## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

# FORM 8-K

#### **CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 4, 2022

## ICF International, Inc.

Delaware (State or Other Jurisdiction of Incorporation)

001-33045 (Commission File Number)

22-3661438 (IRS Employer Identification No.)

9300 Lee Highway, Fairfax, Virginia (Address of Principal Executive Offices)

22031 (Zip Code)

Registrant's Telephone Number, Including Area Code: (703) 934-3000

Not Applicable (Former Name or Former Address, if Changed Since Last Report)

he appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the provisions):
Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act.

Common Stock ICFI NASDAO	Title of each class	Trading Symbols(s)	Name of each exchange on which registered
Common Stock 1011	Common Stock	ICFI	NASDAQ

Common Stock	ICFI	NASDAQ
Indicate by check mark whether the registrant is an emergin chapter) or Rule 12b-2 of the Securities Exchange Act of 19		405 of the Securities Act of 1933 (§ 230.405 of this
		Emerging growth company $\Box$
If an emerging growth company, indicate by check mark if or revised financial accounting standards provided pursuant	2	1 1 2 2 3

#### Item 2.02 Results of Operations and Financial Condition

On May 4, 2022, ICF International, Inc. (the "Company") announced its financial results for the first quarter ended March 31, 2022. The press release containing this announcement is attached hereto as Exhibit 99.1.

The information contained in this report, including Exhibit 99.1, is considered to be "furnished" and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liability of that section. The information in this report shall not be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

The release contains forward-looking statements regarding the Company and includes a cautionary statement identifying important factors that could cause actual result to differ materially from those anticipated.

#### **Item 8.01 Other Events**

On May 4, 2022, the Company's Board of Directors declared a quarterly dividend in an amount equal to \$0.14 per share. This quarterly cash dividend will be paid on July 14, 2022 to stockholders of record as of the close of business on June 10, 2022.

The cash dividend policy and the payment of future cash dividends under that policy will be made at the discretion of the Company's Board of Directors and will depend on earnings, operating and financial conditions, capital requirements, and other factors deemed relevant by the Board, including the applicable requirements of the Delaware General Corporation Law and the best interests of the Company's stockholders.

#### **Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

99.1 Press Release dated May 4, 2022

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

#### **Exhibit Index**

Exhibit Number	Description
99.1	Press Release dated May 4, 2022
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)
	2

#### **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: May 4, 2022

ICF International, Inc.

By: /s/ Barry Broadus

Barry Broadus
Chief Financial Officer



**NEWS RELEASE** 

#### **ICF Reports First Quarter 2022 Results**

#### **First Quarter Highlights:**

- Total Revenue Was \$413 Million and Service Revenue<sup>1</sup> Was \$305 Million, Both Up 9%
- Diluted EPS Was \$0.94 Inclusive of \$0.12 in Tax-Effected Facility-Related and M&A Charges; Non-GAAP EPS¹ Was \$1.31, Up 16%
- Adjusted EBITDA<sup>1</sup> Was \$42.3M, Up 12%; Adjusted EBITDA Margin on Service Revenue<sup>1</sup> Was 13.9%
- Contract Awards Were \$361 Million; TTM Contract Awards Were \$2.0 Billion for a Book-to-Bill Ratio of 1.27

Re-affirms Full Year 2022 Guidance for Double-Digit Revenue Growth and Strong Margin Performance

Record Business Development Pipeline of \$7.9 Billion at Quarter-End Supports Multi-Year Growth Outlook

#### FOR IMMEDIATE RELEASE

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Lauren Dyke, ICF, <u>lauren.dyke@ICF.com</u> +1.571.373.5577

FAIRFAX, Va. (May 4, 2022) — ICF (NASDAQ:ICFI), a global consulting and digital services provider, reported results for the first quarter ended March 31, 2022.

Commenting on the results, John Wasson, chair and chief executive officer, said, "We continued to execute effectively in the first quarter, building upon our positioning in high-growth areas through organic growth and acquisitions, and leveraging our capabilities to expand our addressable market. Year-on-year growth was led by our government client category, in which revenue from federal and state and local government clients increased 25% and 14%, respectively. This growth reflected particularly strong performance in the areas of IT modernization/digital transformation, public health and disaster management.

"Several factors contributed to our 13.9% adjusted EBITDA margin on service revenue, which expanded 40 basis points year-on-year, including revenue mix, high utilization levels and our increased scale. Additionally, profitability benefitted from past actions to consolidate ICF's real estate footprint and increase operating efficiencies. As a result, we were able to achieve significant margin expansion, while continuing to invest in people, technology and strategic initiatives to support future growth.

"Most of our first quarter contract awards represented new business wins at federal government and commercial energy clients, where ICF offers a unique combination of deep domain expertise together with increasing cross-cutting implementation capabilities. The substantial growth in our business development pipeline to \$7.9 billion at the end of the first quarter is indicative of our expanded addressable market and the alignment of ICF's qualifications with dynamic long-term growth trends in our markets."

#### First Quarter 2022 Results

First quarter 2022 total revenue increased 9.2% to \$413.5 million from \$378.5 million in the first quarter of 2021. Service revenue was \$304.6 million, up 8.9% year-over-year from \$279.6 million. Net income totaled \$17.9 million and diluted EPS was \$0.94 per share in the 2022 first quarter, inclusive of \$4.4 million, or \$0.17 of tax-effected special charges, of which \$0.12 represented M&A and previously disclosed facility-related charges. This compares to \$18.4 million and \$0.96 per share last year, inclusive of \$0.05 of tax-effected special charges primarily related to facility closure and severance costs.

