



CORPORATE GOVERNANCE GUIDELINES

Effective as of September 18, 2020

The following Corporate Governance Guidelines (the “Guidelines”) have been adopted by the Board of Directors (the “Board”) of ICF International, Inc. (the “Company”) and, along with the charters and key practices of the Board’s committees, provide the framework for the governance of the Company. The Guidelines should be applied in a manner consistent with all applicable laws, NASDAQ Stock Market (“NASDAQ”) rules and the Company’s Certificate of Incorporation and Bylaws, each as amended and in effect from time to time.

The Board has established a Governance and Nominating Committee to implement and evaluate these Guidelines and to carry out other functions described below and in its charter. The Board may modify or make exceptions to the Guidelines from time to time in its discretion and consistent with its duties and responsibilities to the Company and its stockholders.

I. ROLE OF BOARD AND MANAGEMENT

A. Board Leadership

ICF’s business is conducted under the direction of the Company’s senior executive officers (including an Executive Chair, as that position may exist from time to time, and a Chief Executive Officer, collectively, “SEOs”) and the oversight of the Board. In discharging their fiduciary duties of care, loyalty and candor, Directors are expected to exercise their business judgment and act in what they reasonably believe to be the best interests of the Company and its stockholders. Both the Board and management recognize that the interests of stockholders are advanced by responsibly addressing the concerns of stakeholders and interested parties, including employees, customers, suppliers, the communities in which the Company operates, government officials and the public at-large.

The principal responsibility of the Directors is to oversee the management of the Company, and, in so doing, serve the best interests of the Company and its stockholders. In addition, the Board performs a number of specific functions, including through or with the assistance of committees of the Board. These include:

- Selecting, evaluating and compensating the SEOs and overseeing succession planning.
- Providing counsel and oversight on the evaluation, development and compensation of senior management.
- Reviewing, monitoring and, where appropriate, approving the overall corporate strategy and major corporate actions.
- Assessing major risks facing the Company, and reviewing options for their mitigation.
- Monitoring and, where appropriate, responding to communications from stockholders;

- Ensuring processes are in place for maintaining the integrity of the Company, including: the integrity of compliance with laws and ethics; the integrity of relationships with customers and suppliers and other stakeholders; and the integrity of the financial statements and the Company's internal controls over financial reporting and management information systems.

1. Selection of the SEOs

The Board will determine from time to time the structure of the Company's SEOs, including the selection of a Chair of the Board (the "Chair"), who may be an executive or non-executive, including combining the role of the Chair with another executive role. The Board's determination of the roles of Chair and the SEOs from time to time, including whether the role of the Chair will be combined with other roles from time to time as best serving the Company's interests, will be in the Board's discretion. The Governance and Nominating Committee plans to review this structure annually and advise the other independent members of the Board concerning any recommended changes. The Board has absolute discretion whether to accept such recommendations.

2. Appointment and Role of Lead Independent Director

In the event that the Chair is not an independent Director, the Governance and Nominating Committee may designate an independent Director to serve as "Lead Independent Director," who shall be approved by a majority of the independent Directors. The Lead Independent Director position shall be reviewed annually by the Governance and Nominating Committee.

The Lead Independent Director, if one is appointed, shall:

- Preside at all meetings of the Board at which the Chair is not present, including meetings of the independent Directors in executive session.
- Provide leadership to the Board if circumstances arise in which the Chair may have a conflict or be unable to participate.
- Be authorized to call meetings of the independent Directors.
- Meet 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.
- Serve as a liaison and, where appropriate or desirable, facilitate communications between other members of the Board and the Chair and/or the SEOs, provided that each Director is free to communicate directly with the Chair and with the other SEOs.
- Work with the Chair in the preparation of the agenda for each Board meeting, determining major discussion items, and determining the need for special meetings of the Board.
- Have the authority to approve information sent to the Board.
- Review meeting schedules to assure there is sufficient time for discussion of agenda items.
- Regularly meet and consult with the Chair and the SEOs on matters of importance that may require review, action or oversight by the Board, ensuring that the Board focuses on key matters facing the Company, including matters relating to corporate governance and Board performance.
- In conjunction with the chair of the Governance and Nominating Committee, oversee and participate in the annual board evaluation and succession planning processes.
- Provide guidance to the Chair regarding the ongoing development of Directors.
- Participate in the Compensation Committee's annual performance evaluation of, and succession planning for, the SEOs.
- Lead 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 in

control of the Company, including by merger, consolidation, asset or stock sale or exchange, or recapitalization.

