responsibilities (including reporting responsibilities) from Mr. Wasson’s status, title, position or responsibilities, (ii) assignment to Mr. Wasson of duties or responsibilities which are inconsistent with Mr. Wasson’s status, title, position or responsibilities, or (iii) the failure of Mr. Wasson to continue to serve as an executive officer of a public company, in each case except in connection with the termination of Mr. Wasson’s employment due to disability, Cause, as a result of Mr. Wasson’s death or by Mr. Wasson other than for Good Reason;

(b) a reduction in Mr. Wasson’s base salary or any failure to pay Mr. Wasson any cash compensation to which Mr. Wasson is entitled within fifteen (15) days after the date when due;

(c) the imposition of a requirement that Mr. Wasson be based (i) at any place outside a fifty (50) mile radius from

Mr. Wasson’s principal place of employment or (ii) at any location other than our corporate headquarters, except, in each case, for reasonably required travel on our business which is not materially greater in frequency or duration than prior to the imposition of the requirement;

(d) any material breach by the Company of any provision of the agreement; or

(e) the failure of the Company to obtain, as contemplated by the agreement, an agreement, reasonably satisfactory to Mr. Wasson, from any successor entity to assume and agree to perform the agreement; provided, that Mr. Wasson (i) provides us with written notice of the condition giving rise to the Good Reason within ninety (90) days of Mr. Wasson’s knowledge of the initial existence of the condition, (ii) provides us with the opportunity to cure within thirty (30) days of Mr. Wasson’s written notice, and (iii) if we do not cure the condition within such thirty (30) day cure period, terminates employment within two (2) years after the date of the initial existence of the condition. A termination will not be deemed to be for Good Reason if Mr. Wasson agrees in writing that a particular condition that would otherwise constitute Good Reason does not constitute Good Reason.

Under the terms of Mr. Wasson’s PSA agreements, upon termination without Cause or for Good Reason, all performance shares will vest and be delivered at the end of the performance period based on actual performance. In the event of a termination without Cause or for Good Reason within two (2) years after a change of control, the PSA’s will fully vest as of the date of termination and be payable, based on attainment of target EPS performance and actual rTSR performance, calculated to the date of termination, within thirty (30) days after the termination.

The payments that would have been made to Mr. Wasson, pursuant to his agreements, other than following a change of control, are in the table below. Payments are calculated using the base salary and target bonus in effect as of a termination of employment on December 31, 2023. Severance costs are subject to change as base salary and target bonus amounts change over time. See discussions of 2023 Base Salary and Target bonuses on page [47](#).

	Pro Rata Bonus at Target (\$)	Severance (\$)	Welfare Benefits (\$)	Outplacement Services (\$)	Equity Awards (\$) <sup>(1)(2)</sup>
J. Wasson					
With Cause	0	0	0	0	0
Without Cause or for Good Reason	1,261,000	4,539,600	46,405	6,000	11,948,493
Death or Disability	1,261,000	0	0	0	11,520,633
Retirement	0	0	0	0	7,560,264

(1) Based upon a value per share of \$134.09, which was the closing price on the Nasdaq Stock Market of the Company’s common stock on December 31, 2023.

(2) rTSR in December 2023 was calculated to be one hundred eleven percent (111%) for the 2022 grant and one hundred twenty-five percent (125%) for the 2023 grant.



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The payments that would have been made to Mr. Wasson, pursuant to his agreements, following a change of control, are in the table below. Payments are calculated using the base salary and target bonus in effect as of a termination of employment on December 31, 2023. Severance costs are subject to change as base salary and target bonus amounts change over time. See discussions of 2023 Base Salary and Target bonuses on page 47.

Name	Pro Rata Bonus at Target (\$)	Severance (\$)	Welfare Benefits (\$)	Outplacement Services (\$)	Equity Awards (\$) <sup>(1)(2)</sup>
J. Wasson					
With Cause	0	0	0	0	0
Without Cause or for Good Reason	1,261,000	6,809,400	69,607	6,000	11,520,633
Death or Disability	1,261,000	0	0	0	11,520,633
Retirement	0	0	0	0	7,560,264

(1) Based upon a value per share of \$134.09, which was the closing price on the Nasdaq Stock Market of the Company's common stock on December 31, 2023.

(2) rTSR in December 2023 was calculated to be one hundred eleven percent (111%) for the 2022 grant and one hundred twenty-five percent (125%) for the 2023 grant.

**Payments to other NEOs Pursuant to Severance Letter Agreements**

On February 27, 2020, we entered into a severance letter agreement with Mr. Morgan, replacing a prior arrangement. On January 6, 2022, we entered into a new agreement with Mr. Broadus in connection with his appointment to serve as Senior Vice President and CFO. On November 21, 2021, we entered into a severance letter agreement with Mr. Lee, Executive Vice President, Chief Technology Executive, and Anne Choate, Executive Vice President and Group Leader. The terms of these severance letter agreements (the "Agreements") are the same.

Under the Agreements, severance is available in the event (a) the executive's employment is involuntarily terminated without Cause (as defined in our most current omnibus incentive plan (the "Plan")) before a Change of Control (as defined in the Plan by reference to Code Section 409A), or (b) there is a Change of Control and within twelve (12) months thereafter the executive's employment is involuntarily terminated without Cause or terminated by the executive for Good Reason (each as defined in the Plan). The Agreements also provide us with certain "clawback" rights as described below.