Non-GAAP EPS increased 15.9% to \$1.31 per share from the \$1.13 per share reported in the first quarter of 2021. EBITDA¹ was \$37.9 million compared to \$36.4 million a year ago. Adjusted EBITDA increased 12.1% to \$42.3 million, from \$37.7 million in the first quarter of 2021. Adjusted EBITDA margin on service revenue was 13.9%, compared to 13.5% reported in the year-ago quarter.

#### **Backlog and New Business Awards**

Total backlog was \$3.2 billion at the end of the first quarter of 2022. Funded backlog was \$1.6 billion, or approximately 50% of the total backlog. The total value of contracts awarded in the 2022 first quarter was \$361 million, and trailing-twelve-month contract awards totaled \$2.0 billion for a book-to-bill ratio of 1.27.

#### **Government Revenue First Quarter 2022 Highlights**

Revenue from government clients was \$311.9 million, up 15.7% year-over-year

- U.S. federal government revenue was \$220.3 million, 25.2% above the \$176.0 million reported in the year-ago quarter. Federal government revenue accounted for 53% of total revenue, compared to 46% of total revenue in the first quarter of 2021
- U.S. state and local government revenue increased 14.0% to \$64.8 million, from \$56.9 million in the year-ago quarter. State and local government clients represented 16% of total revenue, compared to 15% in the first quarter of 2021.
- International government revenue was \$26.7 million, compared to \$36.7 million in the year-ago quarter, reflecting the wind-down of a short-term project with significant pass-through revenue that we highlighted throughout 2021. Excluding that contract, revenues were similar to year-ago first quarter levels. International government revenue represented 6% of total revenue, compared to 10% in the first quarter of 2021.

#### **Key Government Contracts Awarded in the First Quarter 2022**

ICF was awarded more than 100 U.S. federal contracts and task orders and more than 200 additional contracts from U.S. state and local and international governments with an aggregate value of over \$180 million. Notable awards won in the first quarter 2022 included:

#### Digital Modernization

- A contract modification with a value of \$9.9 million with the U.S. Department of Health and Human Services National Cancer Institute (NCI) to provide platform development services and support NCI's digital service center.
- A contract modification with a value of \$8.7 million with a U.S. federal government department to maintain a grants management system to support implementation of the CARES Act.
- A contract modification with a value of \$6.7 million with an Office of the Inspector General for a large U.S. federal government department to continue to provide platform development services.
- A new contract with a value of \$6.2 million with a U.S. federal government department to modernize and consolidate a suite of legacy systems for case analysis management.

#### Transportation, Energy and Environment

- A recompete blanket purchase agreement with a ceiling of \$94.0 million with the U.S. Federal Highway
  Administration's Office of Operations to <u>provide technical support services</u> to help create the next generation of
  multimodal transportation management systems.
- A recompete contract with a value of \$5.0 million with the Maryland Department of Transportation Office of Environment to provide environmental consultant services.

#### Public Health

A subcontract ceiling increase with a value of \$11.4 million to continue providing survey and evaluation services for the U.S. Agency for International Development's MEASURE Evaluation Phase IV.

#### Training and Technical Assistance

- A sole-source recompete contract with a value of \$6.5 million with the U.S. Department of Justice to support the Office for Victims of Crime Training and Technical Assistance Center.
- A task order with a value of \$6.4 million under a subcontract to provide medical modeling simulation and training to the U.S. Air Force.

#### **Commercial Revenue First Quarter 2022 Highlights**

Commercial revenue was \$101.6 million, compared to \$108.9 million in the year-ago quarter.

- Commercial revenue accounted for 25% of total revenue compared to 29% of total revenue in the 2021 first quarter.
- This variance was primarily driven by commercial marketing services which remained below pre-pandemic levels.
- Energy markets revenue declined modestly due to the timing of environment and infrastructure projects, after increasing 12% in the first quarter of 2021.
- Energy markets represented 60% of commercial revenue. Marketing services accounted for 29% of commercial revenue.

#### **Key Commercial Contracts Awarded in the First Quarter 2022**

ICF was awarded commercial projects during the quarter with an aggregate value of approximately \$180 million. Notable awards won in the first quarter 2022 included:

#### **Energy Markets**

- A multimillion-dollar recompete contract with Public Service Company of Oklahoma <u>to manage and implement</u> the majority of its commercial and residential energy efficiency portfolios.
- Multiple subcontract modifications to provide energy efficiency program implementation services for a Midwestern U.S. utility.
- A new multimillion-dollar subcontract to implement an energy efficient retail products program for a large Midwestern U.S. electric utility.
- A subcontract modification to continue to manage implementation of a residential energy efficiency portfolio for a Midwestern U.S. statewide energy efficiency and renewable resource program.

#### Marketing Services and Other

- A new multimillion-dollar contract with a mid-Atlantic U.S. energy company to serve as agency of record, providing marketing and advertisement services to each of its operating utilities.
- A contract modification to continue providing broad-based corporate communications support, including internal
  communications, social media, media relations, employee events and meetings, metrics and branding, to a U.S.
  pharmaceutical company.
- A contract modification with a European low-cost carrier to provide operational transformation services and help the airline strengthen its maintenance processes and procedures.

#### **Dividend Declaration**

On May 4, 2022, ICF declared a quarterly cash dividend of \$0.14 per share, payable on July 14, 2022, to shareholders of record on June 10, 2022.

#### **Summary and Outlook**

"First quarter results represented a very positive start to the year and support our expectations for double-digit revenue growth and strong margin performance in full year 2022.