B. Leadership Review and Development

1. Selection of the SEOs

The Board shall be responsible for identifying potential candidates for, and selecting, the Company's SEOs. In identifying potential candidates for, and selecting, the Company's SEOs, the Board shall consider, among other things, a candidate's experience, understanding of the Company's business environment, leadership qualities, knowledge, skills, integrity and reputation in the business community.

2. Evaluation of the Chief Executive Officer

The Compensation Committee shall evaluate the performance of the Company's SEOs and other executive officers annually, shall determine the compensation of such executive officers (compensation of executive officers other than the SEOs shall be determined in consultation with the SEOs), and shall report such determination to the Board. The Lead Independent Director will participate in the evaluation of the SEOs.

3. Succession Planning and Management Development

The Board, with the assistance of the Governance and Nominating Committee, is responsible for planning for the succession to the position of the SEOs. At a minimum, this will include planning for an unexpected event or other similar circumstance where even a short-term vacancy could negatively impact the Company's operations. The Board may also engage in longer-term planning for the potential succession of the SEOs and other senior executive officers as it deems necessary or appropriate. The Board believes that the SEOs are best suited to work with the Board and/or Governance and Nominating Committee in planning for these types of circumstances.

II. BOARD AND DIRECTOR RESPONSIBILITIES

A. Preparation and Attendance

Directors are expected to spend the time and effort necessary to properly discharge their responsibilities. Directors are expected to regularly attend meetings of the Board and all committees of which they are a member, as well as the annual meeting of stockholders.

B. Ethics and Conflicts of Interest

The Board believes that the long-term success of the Company is dependent upon the maintenance of an ethical business environment that focuses on adherence to both the letter and the spirit of legal mandates. The Board shall maintain a Code of Business Ethics and Conduct, which shall be applicable to all of the Company's employees, including executive officers and members of the Board.

Each Director will avoid taking actions or having interests that might result in a conflict of interest. Each Director will ethically handle all actual or apparent conflicts between personal and professional interests, promptly informing the Chair and SEOs and Lead Independent Director if such a conflict arises and recusing himself or herself from any discussion or decision affecting his or her personal interests. The Board or a designated Board committee shall review and consider the appropriate resolution of any such matters. If a significant conflict of interest cannot be resolved appropriately, a Director may be required to resign from the Board.

C. Service of Former Employees on the Board; Change of Position

A Director whose affiliation or position of principal employment changes substantially after election to the Board, or an independent Director who ceases to qualify as such after election to the Board, will give notice of such change to the Chair of the Governance and Nominating Committee and offer his or her resignation, if it is desired by the Board. The Board does not believe, however, that a Director in this circumstance should necessarily be required to leave the Board. Rather, the Board believes that the Governance and Nominating Committee should have the opportunity to assess each situation and make a recommendation to the Board as to whether such resignation should be accepted.

D. Limitations on Other Directorships

Each Director is expected to be available for a significant time commitment. Directors are expected to ensure that their involvement on other boards of directors does not interfere with their ability to carry out their responsibilities as a member of the Board and any committees on which they serve. No Director may serve on more than four other public company boards (in addition to the Company), and each Director must, at a minimum, meet the regulatory and exchange listing rules applicable to the Company for service on public company boards of directors. Directors should advise the Chair and CEOs, the Lead Independent Director, and the chair of the Governance and Nominating Committee in advance of accepting an invitation to serve on another public company board. Service on boards and/or committees of other organizations shall comply with the Company's conflict of interest policies and shall be promptly disclosed to the Company's Corporate Secretary.

E. Compliance with other policies.

Each Director is expected to comply with other policies affecting Directors, as such policies are in effect from time to time. These include:

1. Insider Information and Securities Trading Policy
2. Hedging and Pledging Policy
3. Related Party Transactions Policy
4. Board Member Stock Ownership Policy

III. BOARD COMPOSITION

A. Size of the Board

The Board believes that a Board ranging in size from one to nine Directors is appropriate, based on the Company's present circumstances. The Board shall periodically review (with input from the Governance and Nominating Committee) its size to ensure that the current number of members most effectively supports the Company and permits diversity of experience without hindering effective discussion or diminishing individual accountability.