**Not for Cause Termination Other than Following a Change of Control**

In the event we involuntarily terminate an executive's employment for a reason other than Cause, death, disability or retirement, or longer than twelve (12) months after a Change of Control, the executive is entitled to receive the following benefits:

- Twelve (12) months of severance pay calculated based on the executive's base salary at the time of termination, payable commencing within sixty (60) days after termination and in accordance with the Company's normal payroll practices;

- The sum of (a) the executive's target bonus for the year in which the executive's employment was involuntarily terminated, plus (b) a prorated share of the executive's target bonus for the year in which the executive's employment was involuntarily terminated based on the number of full months in the final calendar year in which the executive was employed, payable in a lump sum within ninety (90) days after termination;
- The option to continue the executive's health insurance coverage in accordance with COBRA, with the monthly COBRA premiums for the executive and dependents during the severance payment period being equal to the amount the executive would have paid each month for such group health plan coverage had the executive remained actively employed, which premiums will be payable by the executive, such benefit to cease if the executive becomes employed and is eligible to receive group health plan coverage from the new employer; and
- The option to participate in a six(6)-month executive career transition service.

Under the terms of the NEO PSA agreements, upon termination without cause or for good reason, a prorated number of the PSAs will vest according to the actual EPS and rTSR performance during the entire performance period, prorated based on the number of months of the performance period prior to the date of termination, and be payable at the end of the performance period.



**Termination without Cause or for Good Reason Following a Change of Control**

In the event that, within twelve (12) months after a Change of Control, the executive's employment is terminated without Cause by the Company or by the executive for Good Reason, the executive is entitled to receive the following:

- Twenty-four (24) months of severance pay calculated based on the executive's base salary at the time of termination, payable commencing within sixty (60) days after termination and in accordance with the Company's normal payroll practices;
- The executive's target bonus for the year in which the executive's employment was involuntarily terminated, payable in a lump sum within ninety (90) days after termination;
- The option to continue the executive's health insurance coverage in accordance with the Consolidated Omnibus Budget Reconciliation Act of 1985 ("**COBRA**"), with the monthly COBRA premiums for the executive and dependents during the severance payment period being equal to the amount the executive would have paid each month for such group health plan coverage had the executive remained actively employed, which premiums will be payable by the executive, such benefit to cease if the executive becomes employed and is eligible to receive group health plan coverage from a new employer; and
- The option to participate in a six (6)-month executive career transition service.

Under the Agreements, "**Good Reason**" means if, within the twelve (12) months following a Change of Control, any of the

following events occur to which the executive has not consented in writing: (a) a material reduction of the nature and scope of the authority, functions or duties that were assigned to the executive immediately prior to the Change of Control; (b) a material reduction in the compensation the executive was eligible to receive (including applicable bonus plans) immediately prior to the Change of Control; (c) we relocate the executive's primary office and work location fifty (50) miles or more away from the primary office and work location at which the executive was situated immediately prior to the Change of Control; or (d) the entity effectuating the Change of Control fails to adopt the Agreement.

The vesting of any equity awards will be in accordance with the Plan and the applicable award agreement. Other than PSAs, equity grants will vest on an accelerated basis following a Change of Control if the executive is terminated other than for cause within two (2) years following the Change of Control.

In the event of a termination without Cause or for Good Reason within two (2) years after a change of control, the PSAs will fully vest as of the date of termination and be payable, based on attainment of target EPS performance and actual rTSR performance during the period prior to the date of termination, within thirty (30) days after the termination.

The payments that would have been made to Mr. Morgan, Mr. Broadus, Ms. Choate and Mr. Lee pursuant to the severance letter agreements, other than following a Change of Control, are presented in the tables below. Payments are calculated using the base salary and target bonus in effect as of a termination of employment on December 31, 2023. Severance costs are subject to change as base salary and target bonus amounts change over time. See discussion of 2023 Base Salary and Target bonuses on page [47](#).

Name	Bonus Payment (\$)	Salary Continuation (\$)	Welfare Benefits (\$)	Outplacement Services (\$)	Unvested Awards (\$) <sup>(1)(2)</sup>
<b>J. Morgan</b>					
With Cause	0	0	0	0	0
Without Cause	512,548	640,685	16,359	3,000	1,753,879
Death or Disability	0	0	0	0	4,449,622
Retirement	0	0	0	0	1,753,879

Name	Bonus Payment (\$)	Salary Continuation (\$)	Welfare Benefits (\$)	Outplacement Services (\$)	Unvested Awards (\$) <sup>(1)(2)</sup>
<b>B. Broadus</b>					
With Cause	0	0	0	0	0
Without Cause	327,600	468,000	9,246	3,000	529,027
Death or Disability	0	0	0	0	1,844,364
Retirement	0	0	0	0	529,027

Name	Bonus Payment (\$)	Salary Continuation (\$)	Welfare Benefits (\$)	Outplacement Services (\$)	Unvested Awards (\$) <sup>(1)(2)</sup>
<b>A. Choate</b>					
With Cause	0	0	0	0	0
Without Cause	250,000	500,000	0	3,000	454,093
Death or Disability	0	0	0	0	2,017,672
Retirement	0	0	0	0	454,093

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Name	Bonus Payment (\$)	Salary Continuation (\$)	Welfare Benefits (\$)	Outplacement Services (\$)	Invested Awards (\$) <sup>(1)(2)</sup>
M. Lee					
With Cause	0	0	0	0	0
Without Cause	330,000	550,000	16,337	3,000	621,416
Death or Disability	0	0	0	0	2,395,765
Retirement	0	0	0	0	621,416

(1) Based upon a value per share of \$134.09, which was the closing price on the Nasdaq Stock Market of the Company's common stock on December 31, 2023.

(2) Interim rTSR in December 2023 was calculated to be one hundred eleven percent (111%) for the 2022 grant and one hundred twenty-five percent (125%) for the 2023 grant.

The payments that would have been made to Mr. Morgan, Mr. Broadus, Ms. Choate and Mr. Lee pursuant to the severance letter agreements following a change of control are presented in the following tables. Payments are calculated using the base salary and target bonus in effect as of a termination of employment on December 31, 2023. Severance costs are subject to change as base salary and target bonus amounts change over time. See discussion of 2023 Base Salary and Target bonuses on page 47.