"We are pleased to re-affirm our guidance for service revenue of \$1.225 billion to \$1.275 billion, implying total revenue of \$1.76 billion to \$1.76 billion, EBITDA of between \$160 million and \$172 million and adjusted EBITDA of \$168 million to \$180 million, equivalent to an adjusted EBITDA margin on service revenue of 13.9% at the midpoints of the ranges. The difference between EBITDA and adjusted EBITDA guidance is primarily due to the add-back of a non-cash rent expense of approximately \$8 million associated with our new Reston, Virginia, headquarters. GAAP EPS is projected at \$4.15 to \$4.45 exclusive of special charges, and non-GAAP EPS is expected to range from \$5.15 to \$5.45, representing increases of 16% and 10% at the mid-point, respectively, over 2021. Operating cash flow is expected to be approximately \$130 million in 2022.

"We continue to expand our capabilities, backlog and pipeline in the key growth areas of IT modernization/digital transformation, public health, disaster management and utility consulting, as well as climate, environment and infrastructure, where we see strong, sustained demand, and which we expect to progressively increase as a percentage of ICF's service revenue over the next several years. In addition to representing growth catalysts for ICF, our work in these areas enables ICF to make a positive impact on society, which is the key element of our corporate purpose. Our ability to attract and retain professionals who are engaged in helping clients address many of the most challenging issues of the day has been critical to our success to date. As we build out our growth platform, ICF remains committed to providing a collaborative working environment and maintaining the collegial, entrepreneurial culture for which we are known," Mr. Wasson concluded.

<sup>1</sup> Non-GAAP EPS, Service Revenue, EBITDA, Adjusted EBITDA, Adjusted EBITDA Margin and Adjusted EBITDA Margin on Service Revenue are non-GAAP measurements. A reconciliation of all non-GAAP measurements to the most applicable GAAP number is set forth below. Special charges are items that were included within our consolidated statements of comprehensive income but are not indicative of ongoing performance and have been presented net of applicable U.S. GAAP taxes. The presentation of non-GAAP measurements may not be comparable to other similarly titled measures used by other companies.

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#### **About ICF**

ICF (NASDAQ:ICFI) is a global consulting services company with approximately 8,000 full- and part-time employees, but we are not your typical consultants. At ICF, business analysts and policy specialists work together with digital strategists, data scientists and creatives. We combine unmatched industry expertise with cutting-edge engagement capabilities to help organizations solve their most complex challenges. Since 1969, public and private sector clients have worked with ICF to navigate change and shape the future. Learn more at <a href="icf.com">icf.com</a>.

#### **Caution Concerning Forward-looking Statements**

Statements that are not historical facts and involve known and unknown risks and uncertainties are "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. Such statements may concern our current expectations about our future results, plans, operations and prospects and involve certain risks, including those related to the government contracting industry generally; our particular business, including our dependence on contracts with U.S. federal government agencies; our ability to acquire and successfully integrate businesses; and the effects of the novel coronavirus disease (COVID-19) and related federal, state and local government actions and reactions on the health of our staff and that of our clients, the continuity of our and our clients' operations, our results of operations and our outlook. These and other factors that could cause our actual results to differ from those indicated in forward-looking statements that are included in the "Risk Factors" section of our securities filings with the Securities and Exchange Commission. The forward-looking statements included herein are only made as of the date hereof, and we specifically disclaim any obligation to update these statements in the future.

### ICF International, Inc. and Subsidiaries Consolidated Statements of Comprehensive Income (Unaudited)

## Three Months Ended March 31,

	Marci	1 31,	
	2022		2021
\$	413,468	\$	378,478
	258,158		232,082
	117,452		109,982
	4,838		5,270
	5,317		3,015
	127,607	<u> </u>	118,267
	27,703		28,129
	(2,697)		(2,683)
			(417)
			25,029
	6,775		6,678
\$	17,862	\$	18,351
\$	0.95	\$	0.97
\$	0.94	\$	0.96
	18,795		18,885
	19,012		19,118
<u>\$</u>	0.14	\$	0.14
	2.659		2,780
\$	20,521	\$	21,131
	\$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	\$ 413,468 258,158 117,452 4,838 5,317 127,607 27,703 (2,697) (369) 24,637 6,775 \$ 17,862 \$ 0.95 \$ 0.94 \$ 0.94	\$ 413,468 \$ 258,158 \$ 117,452 \$ 4,838 \$ 5,317 \$ 127,607 \$ 27,703 \$ (2,697) \$ (369) \$ 24,637 \$ 6,775 \$ \$ 17,862 \$ \$ \$ \$ 0.95 \$ \$ \$ 0.94 \$ \$ \$ \$ 18,795 \$ \$ 19,012 \$ \$ 0.14 \$ \$ 2,659