B. Independence of Directors

The Board shall be comprised of a majority of Directors who, in the judgment of the Board, qualify as independent Directors under applicable securities laws and regulations, NASDAQ listing standards, and these Guidelines.

The Board will review, on an annual basis, each Director's relationships with the Company (including both direct and indirect relationships). Only those Directors who: (1) meet the requirements of the

applicable securities laws and regulations and the listing standards of NASDAQ, as in effect from time to time, (2) in the Board's judgment, have no relationship with the Company that would interfere with the exercise of independent judgment in carrying out the responsibilities of a Director; and (3) the Board affirmatively determines have no material relationships with the Company, will be deemed "independent" by the Board.

For relationships not covered by the guidelines set forth above, the determination of whether a material relationship exists shall be made by the other members of the Board of Directors who are independent as defined above.

From time to time and pursuant to its charter, the Governance and Nominating Committee shall review and consider for approval (1) interested party contracts and business arrangements and (2) charitable contributions by the Company to organizations with which a Director is affiliated which may call into question the qualification of any Director to serve as an independent Director. In connection therewith, Directors are required to disclose certain business relationships that they or persons or entities closely related to them have, have had or propose to have. Specifically, Directors must disclose certain transactions, arrangements, loans (other than travel and expense advances) or guarantees of loans, or that are proposed for the future, in which the Company was, is or may be a party or participant and in which any of the following persons had or may have a direct or indirect interest:

1. A Director;
2. A Director's immediate family members, which includes children, stepchildren, parents, stepparents, spouse, siblings, mother-in-law, father-in-law, sons-in-law, daughters-in-law, brothers-in-law and sisters-in-law;
3. Any person (other than a tenant or employee) sharing a Director's household;
4. Any 5% stockholder of the Company;
5. An immediate family member (as described in (2) above) of a 5% stockholder of the Company; or
6. Any person (other than a tenant or employee) sharing the household of a 5% stockholder of the Company.

IV. SELECTION OF DIRECTORS

A. Selection Process

The Governance and Nominating Committee is primarily responsible for identifying and evaluating new Director candidates in consultation with the Chair and CEOs and the Lead Independent Director, and presenting appropriate candidates to the Board.

In addition to considering candidates identified by current Board members, executive officers or professional search firms, the Governance and Nominating Committee will consider candidates recommended by stockholders. Stockholders may submit Director candidate suggestions in writing to the attention of the Corporate Secretary of the Company, providing the candidate's name and qualifications for service as a Board member, a document signed by the candidate indicating the candidate's willingness to serve, if elected, and evidence of the stockholder's ownership of Company stock. A stockholder wishing to nominate a candidate must follow the procedures described in Section 1.4 of the Company's Bylaws.

The Board nominates Director candidates for election by the stockholders and fills any Board vacancies that occur between annual meetings.

In addition, the Governance and Nominating Committee will, in consultation with the SEOs and the Lead Independent Director, evaluate annually the performance and contribution of current Directors who will stand for reelection at the next annual meeting of stockholders.

B. Director Qualifications

Except where the Company is required by applicable law, contract, bylaw or otherwise to provide third parties with the right to nominate Directors, the Governance and Nominating Committee shall be responsible for (i) identifying individuals qualified to become Board members and (ii) recommending to the Board the persons to be nominated for election as Directors at any meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board. The Governance and Nominating Committee will seek input on the candidates from the Chair, the SEOs and the Lead Independent Director.

We believe that a diverse Board, made up of Directors with a mix of opinions, perspectives, professional and personal experiences, race, gender and ages allows the Board to make effective decisions for the Company, our stockholders, and our clients. Accordingly, the Governance and Nominating Committee maintains and periodically updates its non-exclusive "Board membership criteria" to assist the Committee in evaluating candidates for the Board, which are summarized in the Company's proxy statement. In identifying candidates, the Governance and Nominating Committee shall take 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 invitation to join the Board should be extended by the Chair, on behalf of the Board. Unauthorized approaches to prospective Directors should be avoided.