Name	Pro Rata Bonus Target (\$)	Severance Payment (\$)	Welfare Benefits (\$)	Outplacement Services (\$)	Invested Awards (\$) <sup>(1)(2)</sup>
J. Morgan					
With Cause	0	0	0	0	0
Without Cause or for Good Reason	1,025,096	1,281,370	24,538	3,000	4,449,622
Death or Disability	0	0	0	0	4,449,622
Retirement	0	0	0	0	1,753,879

Name	Pro Rata Bonus Target (\$)	Severance Payment (\$)	Welfare Benefits (\$)	Outplacement Services (\$)	Invested Awards (\$) <sup>(1)(2)</sup>
B. Broadus					
With Cause	0	0	0	0	0
Without Cause or for Good Reason	655,200	936,000	13,864	3,000	1,844,364
Death or Disability	0	0	0	0	1,844,364
Retirement	0	0	0	0	529,027

Name	Pro Rata Bonus Target (\$)	Severance Payment (\$)	Welfare Benefits (\$)	Outplacement Services (\$)	Invested Awards (\$) <sup>(1)(2)</sup>
A. Choate					
With Cause	0	0	0	0	0
Without Cause or for Good Reason	500,000	1,000,000	0	3,000	2,017,672
Death or Disability	0	0	0	0	2,017,672
Retirement	0	0	0	0	454,093

Name	Pro Rata Bonus Target (\$)	Severance Payment (\$)	Welfare Benefits (\$)	Outplacement Services (\$)	Invested Awards (\$) <sup>(1)(2)</sup>
M. Lee					
With Cause	0	0	0	0	0
Without Cause or for Good Reason	660,000	1,100,000	24,505	3,000	2,395,765
Death or Disability	0	0	0	0	2,395,765
Retirement	0	0	0	0	621,416

(1) Based upon a value per share of \$134.09, which was the closing price on the Nasdaq Stock Market of the Company's common stock on December 31, 2023.

(2) Interim rTSR in December 2023 was calculated to be one hundred eleven percent (111%) for the 2022 grant and one hundred twenty-five percent (125%) for the 2023 grant.

***Payments in the Event of Death or Disability***

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If any NEO dies or becomes disabled while employed by us, any unvested RSUs held by that NEO will vest and become exercisable immediately. PSAs will vest according to the target EPS for the period and the actual performance of the rTSR, with the date of death or disability serving as the end of the performance period for such measurement.

***Payments in the Event of Retirement***

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If Mr. Wasson retires while employed by us, the PSAs will vest upon the date of retirement and be paid out based on the actual EPS and rTSR performance at the end of the measurement period.

If Mr. Morgan, Mr. Broadus, Mr. Lee or Ms. Choate retires while employed by us, PSAs will vest according to the actual EPS and rTSR performance for the applicable performance period, as adjusted for the pro rata share of the performance period completed. All other equity awards will vest as if such NEO had voluntarily resigned.

## HUMAN CAPITAL COMMITTEE REPORT

The Human Capital Committee has reviewed and discussed with management the Compensation Discussion and Analysis included in this Proxy Statement. Based on this review and those discussions, the Human Capital Committee recommended to the Board that such Compensation Discussion and Analysis be included in this Proxy Statement and was appropriate for incorporation by reference into the 2023 Form 10-K.

Human Capital Committee

/S/ Randall Mehl

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Randall Mehl  
Human Capital Committee Chair

/S/ Marilyn Crouther

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Marilyn Crouther

/S/ Cheryl W. Grisé

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Cheryl W. Grisé

/S/ Scott Salmirs

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Scott Salmirs

## CEO PAY RATIO

Following is a reasonable estimate, prepared under applicable SEC rules, of the ratio of the annual total compensation of our CEO, John Wasson, to the median of the annual total compensation of our other employees.

For the fiscal year ended on December 31, 2023, no material changes were made to the Company employee population, pay levels or demographics. There were also no material changes in pay for the employee who we identified last year as the median employee. As such, we believe the person we identified continues to be a good representative for the CEO pay ratio calculation.

We determined the median employee's total compensation, including any perquisites and other benefits, in the same manner that we determine the total compensation of our named executive officers for purposes of the Summary Compensation Table disclosed in the Compensation Discussion & Analysis section of this Proxy Statement. The median employee's annual 2023 total compensation was \$82,663. The annual total compensation of our CEO, as reported in the Summary Compensation Table in this Proxy Statement, was \$5,661,458. Based on this information for 2023, we reasonably estimate that the ratio of our CEO's annual total compensation to the annual total compensation of our median employee was 68:1. Our pay ratio estimate has been calculated in a manner consistent with Item 402(u) of Regulation S-K.

Median of the Annual Total Compensation of All Employees (except CEO)	Annual Total Compensation of CEO	Ratio of CEO Pay to Median Employee Pay
(A)	(B)	(C) = (B)/(A)
\$82,663	\$5,661,458	68

(A) Median employee's compensation plus Company's 401(k) contribution is used for the calculation.

(B) Data from the "Total" Column from the Summary Compensation Table disclosed for 2023 in this Proxy Statement.

Since the median employee did not change from 2022, the following discussion focuses on the methodology used to select that individual for 2022. When we initially established the median employee in 2022, we identified the median of the annual total compensation of all our employees, as well as determining the annual total compensation of our median employee, the methodology and the material assumptions, adjustments, and estimates we used are set out below.

We determined that, as of December 31, 2022, our employee population consisted of 9,008 individuals (including full-time and part-time employees, other than the CEO). Of these individuals, 8,072 were located in the U.S. and U.S. territories, and 936 were located in fourteen (14) other countries around the world.

The scale of our operations in many of these foreign countries is smaller, and we employ less than thirty (30) employees in ten (10) of these fourteen (14) countries.