### ICF International, Inc. and Subsidiaries Reconciliation of Non-GAAP Financial Measures(2) (Unaudited)

<b>Three Months Ended</b>
Manah 21

Renomination of Service Revenue   Revenue   S		 Marc	h 31,	
Revenue	(in thousands, except per share amounts)	 2022		2021
Subcontractor and other direct costs (3)         (98,911)           Service revenue         (8)         304,570         (8)         279,567           Reconciliation of EBITDA and Adjusted EBITDA           Net income         \$         17,862         \$         18,51           Other expense         369         417         61,51         6,675         6,683           Drovision for income taxes         2,697         2,683         7,782         3,618         3,618           Drovision for income taxes         6,775         6,678         6,672         6,672         6,672	Reconciliation of Service Revenue	 		
Service revenue         \$ 304,570         \$ 279,567           Reconciliation of EBITDA and Adjusted EBITDA         Net income         \$ 17,862         \$ 18,351           Other expense         3.69         417           Interest expense         2,697         2,683           Provision for income taxes         6,775         6,678           Depreciation and amortization         10,155         8,285           EBITDA         37,858         36,414           Adjustment related to impairment of long-lived assets (4)         —         303           Special charges related to acquisitions (5)         1,319         95           Special charges related to acquisitions and office closures (7)         —         200           Special charges related to the transfer to our new corporate headquarters (8)         1,882         —           Special charges related to the transfer to our new corporate headquarters (8)         1,882         —           Special charges related to the transfer to our new corporate headquarters (8)         4,427         1,313           Adjusted EBITDA         \$ 42,285         \$ 37,272           EBITDA Margin Percent on Revenue (10)         9 2.96         9.6%           EBITDA Margin Percent on Revenue (10)         10.2%         10.0%           Adjusted EBITDA Margin Percent on Serv	Revenue	\$ 413,468	\$	378,478
Net income	Subcontractor and other direct costs (3)	(108,898)		(98,911)
Net income         \$ 17,862         \$ 18,351           Other expense         369         417           Interest expense         2,697         2,683           Provision for income taxes         6,775         6,678           Depreciation and amortization         10,155         8,285           EBITDA         37,858         36,414           Adjustment related to impairment of long-lived assets (4)         7,858         30,414           Adjustment related to acquisitions (5)         1,319         95           Special charges related to acquisitions (6)         1,226         491           Special charges related to facilities consolidations and office closures (7)         2         200           Special charges related to the transfer to our new corporate headquarters (8)         1,882         —           Special charges related to the transfer to our new corporate headquarters (8)         1,882         —           Special charges related to retirement of Executive Chair (9)         1,882         —           Special charges related to retirement of Executive Chair (9)         9,2%         9,6%           EBITDA Margin Percent on Revenue (10)         9,2%         9,6%           EBITDA Margin Percent on Revenue (10)         10,2%         10,0%           Adjusted EBITDA Margin Percent on Service Revenue (10)	Service revenue	\$ 304,570	\$	279,567
Net income         \$ 17,862         \$ 18,351           Other expense         369         417           Interest expense         2,697         2,683           Provision for income taxes         6,775         6,678           Depreciation and amortization         10,155         8,285           EBITDA         37,858         36,414           Adjustment related to impairment of long-lived assets (4)         7,858         30,414           Adjustment related to acquisitions (5)         1,319         95           Special charges related to acquisitions (6)         1,226         491           Special charges related to facilities consolidations and office closures (7)         2         200           Special charges related to the transfer to our new corporate headquarters (8)         1,882         —           Special charges related to the transfer to our new corporate headquarters (8)         1,882         —           Special charges related to retirement of Executive Chair (9)         1,882         —           Special charges related to retirement of Executive Chair (9)         9,2%         9,6%           EBITDA Margin Percent on Revenue (10)         9,2%         9,6%           EBITDA Margin Percent on Revenue (10)         10,2%         10,0%           Adjusted EBITDA Margin Percent on Service Revenue (10)	Reconciliation of EBITDA and Adjusted EBITDA			
Interest expense   2,697   2,683   Provision for income taxes   6,775   6,678   Depreciation and amortization   10,155   8,285   EBITDA   37,858   36,414   Adjustment related to impairment of long-lived assets (4)		\$ 17,862	\$	18,351
Provision for income taxes         6,775         6,878           Depreciation and amortization         10,155         8,285           EBITDA         37,858         36,414           Adjustment related to impairment of long-lived assets (4)         —         303           Special charges related to acquisitions (5)         1,319         95           Special charges related to severance for staff realignment (6)         1,226         491           Special charges related to severance for staff realignment (6)         -         200           Special charges related to the transfer to our new corporate headquarters (8)         1,882         —           Special charges related to retirement of Executive Chair (9)         —         224           Total special charges         4,427         1,313           Adjusted EBITDA         9,2%         9,6%           EBITDA Margin Percent on Revenue (10)         9,2%         9,6%           EBITDA Margin Percent on Revenue (10)         10,2%         10,0%           Adjusted EBITDA Margin Percent on Service Revenue (10)         10,2%         10,0%           Adjusted EBITDA Margin Percent on Service Revenue (10)         13,39%         13,5%           Politated EPS         \$ 0,94         \$ 0,96           Adjusted EBITDA Margin Percent on Service Revenue (10)	Other expense	369		417
Depreciation and amortization         10,155         8,285           EBITDA         37,858         36,414           Adjustment related to impairment of long-lived assets (4)         —         303           Special charges related to acquisitions (5)         1,319         95           Special charges related to severance for staff realignment (6)         1,226         491           Special charges related to facilities consolidations and office closures (7)         —         200           Special charges related to the transfer to our new corporate headquarters (8)         1,882         —           Special charges related to retirement of Executive Chair (9)         —         224           Total special charges         4,427         1,313           Adjusted EBITDA         9,2%         9,6%           EBITDA Margin Percent on Revenue (10)         9,2%         9,6%           EBITDA Margin Percent on Service Revenue (10)         10,2%         10,0%           Adjusted EBITDA Margin Percent on Service Revenue (10)         13,0%         13,0%           Adjusted EBITDA Margin Percent on Service Revenue (10)         10,0%         10,0%           Adjustment related to impairment of long-lived assets         9,09         9,06           Special charges related to acquisitions         0,07         —           Sp	Interest expense	2,697		2,683