C. Majority Voting Policy

The Company's Certificate of Incorporation and Bylaws provide that each Director shall be elected by a majority of the votes cast, except that in a contested election a plurality vote standard shall apply. Any incumbent Director who does not receive a majority of the votes cast in an uncontested election is required to submit his or her resignation to the Board. As set out with more specificity in the Company's Certificate of Incorporation and Bylaws, the Governance and Nominating Committee will make a recommendation to the Board regarding whether to accept or reject the resignation or whether other action should be taken. The Board will act on the committee's recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results. Any incumbent Director who does not receive a majority of the votes cast will not participate in the deliberations described above.

V. OPERATION OF THE BOARD; MEETINGS

A. Setting Board Agenda

The Chair and SEOs shall develop the agenda for each Board meeting in consultation with the Lead Independent Director, if any. Each Board member is free to suggest agenda items for future meeting agendas and to raise at any Board meeting subjects that are not on the agenda for that meeting.

B. Frequency and Length of Meetings.

The Chair and CEOs, in consultation with the Lead Independent Director, if any, and others, as appropriate, shall determine the frequency and length of the Board meetings. Special meetings may be called from time to time as required by the needs of the business and in accordance with the Bylaws of the Company.

C. Distribution of Materials

Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should be distributed in writing (including via hard copy or an electronic format) to the Directors before the meeting, and Directors should review these materials in advance of the meeting. The Board acknowledges that certain items to be discussed at a Board or committee meeting may be of an extremely confidential or time-sensitive nature and that the distribution of materials on these matters prior to meetings may not be appropriate or practicable.

The Directors are entitled to rely on the Company's senior executives and its outside advisors, auditors and legal counsel after making reasonable inquiries to understand the material presented. The Directors are also entitled to Company-provided indemnification, statutory exculpation and Directors' and officers' liability insurance.

D. Meetings of Independent Directors

The Independent Directors will meet in executive session on a regular basis and at any time at the request of any non-management Director. Absent unusual circumstances, these sessions shall be held in conjunction with regular Board meetings. The Director who presides at these meetings shall be the Lead Independent Director if there is one, and, if not, shall be chosen by the independent Directors, and his or her name shall be disclosed in the annual meeting proxy statement.

E. Compensation of the Board

1. Role of the Board and Governance and Nominating Committee

The form and amount of Director compensation shall be determined by the Board in accordance with the policies and principles set forth below. The Governance and Nominating Committee will consider annually whether to undertake a review of the compensation of the Company's Directors.

2. Form of Compensation

The Board believes that Directors should be incentivized to focus on long-term stockholder value. Including equity as part of Director compensation helps align the interests of Directors with those of the Company's stockholders.

3. Amount of Consideration

The Company seeks to attract exceptional talent to its Board. Therefore, the Company's policy is to compensate Directors competitively relative to comparable companies. The Governance and Nominating Committee shall, from time to time, engage an independent consultant to prepare a report comparing the Company's Director compensation with that of directors of comparable companies. The Board believes that it is appropriate for the Chair (if not an employee of the Company), Lead Independent Director, committee chairs and committee members to receive additional compensation for their services in those positions.

4. Director Stock Ownership

The Board believes that the Company's Directors should have a meaningful personal investment in the Company. Accordingly, the Board has adopted a policy (see Appendix D) establishing recommended levels of stock ownership for each Director to have achieved by the end of such Director's fourth year of service on the Company's Board. The Governance and Nominating Committee reviews annually the ownership of Company stock by each Director.

Directors, officers and employees are prohibited from engaging in short-term or speculative transactions in the Company's securities (hedging), as outlined in the Company's Policy on Insider Information and Securities Trading.

5. Employee Directors

Notwithstanding any provision to the contrary contained herein, Directors who are also employees of the Company shall receive no additional compensation for Board or committee service (other than reimbursement of reasonable expenses incurred to attend Board or committee meetings, if applicable).

F. Access to Senior Management

The CEOs will be the Board's primary management contact at the Company. Other senior executive officers are expected to be present at Board meetings at the invitation of the Board. The Board encourages the attendance of such officers at Board meetings when matters within their areas of responsibility are discussed.