The SEC's pay ratio disclosure rules provide reporting companies with a great deal of flexibility in determining the methodology used to identify the median employee and the pay ratio. Our methodology may differ materially from the methodology used by other companies to prepare their pay ratio disclosures. In addition, the percentage of employees outside of the United States may vary substantially from company to company. Factors such as these may contribute to a lack of comparability between our pay ratio and the pay ratio reported by other companies, including those within our sector.

We chose to exclude all ninety-one (91) of our employees in the eight (8) countries as follows:

- Cameroon: six (6) employees
- China: eight (8) employees
- Democratic Republic of the Congo: twenty-six (26) employees
- Germany: one (1) employee
- Kenya: sixteen (16) employees
- Liberia: eight (8) employees
- Madagascar: five (5) employees
- Mali: eight (8) employees
- Nepal: nine (9) employees
- Spain: four (4) employees

Additionally, we excluded one hundred thirty-one (131) employees that worked zero (0) hours during 2022 and therefore had zero (\$0) earnings. This includes flexible, part-time employees and employees on leave of absence.

In total, we excluded 2.46% of our workforce from the identification of the "median employee", as permitted by SEC rules.

Our population, after taking into consideration the permitted adjustments described above, consisted of 8,786 employees. This includes employees who were hired in 2022 but did not work for us for the entire twelve-month period. Our adjusted employee population consisted of 7,946 employees in the U.S. and 840 international employees located collectively in Canada (82), Belgium (212), the United Kingdom (323) and India (223).

We identified our median employee based on the total taxable earnings paid during the twelve (12)-month period ended December 31, 2022. For purposes of determining the total compensation actually paid, we included: the amount of base salary (or, in the case of hourly workers, base wages including overtime pay) the employee received during the twelve (12) months ended December 31, 2022, and the amount of any cash incentives paid to the employee in such period, as reflected in our payroll records. We did not annualize the total cash compensation of any permanent employee employed for less than the full year.

Except as described in this section, we did not rely on any material assumptions, adjustments (e.g. the cost-of-living adjustments) or estimates (e.g. statistical sampling) to identify our median employee or determine annual total compensation or any elements of annual total compensation for our median employee or our CEO.

For purposes of identifying the median employee, we applied the average of twelve (12) exchange rates we used for financial statement conversion purposes for the period of January 2022 through December 2022, which are:

- 1 CAD = 0.770931 USD
- 1 EUR = 1.057393 USD
- 1 GBP = 1.245828 USD
- 1 INR = 0.012795 USD

## PAY VS. PERFORMANCE

In accordance with rules adopted by the Securities and Exchange Commission pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, we provide the following disclosure regarding executive compensation for our principal executive officer (“CEO”) and Non-CEO NEOs and Company performance for the fiscal years listed below. The Human Capital Committee did not consider the pay versus performance disclosure below in making its pay decisions for any of the years shown.

Year	Summary Compensation Table Total for CEO <sup>1</sup> (\$)	Compensation Actually Paid to CEO <sup>1,2,3,4</sup> (\$)	Average Summary Compensation Table Total for Non-CEO NEOs <sup>1</sup> (\$)	Average Compensation Actually Paid to Non-CEO NEOs <sup>1,2,3,4</sup> (\$)	Value of Initial Fixed \$100 Investment based on: <sup>5</sup>			
					TSR (\$)	Peer Group TSR (\$)	Net Income (\$ Millions)	Non-GAAP EPS <sup>6</sup>
2023	5,661,458	9,344,246	1,716,606	2,533,532	149.96	158.80	83	\$6.50
2022	4,848,381	4,601,982	1,462,435	1,350,244	110.27	134.63	64	\$5.77
2021	4,398,947	6,389,100	1,351,755	2,097,296	113.53	148.95	71	\$4.82
2020	3,007,891	2,670,601	2,330,360	2,216,054	81.80	118.06	55	\$4.17

(1) John Wasson was our CEO for each year presented. The individuals comprising the Non-CEO named executive officers for each year presented are listed below.

2020	2021	2022	2023
Sudhakar Kesavan	James C. Morgan	James C. Morgan	James C. Morgan
James C. Morgan	Bettina Welsh	Bettina Welsh	Barry Broadus
Bettina Welsh	Sergio Ostria	Barry Broadus	Anne Choate
Sergio Ostria	Mark Lee	Anne Choate	Mark Lee
		Mark Lee	

(2) The amounts reported in the Compensation Actually Paid columns of the table above for fiscal years 2020, 2021 and 2022 have been updated from the same disclosures in our proxy statement for the 2023 Annual Meeting to reflect updated SEC guidance released during 2023 and to reflect the inclusion of certain RSU awards that were inadvertently omitted from the calculations for these fiscal years in last year’s table.

(3) The amounts shown for Compensation Actually Paid have been calculated in accordance with Item 402(v) of Regulation S-K and do not reflect compensation actually earned, realized, or received by the Company’s NEOs. These amounts reflect the Summary Compensation Table Total with certain adjustments as described in footnote 4 below.

Year	Summary Compensation Table Total for CEO (\$)	Exclusion of Stock Awards and Option Awards for CEO (\$)	Inclusion of Equity Values for CEO (\$)	Compensation Actually Paid to CEO (\$)
2023	5,661,458	(3,422,952)	7,105,740	9,344,246

Year	Average Summary Compensation Table Total for Non-CEO NEOs (\$)	Average Exclusion of Stock Awards and Option Awards for Non-CEO NEOs (\$)	Average Inclusion of Equity Values for Non-CEO NEOs (\$)	Average Compensation Actually Paid to Non-CEO NEOs (\$)
2023	1,716,606	(835,516)	1,652,442	2,533,532

The amounts in the Inclusion of Equity Values in the tables above are derived from the amounts set forth in the following tables:

Year	Year-End Fair Value of Equity Awards Granted During Year That Remained Unvested as of Last Day of Year for CEO (\$)	Change in Fair Value from Last Day of Prior Year to Last Day of Year of Unvested Equity Awards for CEO (\$)	Vesting-Date Fair Value of Equity Awards Granted During Year that Vested During Year for CEO (\$)	Change in Fair Value from Last Day of Prior Year to Vesting Date of Unvested Equity Awards that Vested During Year for CEO (\$)	Fair Value at Last Day of Prior Year of Equity Awards Forfeited During Year for CEO (\$)	Total - Inclusion of Equity Values for CEO (\$)
2023	4,346,233	1,784,527	—	974,980	—	7,105,740

Year	Average Year-End Fair Value of Equity Awards Granted During Year That Remained Unvested as of Last Day of Year for Non-CEO NEOs (\$)	Average Change in Fair Value from Last Day of Prior Year to Last Day of Year of Unvested Equity Awards for Non-CEO NEOs (\$)	Average Vesting-Date Fair Value of Equity Awards Granted During Year that Vested During Year for Non-CEO NEOs (\$)	Average Change in Fair Value from Last Day of Prior Year to Vesting Date of Unvested Equity Awards that Vested During Year for Non-CEO NEOs (\$)	Average Fair Value at Last Day of Prior Year of Equity Awards Forfeited During Year for Non-CEO NEOs (\$)	Total - Average Inclusion of Equity Values for Non-CEO NEOs (\$)
2023	1,027,150	454,897	—	170,395	—	1,652,442

(4) Compensation Actually Paid reflects the exclusions and inclusions of certain amounts for the CEO and the Non-CEO NEOs as set forth below. Equity values are calculated in accordance with FASB ASC Topic 718. Amounts in the Exclusion of Stock Awards are the amounts from the Stock Awards column set forth in the Summary Compensation Table.

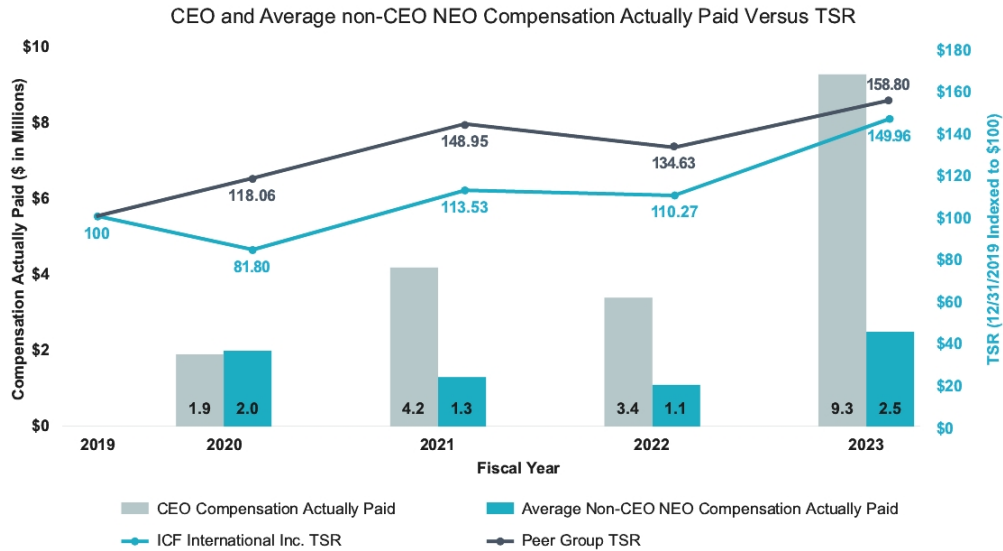
(5) The amounts set forth under the heading "Peer Group TSR" reflect the value, as of the end of the applicable fiscal year, of a hypothetical initial investment of \$100 made on December 31, 2019, into the S&P Composite 1500 – Commercial & Professional Services Index.

(6) The Human Capital Committee determined that Non-GAAP EPS was the most important financial performance measure used to link Company performance to Compensation Actually Paid to our CEO and Non-CEO NEOs in 2023. More information on non-GAAP EPS used for STI and LTI can be found in Annexes A and B. This performance measure may not have been the most important financial performance measure for years 2022, 2021 and 2020 and we may determine a different financial performance measure to be the most important financial performance measure in future years.

PAY VS. PERFORMANCE

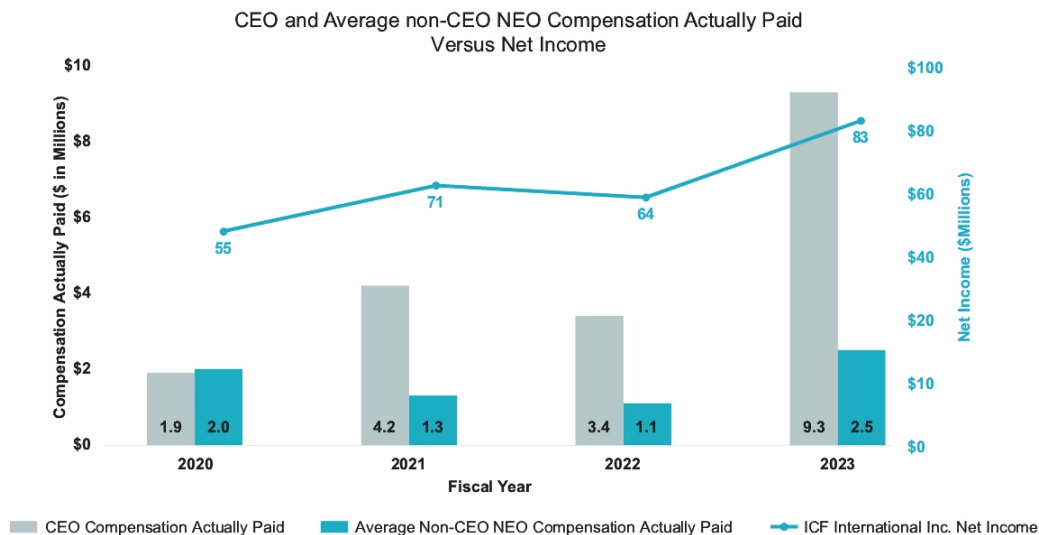
Description of Relationship Between CEO and Non-CEO NEO Compensation Actually Paid and Total Shareholder Return ("TSR")

The following chart sets forth the relationship between Compensation Actually Paid to our CEO, the average of Compensation Actually Paid to our Non-CEO NEOs, the Company's cumulative TSR over the four (4) most recently completed fiscal years, and the Peer Group TSR over the same period.