EBITDA   37,858   36,414	Provision for income taxes	6,775		6,678
Adjustment related to impairment of long-lived assets (4)         —         303           Special charges related to acquisitions (5)         1,319         95           Special charges related to severance for staff realignment (6)         1,226         491           Special charges related to severance for staff realignment (6)         —         200           Special charges related to facilities consolidations and office closures (7)         —         200           Special charges related to the transfer to our new corporate headquarters (8)         1,882         —           Special charges related to retirement of Executive Chair (9)         —         224           Total special charges         4,427         1,313           Adjusted EBITDA         \$         42,285         \$         37,727           EBITDA Margin Percent on Revenue (10)         9,2%         9,6%         26           EBITDA Margin Percent on Service Revenue (10)         10,2%         10,0%           Adjusted EBITDA Margin Percent on Service Revenue (10)         10,2%         10,0%           Adjusted EBITDA Margin Percent on Service Revenue (10)         13,9%         13,5%           Reconciliation of Non-GAAP Diluted EPS         \$         0,94         \$         0,96           Adjustment related to impairment of long-lived assets         — <td>Depreciation and amortization</td> <td>10,155</td> <td></td> <td>8,285</td>	Depreciation and amortization	10,155		8,285
Special charges related to acquisitions (5)         1,319         95           Special charges related to severance for staff realignment (6)         1,226         491           Special charges related to facilities consolidations and office closures (7)         —         200           Special charges related to the transfer to our new corporate headquarters (8)         1,882         —           Special charges related to retirement of Executive Chair (9)         —         224           Total special charges         4,427         1,313           Adjusted EBITDA         \$ 42,285         \$ 37,727           EBITDA Margin Percent on Revenue (10)         9,2%         9,6%           EBITDA Margin Percent on Service Revenue (10)         12,4%         13,0%           Adjusted EBITDA Margin Percent on Revenue (10)         10,2%         10,0%           Adjusted EBITDA Margin Percent on Service Revenue (10)         13,9%         13,5%           Reconciliation of Non-GAAP Diluted EPS           Diluted EPS         \$ 0,94         \$ 0,96           Adjustment related to impairment of long-lived assets         —         0,02           Special charges related to acquisitions         0,07         —           Special charges related to severance for staff realignment         0,06         0,03           Special charges relat	EBITDA	37,858		36,414
Special charges related to severance for staff realignment (6)         1,226         491           Special charges related to facilities consolidations and office closures (7)         —         200           Special charges related to the transfer to our new corporate headquarters (8)         1,882         —           Special charges related to retirement of Executive Chair (9)         —         224           Total special charges         4,427         1,313           Adjusted EBITDA         \$ 42,285         \$ 37,727           EBITDA Margin Percent on Revenue (10)         9.2%         9.6%           EBITDA Margin Percent on Service Revenue (10)         10.2%         10.0%           Adjusted EBITDA Margin Percent on Service Revenue (10)         10.2%         10.0%           Adjusted EBITDA Margin Percent on Service Revenue (10)         13.9%         13.5%           Reconciliation of Non-GAAP Diluted EPS           Diluted EPS         \$ 0.94         \$ 0.96           Adjustment related to impairment of long-lived assets         —         0.02           Special charges related to acquisitions         0.07         —           Special charges related to acquisitions and office closures         —         0.01           Special charges related to the transfer to our new corporate headquarters         0.10         —	Adjustment related to impairment of long-lived assets (4)	_		303
Special charges related to facilities consolidations and office closures (7)         —         200           Special charges related to the transfer to our new corporate headquarters (8)         1,882         —           Special charges related to retirement of Executive Chair (9)         —         224           Total special charges         4,427         1,313           Adjusted EBITDA         \$         42,285         \$         37,727           EBITDA Margin Percent on Revenue (10)         9,2%         9,6%           EBITDA Margin Percent on Service Revenue (10)         12,4%         13,0%           Adjusted EBITDA Margin Percent on Service Revenue (10)         10,2%         10,0%           Adjusted EBITDA Margin Percent on Service Revenue (10)         13,9%         13,5%           Reconciliation of Non-GAAP Diluted EPS         S         0,94         \$         0,96           Adjustment related to impairment of long-lived assets         —         0,02           Special charges related to acquisitions         0,07         —           Special charges related to severance for staff realignment         0,06         0,03           Special charges related to the transfer to our new corporate headquarters         —         0,01           Special charges related to the transfer to our new corporate headquarters         0,10         —		1,319		95
Special charges related to the transfer to our new corporate headquarters (8)   1,882   —   224     Special charges related to retirement of Executive Chair (9)   —   224     Total special charges   4,427   1,313     Adjusted EBITDA   S   42,285   \$ 37,727     EBITDA Margin Percent on Revenue (10)   9,2%   9,6%     EBITDA Margin Percent on Service Revenue (10)   12,4%   13,0%     Adjusted EBITDA Margin Percent on Revenue (10)   10,2%   10,0%     Adjusted EBITDA Margin Percent on Service Revenue (10)   13,9%   13,5%     Reconciliation of Non-GAAP Diluted EPS	Special charges related to severance for staff realignment (6)	1,226		491
Special charges related to retirement of Executive Chair (9)         —         224           Total special charges         4,427         1,313           Adjusted EBITDA         \$ 42,285         \$ 37,727           EBITDA Margin Percent on Revenue (10)         9,2%         9,6%           EBITDA Margin Percent on Service Revenue (10)         12,4%         13,0%           Adjusted EBITDA Margin Percent on Revenue (10)         10,2%         10,0%           Adjusted EBITDA Margin Percent on Service Revenue (10)         13,9%         13,5%           Reconciliation of Non-GAAP Diluted EPS           Diluted EPS         \$ 0,94         \$ 0,96           Adjustment related to impairment of long-lived assets         —         0,02           Special charges related to acquisitions         0,07         —           Special charges related to severance for staff realignment         0,06         0,03           Special charges related to facilities consolidations and office closures         —         0,01           Special charges related to the transfer to our new corporate headquarters         0,1         —           Special charges related to the transfer to our new corporate headquarters         0,0         —           Special charges related to retirement of Executive Chair         —         0,01           Amortization	Special charges related to facilities consolidations and office closures (7)	_		200
