

Response to Questions at 2025 AGM

Question Posed:

The calculation of the CEO Compensation Actually Paid total in the Pay Versus Performance Table for the past several years can dramatically differ from the CEO Total Compensation amount in the Summary Compensation Table. How does the Compensation Committee use the Compensation Actually Paid total compensation figures in its calculation of the CEO target total compensation award for the upcoming year.

ICF's Response:

The Compensation Actually Paid figures included in the Pay Versus Performance Table are calculated in accordance with SEC rules and reflect prescribed methodologies for valuing equity awards in accordance with ASC Topic 718, including changes in fair value of outstanding unvested awards. As such, these amounts may differ significantly from the values reported in the Summary Compensation Table, which reflect grant-date values also in accordance with ASC Topic 718.

As we disclosed on page 65 of our proxy statement for the 2025 Annual Meeting of Stockholders, the Human Capital Committee does not consider Compensation Actually Paid when determining CEO target compensation for future years. Instead, the Committee considers multiple factors, such as individual and company performance, market data, internal pay equity, and the retentive value of awards, when determining annual compensation. We encourage you to review the "Compensation Discussion & Analysis" portion of our proxy statement for the 2025 Annual Meeting of Stockholders for a detailed explanation of how the Compensation Committee establishes compensation for our CEO and our other executive officers.