Description of Relationship Between CEO and Non-CEO NEO Compensation Actually Paid and Net Income

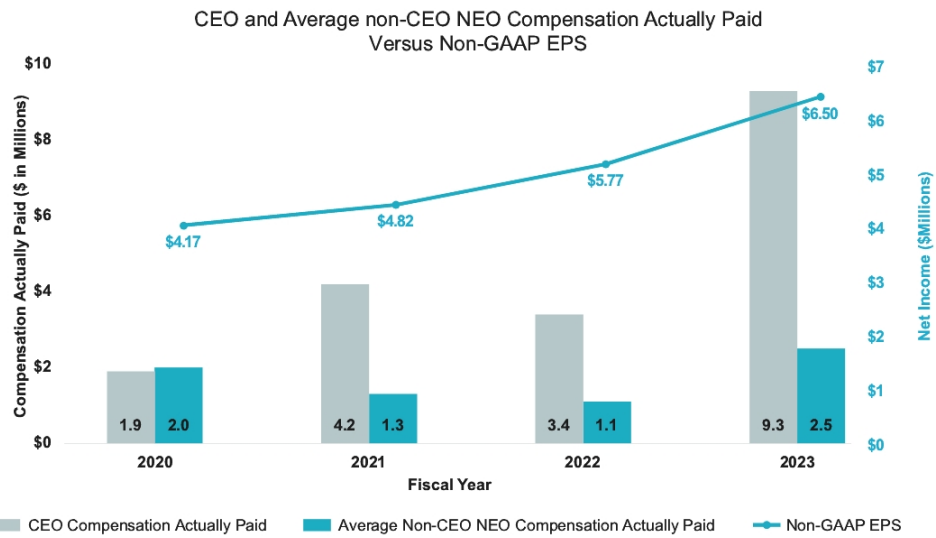
The following chart sets forth the relationship between Compensation Actually Paid to our CEO, the average of Compensation Actually Paid to our Non-CEO NEOs, and our Net Income during the four (4) most recently completed fiscal years.





**Description of Relationship Between CEO and Non-CEO NEO Compensation Actually Paid and Non-GAAP EPS**

The following chart sets forth the relationship between Compensation Actually Paid to our CEO, the average of Compensation Actually Paid to our Non-CEO NEOs, and our Non-GAAP EPS during the four (4) most recently completed fiscal years.



**Tabular List of Most Important Financial [and Non-Financial] Performance Measures**

The following table presents the financial performance measures that the Company considers to have been the most important in linking Compensation Actually Paid to our CEO and Non-CEO NEOs for 2023 to Company performance. The measures in this table are not ranked.

Non-GAAP EPS Gross Revenue Relative Total Shareholder Return
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## STOCKHOLDERS' PROPOSALS FOR THE 2025 ANNUAL MEETING

Under applicable SEC rules, any stockholder who intends to present a proposal at the 2025 annual meeting of stockholders and who wishes to have the proposal included in our proxy statement and form of proxy for that meeting must deliver the proposal to us at our executive offices no later than December 27, 2024, or, if next year's annual meeting of stockholders is held on a date more than thirty (30) calendar days from June 7, 2025, a stockholder proposal must be received a reasonable time before we begin to post, print and mail our proxy materials for such annual meeting of stockholders. All stockholder proposals must comply with all applicable rules and regulations adopted by the SEC.

The Company's Bylaws provide that, in order for a stockholder to make nominations for the election of directors or proposals for business to be brought before the annual meeting of stockholders, a stockholder must deliver notice of such nominations and/or proposals to the Corporate Secretary no earlier than the close of business on the one hundred twentieth (120<sup>th</sup>) day, and not later than the close of business on the ninetieth (90<sup>th</sup>) day, prior to the first (1<sup>st</sup>) anniversary of the preceding year's annual meeting of stockholders (for next year's 2025 annual meeting of stockholders, these dates would be February 7, 2025 and March 9, 2025, respectively); however, if the annual meeting of stockholders is more than thirty (30) days before or more than sixty (60) days after such anniversary date, the notice must be received not earlier than the close of business on the one hundred twentieth (120<sup>th</sup>) day prior to the date of such annual meeting of stockholders and not later than the close of business on the later of the ninetieth (90<sup>th</sup>) day prior to the date of such annual meeting of stockholders. Further, if the date of the annual meeting of stockholders is more than thirty (30) days before or more than sixty (60) days after such anniversary date, and the first (1<sup>st</sup>) public announcement of the date of such annual meeting of stockholders is less than one hundred (100) days prior to the annual meeting date, notice must be delivered not later than the close of business on the tenth (10<sup>th</sup>) day following the public announcement date. A copy of the Bylaws may be obtained from the Company by writing to ICF International, Inc., 1902 Reston Metro Plaza, Reston, Virginia, 20190, Attention: Corporate Secretary. In addition to the timing requirements set forth above, any stockholder nominations for the election of directors or proposals for business must comply with all other requirements set forth in the Company's Bylaws.