Total special charges	Special charges related to the transfer to our new corporate headquarters (8)	1,882		_
Adjusted EBITDA         \$ 42,285         \$ 37,727           EBITDA Margin Percent on Revenue (10)         9.2%         9.6%           EBITDA Margin Percent on Service Revenue (10)         12.4%         13.0%           Adjusted EBITDA Margin Percent on Revenue (10)         10.2%         10.0%           Adjusted EBITDA Margin Percent on Service Revenue (10)         13.9%         13.5%           Reconciliation of Non-GAAP Diluted EPS           Diluted EPS         \$ 0.94         \$ 0.96           Adjustment related to impairment of long-lived assets         — 0.02           Special charges related to acquisitions         0.07         —           Special charges related to severance for staff realignment         0.06         0.03           Special charges related to facilities consolidations and office closures         — 0.01           Special charges related to the transfer to our new corporate headquarters         0.10         —           Special charges related to retirement of Executive Chair         — 0.01         —           Amortization of intangibles         0.28         0.16           Income tax effects on amortization, special charges, and adjustments (11)         (0.14)         (0.06)	Special charges related to retirement of Executive Chair (9)	_		224
EBITDA Margin Percent on Revenue (10)  EBITDA Margin Percent on Service Revenue (10)  Adjusted EBITDA Margin Percent on Revenue (10)  Adjusted EBITDA Margin Percent on Revenue (10)  Adjusted EBITDA Margin Percent on Service Revenue (10)  10.2%  Adjusted EBITDA Margin Percent on Service Revenue (10)  13.9%  Reconciliation of Non-GAAP Diluted EPS  Diluted EPS  S  0.94  S  0.94  O.02  Special charges related to impairment of long-lived assets  0.07  —  Special charges related to acquisitions  Special charges related to severance for staff realignment  Special charges related to facilities consolidations and office closures  Special charges related to the transfer to our new corporate headquarters  D.010  —  Special charges related to retirement of Executive Chair  Amortization of intangibles  0.28  0.16  Income tax effects on amortization, special charges, and adjustments (11)  O  O  O  O  O  O  O  O  O  O  O  O  O	Total special charges	 4,427		1,313
EBITDA Margin Percent on Service Revenue (10) Adjusted EBITDA Margin Percent on Revenue (10) Adjusted EBITDA Margin Percent on Service Revenue (10)  Reconciliation of Non-GAAP Diluted EPS Diluted EPS Diluted EPS S 0.94 Adjustment related to impairment of long-lived assets	Adjusted EBITDA	\$ 42,285	\$	37,727
EBITDA Margin Percent on Service Revenue (10) Adjusted EBITDA Margin Percent on Revenue (10) Adjusted EBITDA Margin Percent on Service Revenue (10)  Reconciliation of Non-GAAP Diluted EPS Diluted EPS Diluted EPS S 0.94 Adjustment related to impairment of long-lived assets	EBITDA Margin Percent on Revenue (10)	9.2%		9.6%
Adjusted EBITDA Margin Percent on Revenue (10)  Adjusted EBITDA Margin Percent on Service Revenue (10)  13.9%  13.5%  Reconciliation of Non-GAAP Diluted EPS  Diluted EPS  Diluted EPS  \$ 0.94 \$ 0.96  Adjustment related to impairment of long-lived assets				
Adjusted EBITDA Margin Percent on Service Revenue (10)  Reconciliation of Non-GAAP Diluted EPS  Diluted EPS  Adjustment related to impairment of long-lived assets  Special charges related to acquisitions  Special charges related to severance for staff realignment  Special charges related to facilities consolidations and office closures  Special charges related to the transfer to our new corporate headquarters  Special charges related to retirement of Executive Chair  Amortization of intangibles  13.9%  13.5%  10.96  0.94  0.96  0.07   0.02  0.07   0.01  0.01  0.01  0.01  0.01  0.01  0.01  0.01  0.01  0.01  0.01  0.01  0.01  0.01  0.01  0.01  0.01  0.01  0.01				
Diluted EPS\$ 0.94\$ 0.96Adjustment related to impairment of long-lived assets—0.02Special charges related to acquisitions0.07—Special charges related to severance for staff realignment0.060.03Special charges related to facilities consolidations and office closures—0.01Special charges related to the transfer to our new corporate headquarters0.10—Special charges related to retirement of Executive Chair—0.01Amortization of intangibles0.280.16Income tax effects on amortization, special charges, and adjustments (11)(0.14)(0.06)	_ ·			13.5%
Adjustment related to impairment of long-lived assets—0.02Special charges related to acquisitions0.07—Special charges related to severance for staff realignment0.060.03Special charges related to facilities consolidations and office closures—0.01Special charges related to the transfer to our new corporate headquarters0.10—Special charges related to retirement of Executive Chair—0.01Amortization of intangibles0.280.16Income tax effects on amortization, special charges, and adjustments (11)(0.14)(0.06)	Reconciliation of Non-GAAP Diluted EPS			
Special charges related to acquisitions0.07—Special charges related to severance for staff realignment0.060.03Special charges related to facilities consolidations and office closures—0.01Special charges related to the transfer to our new corporate headquarters0.10—Special charges related to retirement of Executive Chair—0.01Amortization of intangibles0.280.16Income tax effects on amortization, special charges, and adjustments (11)(0.14)(0.06)	Diluted EPS	\$ 0.94	\$	0.96
Special charges related to severance for staff realignment0.060.03Special charges related to facilities consolidations and office closures—0.01Special charges related to the transfer to our new corporate headquarters0.10—Special charges related to retirement of Executive Chair—0.01Amortization of intangibles0.280.16Income tax effects on amortization, special charges, and adjustments (11)(0.14)(0.06)	Adjustment related to impairment of long-lived assets	_		0.02
Special charges related to facilities consolidations and office closures—0.01Special charges related to the transfer to our new corporate headquarters0.10—Special charges related to retirement of Executive Chair—0.01Amortization of intangibles0.280.16Income tax effects on amortization, special charges, and adjustments (11)(0.14)(0.06)	Special charges related to acquisitions	0.07		_
Special charges related to the transfer to our new corporate headquarters0.10—Special charges related to retirement of Executive Chair—0.01Amortization of intangibles0.280.16Income tax effects on amortization, special charges, and adjustments (11)(0.14)(0.06)		0.06		0.03
Special charges related to retirement of Executive Chair       —       0.01         Amortization of intangibles       0.28       0.16         Income tax effects on amortization, special charges, and adjustments (11)       (0.14)       (0.06)	Special charges related to facilities consolidations and office closures	_		0.01
Amortization of intangibles 0.28 0.16 Income tax effects on amortization, special charges, and adjustments (11) (0.14) (0.06)	Special charges related to the transfer to our new corporate headquarters	0.10		_
Income tax effects on amortization, special charges, and adjustments (11) (0.14)	Special charges related to retirement of Executive Chair	_		0.01
	Amortization of intangibles	0.28		0.16
Non-GAAP EPS \$ 1.31 \$ 1.13	Income tax effects on amortization, special charges, and adjustments (11)	 (0.14)		(0.06)
	Non-GAAP EPS	\$ 1.31	\$	1.13