G. Access to Independent Advisors

The Board and each committee shall have the power to hire, retain and consult with outside legal, financial or other advisors for the benefit of the Board or such committee, as they may deem necessary or appropriate. Where practical the Board or committee will inform management in order to allow the Company to inform the Board or committee, as appropriate, of any conflicts or other relationships that it might have with the outside legal, financial or other advisor. Subject to legal and regulatory requirements, the Board or any such committee shall determine the degree of independence from the Company required for such advisors. The Company shall provide funding, as determined by the Board or the relevant committee, for payment of compensation to any outside advisors employed by the Board or any committee.

H. Director Orientation and Education

The Governance and Nominating Committee will arrange for the orientation of new Directors, including presentations by senior management to familiarize Directors with general information about the Board, the Company's business and operations and its financial conditions, a summary of Director compensation and a review of Directors' duties and responsibilities. In addition, newly elected and existing Directors are encouraged to attend continuing education programs to better understand their responsibilities and duties, and Directors are encouraged to continue educating themselves with respect to topics related to the Company's business. The Board encourages Directors to participate in accredited Director continuing education programs.

I. Board Evaluation

The Governance and Nominating Committee shall oversee an annual self-assessment of the Board to determine whether it and its committees are functioning effectively. The Governance and Nominating Committee shall determine the nature of the assessment, supervise the conduct of the assessment and prepare a summary of the self- assessment, to be discussed with the Board. The purpose of this process

is to improve the effectiveness of the Board and its committees and not to target individual Board members. The Board periodically augments the annual evaluation process to include supplemental evaluation with Directors conducted by the Lead Independent Director and/or the Governance and Nominating Committee chair.

J. Tenure

The Board does not believe it should establish term limits. Term limits could result in the loss of Directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and an institutional memory that benefits the entire membership of the Board as well as management. As an alternative to term limits, the Governance and Nominating Committee shall review each existing Director's service on the Board in the context of considering his or her nomination for reelection. This will allow the Committee to evaluate the continuing effectiveness of each Director and his or her service on the Company's Board.

K. Board Interaction with Stockholders, Institutional Investors, the Press, Customers, and other Constituencies

The Board believes that the Chair and CEOs and their designees speak for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company. It is, however, expected that Board members would do so with the advance knowledge of and, absent unusual circumstances or as contemplated by the committee charters, only at the request of the Company's Chair and CEOs.

The Board will give appropriate attention to written communications that are submitted by stockholders and other interested parties, and will respond if and as appropriate. All interested parties, including, but not limited to stockholders, who wish to contact the Company's Directors may send written correspondence, in care of the Company's Corporate Secretary. Communications may be addressed to an individual Director, to the non-management Directors as a group, or to the Board as a whole, confidentially or otherwise. Absent unusual circumstances or as contemplated by the committee charters, the Lead Independent Director (or, if there is no Lead Independent Director, the Chair) shall, subject to advice and assistance from the Corporate Secretary and legal counsel, (1) be primarily responsible for monitoring communications from stockholders and other interested parties and (2) provide copies or summaries of such communications to the other Directors as he or she considers appropriate. With respect to correspondence received by the Company that is addressed to one or more Directors, the Board has requested that the following items not be distributed to Directors, because they generally fall into the purview of management, rather than the Board: junk mail and mass mailings, product and service complaints, product and service inquiries, resumes and other forms of job inquiries, solicitations for charitable donations, surveys, business solicitations and advertisements.

If any Director receives or otherwise becomes aware of any offer, proposal or other solicitation or opportunity regarding a possible acquisition or other change in control of the Company, including by merger, consolidation, asset or stock sale or exchange, or recapitalization, such Director shall promptly submit the matter to the Lead Independent Director, who shall in turn inform the Chair.

L. Disclosure of Non-Public Information Concerning the Company: Designated Spokespersons

1. Disclosure of Non-Public Company Information Prohibited

All non-public information concerning the Company and its subsidiaries is the Company's property. It is a violation of this Policy to disclose corporate information, including information concerning other businesses derived from your work with the Company, to individuals outside of the Company except as

required in the course of performance or regular corporate duties. This prohibition applies specifically (but not exclusively) to inquiries about the Company and its customers that may be made by the press, investment analysts or others in the financial community, and even stockholders. The SEC has adopted rules (Regulation FD, see below) prohibiting the disclosure of material non-public information by publicly-held companies without simultaneous public disclosure of the information. Even non-intentional disclosures of such information are consequential and must be remedied by public disclosure within 24 hours.