In addition to complying with the procedures described above, stockholders who intend to solicit proxies in support of a director nominee other than the Company's nominees for consideration by the stockholders at the Company's 2025 annual meeting of stockholders must also comply with the SEC's "universal proxy card" rules under Rule 14a-19 of the Exchange Act ("**Rule 14a-19**"). Rule 14a-19 requires proponents to provide a notice to the Corporate Secretary of the Company, no later than April 8, 2025, setting forth all of the information and disclosures required by Rule 14a-19. If the 2025 annual meeting of stockholders is set for a date that is not within thirty (30) calendar days of the anniversary of the date of the 2024 Annual Meeting of Stockholders, then notice must be provided by the later of sixty (60) calendar days of the anniversary of the date of the 2024 Annual Meeting of Stockholders or by the close of business on the tenth calendar day following the day on which a public announcement of the date of the 2025 annual meeting of stockholders is first made.

## SOLICITATION BY BOARD; EXPENSES OF SOLICITATION

We will pay all expenses in connection with the solicitation of the proxies. In addition to solicitation by mail, our directors, officers and employees may solicit proxies by telephone, electronically, in writing or in person, without receiving any extra compensation for such activities. The Company has engaged Alliance Advisors, LLC, a proxy soliciting firm, to assist in the solicitation of proxies and provide related advice and informational support for a service fee and the reimbursement of customary disbursements, which are not expected to exceed \$24,000, in the aggregate. We also will reimburse brokers and nominees who hold shares in their names for expenses they incur to furnish proxy materials to the beneficial owners of such shares.

Any stockholder who has not received a copy of the 2023 Form 10-K may obtain a copy by writing to the Corporate Secretary of the Company. The 2023 Form 10-K is not to be treated as part of the proxy solicitation material or as having been incorporated by reference into this Proxy Statement.

ICF INTERNATIONAL, INC.



James E. Daniel  
Corporate Secretary

## ANNEX A

### 2023 ANNUAL INCENTIVE COMPENSATION ADJUSTED EPS - GAAP RECONCILIATION

The Human Capital Committee establishes performance factors as part of the Company's Annual Incentive Plan. Included among the performance factors approved by such committee is the performance factor for Adjusted EPS. Since Adjusted EPS is a Non-GAAP measure, the reconciliation of this Non-GAAP measure used by the Company is as follows:

#### Annual Incentive Plan Adjusted EPS

	\$	Actual Adjusted EPS	Diluted Shares
(all numbers in thousands, except Adjusted EPS)			
Net Income	82,612	4.35	18,994
Impairment of long-lived assets <sup>(1)</sup>	7,666	0.40	18,994
Acquisition and divestiture-related expenses <sup>(2)</sup>	4,759	0.25	18,994
Severance and other costs related to staff realignment <sup>(3)</sup>	6,366	0.33	18,994
Expenses related to facility consolidations and office closures <sup>(4)</sup>	4,497	0.24	18,994
Pre-tax gain from divestiture of a business <sup>(5)</sup>	(5,712)	(0.30)	18,994
Bonus expense <sup>(6)</sup>	23,187	1.22	18,994
Income tax effects of the adjustments <sup>(7)</sup>	(15,397)	(0.81)	18,994
Adjusted Balances	107,978	5.68	18,994

(1) Represents impairment of operating lease right-of-use and leasehold improvement assets associated with exit from certain facilities, and an intangible asset associated with exit of a business.

(2) These are primarily third-party costs related to acquisitions and potential acquisitions, integration of acquisitions, and separation of discontinued businesses or divestitures.

(3) These costs are mainly due to involuntary employee termination benefits for our officers, and employees who have been notified that they will be terminated as part of a business reorganization or exit.

(4) These are exit costs associated with terminated leases or full office closures that we either (i) will continue to pay until the contractual obligations are satisfied but with no economic benefit to us, or (ii) paid upon termination and cease-use of the leased facilities, and accelerated depreciation related to fixed assets for planned office closures.

(5) Includes pre-tax gain of \$2.5 million and of \$3.2 million from the divestitures of our U.S. commercial marketing and Canadian mobile text aggregation businesses.

(6) Elimination of accrued incentive bonus of \$23.2 million, as approved by the Committee, as part of net income as of December 31, 2023 to present the amount available for determination of the Annual Incentive Plan bonus.

(7) Income tax effects were calculated using the effective tax rate, adjusted for discrete items, of twenty two point eight percent (22.8%).

## ANNEX B

### 2023 PSA ADJUSTED EPS - GAAP RECONCILIATION

In connection with PSAs, upon completion of an Initial Performance Period, the 2010 Incentive Plan and the 2018 Incentive Plan as the case may be, and the Performance Program require that the Human Capital Committee (i) reviews the performance of the Company and propose adjustments to the reported EPS; and (ii) determines the PSA Adjusted EPS in accordance with the PSA Agreement and our 2010 Incentive Plan and the 2018 Incentive Plan as the case may be, which may exclude certain specified items. These exclusions are intended to ensure that the participants are compensated for the Company's performance and are neither penalized nor rewarded for certain categories of specified adjustments.

For purposes of calculating the PSA Adjusted EPS for the PSAs granted in 2023 and 2022, the Human Capital Committee began with the Company's reported diluted EPS of \$4.35 and \$3.38 for fiscal year 2023 and 2022, respectively, and excluded categories of items and amounts to arrive at the PSA Adjusted EPS of \$4.94 and \$4.42, respectively. Since PSA Adjusted EPS is a Non-GAAP measure, see the reconciliation of this Non-GAAP measure below:

#### PSA Adjusted EPS

	2023 Adjusted EPS	2022 Adjusted EPS
Diluted Earnings Per Share	\$ 4.35	\$ 3.38
Impairment of long-lived assets <sup>(1)</sup>	0.40	0.44
Acquisition and divestiture-related expenses <sup>(2)</sup>	0.17	0.05
Severance and other costs related to staff realignment <sup>(3)</sup>	0.33	0.33
Expenses related to facility consolidations and office closures <sup>(4)</sup>	0.24	0.26
Expenses related to the transfer to our new corporate headquarters <sup>(5)</sup>	-	0.44
Expenses related to our agreement for the sale of receivables <sup>(6)</sup>	-	0.01
Pre-tax gain from divestiture of a business <sup>(7)</sup>	(0.30)	-
Income tax effects of the adjustments <sup>(8)</sup>	(0.19)	(0.42)
ESAC acquisition adjustment, net of tax <sup>(9)</sup>	-	(0.01)
Creative acquisition adjustment, net of tax <sup>(9)</sup>	0.03	(0.03)
SemanticBits acquisition adjustment, net of tax <sup>(9)</sup>	(0.24)	(0.09)
Blanton acquisition adjustment, net of tax <sup>(9)</sup>	0.08	0.06
Adjustment for impact of divestiture of businesses <sup>(9)</sup>	0.07	-
PSA Adjusted Earnings Per Share	\$ 4.94	\$ 4.42

- (1) Represents impairment of operating lease right-of-use and leasehold improvement assets associated with exit from certain facilities, and an intangible asset associated with exit of a business.
- (2) These are primarily third-party costs related to acquisitions and potential acquisitions, integration of acquisitions, and separation of discontinued businesses or divestitures.
- (3) These costs are mainly due to involuntary employee termination benefits for our officers, and employees who have been notified that they will be terminated as part of a business reorganization or exit.
- (4) These are exit costs associated with terminated leases or full office closures that we either (i) will continue to pay until the contractual obligations are satisfied but with no economic benefit to us, or (ii) paid upon termination and cease-use of the leased facilities, and accelerated depreciation related to fixed assets for planned office closures.
- (5) These costs represent incremental non-cash lease expense associated with a straight-line rent accrual during the "free rent" period in the lease for our new corporate headquarters in Reston, Virginia. We took possession of the new facility during the fourth (4<sup>th</sup>) quarter of 2021, while also maintaining and incurring lease costs for the former headquarters in Fairfax, Virginia. The transition to the new corporate headquarters was completed in the fourth (4<sup>th</sup>) quarter of 2022.
- (6) These costs include legal and structuring fees related to our 2022 Master Receivables Purchase Agreement with MUFG Bank, Ltd. put in place for the sale of our receivables.
- (7) Includes pre-tax gain of \$2.5 million and of \$3.2 million from the divestitures of our U.S. commercial marketing and Canadian mobile text aggregation businesses.
- (8) Income tax effects were calculated using the effective tax rate, adjusted for discrete items, of twenty two point eight percent (22.8%) for 2023 and twenty eight percent (28.0%) for 2022, respectively.
- (9) The Committee approved these adjustments to neutralize the impacts of our recent divestitures on Adjusted EPS for performance shares for the previously awarded grants from 2021 and 2022.





ICF INTERNATIONAL, INC.  
ATTN: CORPORATE SECRETARY  
1902 RESTON METRO PLAZA  
RESTON, VA 20190-5231



SCAN TO  
VIEW MATERIALS & VOTE



**VOTE BY INTERNET**

*Before The Meeting* - Go to [www.proxyvote.com](http://www.proxyvote.com) or scan the QR Barcode above

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

*During The Meeting* - Go to [www.virtualshareholdermeeting.com/ICFI2024](http://www.virtualshareholdermeeting.com/ICFI2024)

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

V45906-P07341

KEEP THIS PORTION FOR YOUR RECORDS  
DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

**ICF INTERNATIONAL, INC.**

The Board of Directors recommends you vote FOR the following:

1. Election of Directors

**Nominees:**

For Against Abstain

1a. Mr. Randall Mehl

1b. Mr. Scott Salmirs

The Board of Directors recommends you vote FOR proposals 2 and 3.

For Against Abstain

2. **ADVISORY VOTE REGARDING ICF INTERNATIONAL'S OVERALL PAY-FOR-PERFORMANCE NAMED EXECUTIVE OFFICER COMPENSATION PROGRAM.** Approve by non-binding, advisory vote, the Company's overall pay-for-performance executive compensation program, as described in the Compensation Discussion and Analysis, the compensation tables and the related narratives and other materials in the Proxy Statement.

3. **RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.** Ratify the selection of Grant Thornton as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2024.

**NOTE:** The proxies will vote as the Board of Directors recommends where a choice is not specified.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX] Date

Signature (Joint Owners) Date



**Important Notice Regarding Internet Availability of Proxy Materials:**

The proxy materials for the ICF International Annual Meeting of Stockholders, including the Form-10K, 2023 Annual Report and the Proxy Statement, are available over the Internet. To view the proxy materials, please have the reverse side of this proxy card available and visit [www.proxyvote.com](http://www.proxyvote.com).

V45907-P07341

**ANNUAL MEETING OF STOCKHOLDERS OF ICF INTERNATIONAL, INC.**

**June 7, 2024**

**This Proxy is solicited on behalf of the Board of Directors**

The undersigned, having duly received the Notice of Annual Meeting of Stockholders and Proxy Statement, dated April 26, 2024, and revoking all prior proxies, hereby appoints Srikant M. Datar, Marilyn Crouther, Michael J. Van Handel, Michelle A. Williams, and John M. Wasson (with full power to act alone and with power of substitution and revocation) to represent the undersigned and to vote, as designated on this proxy card, all shares of common stock of ICF International, Inc., which the undersigned is entitled to vote at the Annual Meeting of Stockholders of ICF International, Inc. to be held at 8:00 a.m., Eastern Daylight Time, on Friday, June 7, 2024, via a live webcast at [www.virtualshareholdermeeting.com/ICF2024](http://www.virtualshareholdermeeting.com/ICF2024), and any adjournments or postponements thereof. The proxies shall vote subject to the directions indicated on the reverse side of this proxy card, and the proxies are authorized to vote in their discretion upon other business as may properly come before the meeting and any adjournments or postponements thereof, including on whether to adjourn or postpone the meeting.

**The proxies will vote as the Board of Directors recommends where a choice is not specified.**

**Continued and to be signed on reverse side**