- (2) These tables provide reconciliations of non-GAAP financial measures to the most applicable GAAP numbers. While we believe that these non-GAAP financial measures may be useful in evaluating our financial information, they should be considered supplemental in nature and not as a substitute for financial information prepared in accordance with GAAP. Other companies may define similarly titled non-GAAP measures differently and, accordingly, care should be exercised in understanding how we define these measures.
- (3) Subcontractor and other direct costs is direct costs excluding direct labor and fringe costs.
- (4) Adjustment related to impairment of long-lived assets: We recognized impairment expense of \$0.3 million in the first quarter of 2021 related to impairment of a right-of-use lease asset.
- (5) Special charges related to acquisitions: These costs consist primarily of consultants and other outside third-party costs and integration costs associated with our acquisitions and/or potential acquisitions.
- (6) Special charges related to severance for staff realignment: These costs are mainly due to involuntary employee termination benefits for our officers, groups of employees who have been notified that they will be terminated as part of a consolidation or reorganization or, to the extent that the costs are not included in the previous two categories, involuntary employee termination benefits for employees who have been terminated as a result of COVID-19.
- (7) Special charges related to facilities consolidations and office closures: These costs are exit costs or gains associated with office lease contraction, terminated office leases, or full office closures. The exit costs include charges incurred under a contractual obligation that existed as of the date of the accrual and for which we will continue to pay until the contractual obligation is satisfied but with no economic benefit to us.
- (8) Special charges related to the transfer to our new corporate headquarters: These costs are additional rent as a result of us taking possession of our new corporate headquarters in Reston, Virginia, during the fourth quarter of 2021 while maintaining our current headquarters in Fairfax, Virginia. We intend to complete the transition to our new corporate headquarters by the end of 2022 when our Fairfax lease ends.
- (9) Special charges related to retirement of the former Executive Chair: Our former Executive Chair retired effective December 31, 2020. These costs relate to unvested equity awards that, as a result of his employment agreement, the departing officer was able to maintain certain equity awards beyond the date of employment.
- (10) EBITDA Margin Percent and Adjusted EBITDA Margin Percent were calculated by dividing the non-GAAP measure by the corresponding revenue.
- (11) Income tax effects were calculated using an effective U.S. GAAP tax rate of 27.5% and 26.7% for the three months ended March 31, 2022 and 2021.