2. Regulation FD: Designated Spokespersons

Regulation FD prohibits companies from selectively disclosing material non-public information to financial analysts, institutional investors and others without simultaneously making widespread public disclosure. The Company's policy is to comply with Regulation FD, as well as other applicable securities laws and regulations. Therefore, absent a different approach approved by the Board or the Governance and Nominating Committee in specific cases, the only persons authorized to speak on behalf of the Company with the financial press, financial institutions, analysts, stockholders and similar parties are the Executive Chair, Chief Executive Officer, Chief Operating Officer, Chief Financial Officer and Senior Vice President, Government Affairs and Investor Relations. All inquiries from the financial press and members of the financial community as to matters involving the Company and investors should be immediately referred to one of these designated spokespersons.

VI. COMMITTEES OF THE BOARD

A. Key Committees

The Board has delegated responsibility for certain matters to specific Board committees. Such delegations appear in the respective committee charters. The Board shall have at all times an Audit Committee, a Compensation Committee and a Governance and Nominating Committee. Each such committee shall have a charter that has been approved by the Board. The Board may, from time to time, establish or maintain additional committees as necessary and/or for such purpose and time periods it deems appropriate.

B. Assignment of Committee Members

The Governance and Nominating Committee shall review the composition of each committee annually and be responsible for recommending to the Board those Directors to be appointed to each committee of the Board and the chair of each such committee. Except as otherwise permitted by the applicable rules of NASDAQ, each member of the Audit Committee, the Compensation Committee and the Governance and Nominating Committee shall be an "Independent Director" and meet such other requirements established for the Director's service on each such committee as required by the applicable rules of the SEC and NASDAQ listing rules.

C. Committee Charters

In accordance with the applicable rules of NASDAQ, the charters of the Audit Committee, the Compensation Committee and the Governance and Nominating Committee shall set forth the purposes, goals and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board. The Governance and Nominating Committee shall, from time to time, along with each applicable committee, review and reassess the adequacy of each charter and recommend any changes to the Board for approval as appropriate.

D. Selection of Agenda Items

The chair of each committee, in consultation with management and the committee members, shall develop the committee's agenda.

E. Frequency and Length of Committee Meetings

The chair of each committee, in consultation with management and the committee members, shall determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. Special meetings may be called from time to time by the chair of a committee as determined by the needs of the business and the responsibilities of the committees.

F. Committee Reports

Reports of committee meetings shall be submitted to the full Board, subsequent to each committee meeting.

Periodic Review of the Corporate Governance Guidelines

The Governance and Nominating Committee shall periodically review and reassess the adequacy of these Guidelines and recommend any proposed changes to the Board for consideration and approval.

*Last modified and approved by the
Board of Directors on September 18, 2020.*



**Appendices to
Corporate Governance Guidelines**

- A. Insider Information and Securities Trading Policy**
- B. Hedging and Pledging Policy**
- C. Related Party Transactions Policy**
- D. Board Member Stock Ownership Policy**
- E. Executive Stock Ownership Policy**



ICF Corporate Policies

INSIDER INFORMATION AND SECURITIES TRADING

Policy Number: GenCounsel.POL.0002

Owner: [Bettina Welsh](#), SVP & Chief Financial Officer

Contact: [James Daniel](#), EVP & General Counsel

Revised: September 18, 2020

Revision Summary

Date	Contact	Summary
09/18/2020	James Daniel	Revision

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1. Purpose

1.1. Overview

The following policies and procedures (this “**Policy**”) of ICF International, Inc. (together with its subsidiaries, the “**Company**”) are intended to emphasize the importance of complying with information disclosure and reporting requirements and other regulations of the Securities and Exchange Commission (the “**SEC**”) and explain the stringent ethical and legal prohibitions against insider trading and tipping. The Company is committed to upholding both the letter and spirit of the securities laws, rules, and regulations of the United States. Although this policy is established to comply with U.S. laws and regulations, this Policy applies to all of the Company’s operations worldwide. Where specific conduct may be permitted under local law, but is prohibited by this Policy, we must comply with this Policy.

