



**ICF INTERNATIONAL, INC.  
HUMAN CAPITAL COMMITTEE CHARTER**

**Most Recently Amended Effective September 18, 2020**

**A. PURPOSE**

The Human Capital Committee (the “Committee”) shall provide assistance to the Board of Directors (the “Board”) of ICF International, Inc. (the “Company”) in fulfilling the Board’s responsibilities relating to management performance and compensation.

In addition, the Committee is authorized to undertake the specific duties and responsibilities listed below and has the authority to undertake such other specific duties as the Board may from time to time prescribe. In carrying out its responsibilities, the Committee believes that the policies and procedures delineated in this Charter should remain flexible, in order to allow the Committee to react best to changing business and regulatory requirements.

**B. MEMBERSHIP**

The Committee shall be composed of three or more directors who are each “independent” directors as determined in accordance with the Securities Exchange Act of 1934, as amended, and applicable NASDAQ Stock Market (“NASDAQ”) criteria. No Committee member shall accept, directly or indirectly, any consulting, advisory or other compensatory fee from the Company or any subsidiary thereof. The members of the Committee shall be appointed by the Board and may be removed at any time with or without cause, but only by the Board.

The Board shall designate one Committee member as the Committee’s chair. The Committee chair shall, in consultation with other Committee members and management, as appropriate, set the agenda for and preside at the meetings of the Committee.

**C. MEETINGS**

The Committee shall meet on the call of its chair, but typically no less often than three times per year. The Committee may meet periodically in executive session to discuss matters that it determines require private Committee attention. A majority of the members of the Committee shall be a quorum to transact business. The Committee shall maintain minutes of each meeting and shall report on matters considered at Committee meetings to the Board at the next regularly scheduled Board meeting.

**D. SPECIFIC RESPONSIBILITIES AND DUTIES**

Pursuant to the Committee’s purpose, the Committee shall have the following specific duties and responsibilities:

Regarding Compensation Philosophy

1. consider and authorize the compensation philosophy for the Company’s employees, including appropriate peer group and target compensation positioning;

2. periodically review and consider the Company's salary, bonus and equity-based compensation programs to assess whether those programs, either individually or taken as a whole, encourage management to engage in inappropriate risk;

#### Regarding Executive Compensation

3. review and give final approval with respect to all material elements of the compensation of the Company's executive officers (as defined in applicable rules of the Securities and Exchange Commission ("SEC") and as designated by the Board), except with respect to the senior executive officers (including an Executive Chair, as that position may exist from time to time, and a Chief Executive Officer, collectively, "SEOs"), which shall be approved by the Board;
4. evaluate the SEOs' performance in light of corporate goals and objectives; in determining the long-term incentive component of the SEOs' compensation, the Committee should consider the Company's performance and relative stockholder return, the value of similar incentive awards to senior executive officers at comparable companies and the awards given to the SEOs in past years; provided, however, that the SEOs may not be present during voting or deliberations by the Committee on their compensation;
5. in consultation with the SEOs, review and evaluate the performance of executive officers other than the SEOs and approve the compensation of such officers;
6. annually review and approve perquisites and other benefits for the Company's executive officers;
7. review and approve employment agreements, compensation arrangements and separation allowances for the Company's named executive officers, except with respect to the SEOs, which shall be approved by the Board;
8. monitor compliance with stock ownership guidelines for the SEOs and other executive officers;
9. review the results and any implications of the annual stockholder advisory "say-on-pay" vote, consider and oversee responses to stockholder communications concerning compensation matters, and evaluate whether any adjustments to the Company's executive compensation policies and practices are necessary or advisable;
10. review and provide feedback on the Company's culture, including: its focus and progress on equity, diversity and inclusion and overcoming any institutional bias;
11. review and provide feedback on the Company's succession planning below the named executive officer level, taking into account factors such as diversity, talent retention, business performance and business strategy;

#### Regarding SEC Reporting

12. review and discuss with management the Compensation Discussion and Analysis required by applicable SEC rules to be included in the Company's Annual Report on Form 10-K and proxy statement and, based on this review and discussion, determine whether to recommend to the Company's Board that the Compensation Discussion and Analysis be included in the Form 10-K and proxy statement;
13. annually review and participate in the development of the report of the Committee required to be included in the Company's Annual Report on Form 10-K and proxy statement;

#### Regarding Employee Benefit Plans

14. review and approve the adoption or amendment of incentive compensation plans, deferred compensation plans, retirement plans, and equity-based plans;
15. administer, or review the administration of, incentive, deferred compensation, retirement and equity-based plans;
16. grant awards under the Company's equity-based plans, exercising full and final authority to interpret the provisions of such equity plans;
17. determine whether any performance goals applicable to an executive are attained by such executive;

#### Other Responsibilities

18. periodically appoint (and replace) members of the Company's Retirement Committee;
19. annually review the performance and function of the Company's Retirement Committee, provide advisory input to the Company's Retirement Committee as may be requested by the Company's Retirement Committee, and amend or update the Charter of the Company's Retirement Committee, as needed;
20. review and approve adoption of amendments to the Company's tax-qualified retirement plans and deferred compensation plans that are recommended by the Company's Retirement Committee and that may materially increase the cost of such plans to the Company;
21. in conjunction with the Governance and Nominating Committee, annually review and update this Charter for consideration by the Board;
22. annually evaluate the performance and function of the Committee and report to the Board the results of such evaluation (such report may be written or oral); and
23. such additional duties or responsibilities as the Board may determine from time to time.

## E. RESOURCES AND AUTHORITY

The Committee shall have access to the following resources and the authority to do the following:

- retain, oversee, and terminate any compensation consultants, legal counsel and/or other advisors, in its sole discretion, to assist the Committee in any aspect of the evaluation of the SEOs or other executive officers' compensation or on any other subject relevant to the Committee's responsibilities, including the authority to approve retention terms, and provide funding, as determined by the Committee in its sole and absolute discretion, for payment of compensation to any compensation consultant, legal counsel or any other advisor retained by the Committee;
- select, or receive advice from, a compensation consultant, legal counsel or other advisor to the Committee, other than in-house legal counsel, only after taking into consideration:
  - a. provision of other services to the Company by the person that employs the advisor;
  - b. amount of fees received from the Company by the person that employs the advisor, as a percentage of the total revenue of the person that employs the advisor;
  - c. policies and procedures of the person that employs the advisor that are designed to prevent conflicts of interest;
  - d. any business or personal relationship of the advisor with a member of the Committee;
  - e. any stock of the Company owned by the advisor; and
  - f. any business or personal relationship of the advisor or the person employing the advisor with an executive officer of the Company; and
- periodically evaluate each compensation consultant, legal counsel and/or other advisor that provides advice to the Committee, other than in-house legal counsel, taking into consideration each of the factors set forth in the prior paragraph.

Dated: September 18, 2020<sup>1</sup>

---

<sup>1</sup>Previously amended on September 12, 2012, September 18, 2013, September 14, 2016, September 15, 2017, September 13, 2018, and September 13, 2020.