### ICF International, Inc. and Subsidiaries Consolidated Balance Sheets (Unaudited)

(in thousands, except share and per share amounts)		March 31, 2022	De	ecember 31, 2021
ASSETS				
Current Assets:				
Cash and cash equivalents	\$	7,392	\$	8,254
Restricted cash - current		1,681		12,179
Contract receivables, net		205,827		237,684
Contract assets		189,147		137,867
Prepaid expenses and other assets		41,176		42,354
Income tax receivable		8,288		10,825
Total Current Assets	-	453,511		449,163
Property and Equipment, net		62,886		52,053
Other Assets:		,,,,,		,,,,,
Goodwill		1,045,503		1,046,760
Other intangible assets, net		74,274		79,645
Operating lease - right-of-use assets		172,133		177,417
Other assets		49,416		44,496
Total Assets	\$	1,857,723	\$	1,849,534
Total Assets	Þ	1,037,723	<u>\$</u>	1,049,334
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current Liabilities:				
Current portion of long-term debt	\$	10,000	\$	10,000
Accounts payable		95,706		105,652
Contract liabilities		31,491		39,665
Operating lease liabilities - current		30,530		34,901
Accrued salaries and benefits		94,931		85,517
Accrued subcontractors and other direct costs		40,165		39,400
Accrued expenses and other current liabilities		41,388		61,496
Total Current Liabilities		344,211		376,631
Long-term Liabilities:		311,211		370,031
Long-term debt		449,776		411,605
Operating lease liabilities - non-current		189,857		191,805
Deferred income taxes		47,684		41,913
Other long-term liabilities		22,893		24,110
Total Liabilities		1,054,421		1,046,064
Total Liabilities		1,034,421		1,040,004
Commitments and Contingencies				
Stockholders' Equity:				
Preferred stock, par value \$.001; 5,000,000 shares authorized; none issued		_		_
Common stock, par value \$.001; 70,000,000 shares authorized; 23,679,411 and 23,535,671 shares issued at				
March 31, 2022 and December 31, 2021, respectively; 18,793,455 and 18,876,490 shares outstanding at				
March 31, 2022 and December 31, 2021, respectively		23		23
Additional paid-in capital		388,639		384,984
Retained earnings		664,532		649,298
Treasury stock, 4,885,956 and 4,659,181 shares at March 31, 2022 and December 31, 2021, respectively		(241,516)		(219,800)
Accumulated other comprehensive loss		(8,376)		(11,035)
Total Stockholders' Equity		803,302		803,470
Total Liabilities and Stockholders' Equity	•		•	
Total Elabilities and Stockholders Equity	\$	1,857,723	\$	1,849,534

## ICF International, Inc. and Subsidiaries Consolidated Statements of Cash Flows (Unaudited)

(Omadited)				
	Three Months Ended March 31,			d
(in thousands)		2022	1 31,	2021
Cash Flows from Operating Activities		2022		2021
Net income	\$	17,862	\$	18,351
Adjustments to reconcile net income to net cash (used in) provided by operating activities:	Ψ	17,002	Ψ	10,551
(Recovery of) provision for credit losses		(170)		5,334
Deferred income taxes		4,505		1,838
Non-cash equity compensation		3,563		3,275
Depreciation and amortization		10,154		8,285
Facilities consolidation reserve		(78)		(75)
Amortization of debt issuance costs		154		155
Impairment of long-lived assets		_		303
Other adjustments, net		353		457
Changes in operating assets and liabilities, net of the effect of acquisitions:		333		137
Net contract assets and liabilities		(59,689)		(19,750)
Contract receivables		31,473		2,531
Prepaid expenses and other assets		(11,708)		2,016
Operating lease assets and liabilities, net		(532)		(1,143)
Accounts payable		(9,815)		(354)
Accrued salaries and benefits		9,513		4,715
Accrued salaries and other direct costs		1,078		(33,466)
Accrued expenses and other current liabilities		(6,883)		8,303
Income tax receivable and payable		2,621		3,924
Other liabilities		544		262
Net Cash (Used in) Provided by Operating Activities	<del></del>	(7,055)		4.961
Net Cash (Osed in) Frovided by Operating Activities		(7,055)		4,901
Cash Flows from Investing Activities				
Capital expenditures for property and equipment and capitalized software		(6,454)		(3,595)
		(3,12.1)		(0,000)
Cash Flows from Financing Activities				
Advances from working capital facilities		329,690		185,755
Payments on working capital facilities		(291,662)		(174,674)
Receipt of restricted contract funds		4,301		451
Payment of restricted contract funds		(14,714)		(27,081)
Proceeds from exercise of options		92		2,702
Dividends paid		(2,644)		(2,642)
Net payments for stock issuances and buybacks		(22,268)		(17,104)
Payments on business acquisition liabilities		(121)		(682)
Net Cash Provided by (Used in) Financing Activities	-	2,674	_	(33,275)
Effect of Exchange Rate Changes on Cash, Cash Equivalents, and Restricted Cash		(525)		745
Effect of Exchange rate Changes on Cash, Cash Equivalents, and reserved Cash		(323)		7 15
Decrease in Cash, Cash Equivalents, and Restricted Cash		(11,360)		(31,164)
Cash, Cash Equivalents, and Restricted Cash, Beginning of Period		20,433		81,987
Cash, Cash Equivalents, and Restricted Cash, End of Period	\$	9,073	\$	50,823
Cush, Cush Equivalents, and restricted Cush, End of Period	Ψ	7,073	Ψ	30,023
Supplemental Disclosure of Cash Flow Information				
Cash paid during the period for:				
Interest	\$	2,760	\$	2,637
Income taxes	\$	949	\$	961
	Ψ	777	Ψ	701
Non-cash investing and financing transactions:	e	10.042	¢.	
Tenant improvements funded by lessor	\$	10,843	\$	

# ICF International, Inc. and Subsidiaries Supplemental Schedule(12)

Revenue by client markets	Three Months 1 March 31	
	2022	2021
Energy, environment, and infrastructure	38%	43%
Health, education, and social programs	50%	42%
Safety and security	7%	8%
Consumer and financial	5%	7%
Total	100%	100%

Revenue by client type	Three Months I March 31,	
	2022	2021
U.S. federal government	53%	46%
U.S. state and local government	16%	15%
International government	6%	10%
Total Government	75%	71%
Commercial	25%	29%
Total	100%	100%

Revenue by contract mix	Three Months Ended March 31,		
	2022	2021	
Time-and-materials	40%	42%	
Fixed price	44%	39%	
Cost-based	16%	19%	
Total	100%	100%	

(12) As is shown in the supplemental schedule, we track revenue by key metrics that provide useful information about the nature of our operations. Client markets provide insight into the breadth of our expertise. Client type is an indicator of the diversity of our client base. Revenue by contract mix provides insight in terms of the degree of performance risk that we have assumed.