1.2. General Statement

We encourage our officers, employees, and non-employee members of the Board of Directors (“**Directors**”) to become stockholders of ICF International, Inc. However, it is important that investing in the Company’s securities does not create the appearance of any impropriety, and that all investment activities comply with applicable laws and regulations. ***Failure to observe this Policy could result in embarrassment to you or the Company and, in some instances, serious legal consequences for you and for the Company.*** Violation of this Policy may result in disciplinary action up to and including termination of your employment by the Company, and fines and criminal penalties by the SEC. If you have any doubt as to your responsibilities under this Policy, seek clarification and guidance from the Company’s Chief Financial Officer or the General Counsel.

2. Applicable Audience

To avoid even the appearance of impropriety, this Policy applies to all of us at the Company. This includes all officers, Directors and employees; as well as family members (including in-laws) who reside in the same household. It also applies to any other person or entity (such as a company, partnership or trust) over which an officer, Director or employee has significant influence as it relates to securities trading decisions.



3. Policy

3.1. Summary of Key Points within this Policy

This Policy should be read in its entirety. However, certain key points of this Policy are:

- a. **If you have material, non-public information about the Company, you may not trade in (buy or sell) Company stock.**
- b. With the exception of a 10b5-1 trading plan approved in advance and in writing by the Company (and for which the required waiting period has elapsed), specified officers and other designated personnel (as listed on **Exhibit A**) (the “**Officer Group**”) and Directors may only trade in (buy or sell) Company stock during a “Trading Window” (and even then, only if they do not possess any material non-public information). The Officer Group, Directors, and any other employees who have access to material non-public information are collectively considered “**Insiders**.”
- c. Even during a “Trading Window,” the Officer Group and Directors must pre-clear their transactions in Company stock, using the form attached to this Policy as **Exhibit B**. Executive Officers and Directors must make required filings with the SEC that disclose such transactions.
- d. Insiders may establish a plan for trading in ICF securities under Rule 10b5-1 of the Securities Exchange Act, as amended. These plans must be established in good faith, during an open ICF trading window at a time when the Insider is not in possession of material-non-public information. The establishment of any new plan, or the amendment or termination of an existing plan, requires the pre-clearance using the form attached to this Policy as **Exhibit B**.
- e. Short-term and speculative transactions in Company stock are strictly prohibited. See, in this connection, the separate Hedging and Pledging Transactions Policy, Appendix B to the Company’s Corporate Governance Guidelines.
- f. Shares may be purchased automatically through the Employee Stock Purchase Plan (“**ESPP**”) without regard to this Policy. However, you must consider the requirements of this Policy before selling any shares purchased through the ESPP.
- g. You may not disclose confidential information about the Company, especially not to financial analysts or institutional investors.
- h. Violation of this Policy can have severe legal consequences for both you and the Company.

3.2. Prohibition Against Insider Trading

3.2.1. Insider Trading

Directors and their immediate families, and employees of the Company and their immediate families, are prohibited by law and this Policy from buying or selling Company securities while in the possession of material non-public information concerning the Company. You may be guilty of insider trading even if you do not “use” the material non-public information; it is sufficient that you were aware of the information when making a purchase or sale (and such awareness is usually presumed for the Officer Group listed on **Exhibit A** and for Directors). This prohibition applies both to the Company’s securities and also to transactions in the securities of other companies that may be significant customers, suppliers, competitors, adverse litigants, acquisition targets or other companies with which you may become familiar in the course of your employment or dealings with the Company.



3.2.1.1. What Is Insider Trading?

Although there is no statutory definition of insider trading, it consists generally of purchasing or selling securities while in the possession of information that is (i) material and (ii) non-public. This prohibition applies not only to Directors and Company employees, but also to anyone else (including members of their immediate families) who receives material non-public information from a **Director** or Company employee, since it is also illegal to give “tips” to third parties. Therefore, it is possible for you to be charged with insider trading if a third party trades on the basis of non-public material information that you have given to them, even though you do not personally gain from the trading.

3.2.1.2. To Whom Do Insider Trading Restrictions Apply?

These restrictions on insider trading apply to Directors, officers and any other employee with access to material non-public information and to members of the immediate families of anyone in these groups and others who live in those households. The term **immediate family** means any child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law, and includes adoptive relationships. There is a presumption that a person's immediate family sharing the same household are insiders. However, that presumption of such beneficial ownership may be rebutted; see Rule 16 at 1(a)(4);

3.2.1.3. What Is “Material” Information?

There is no statutory definition of what constitutes “material” information. In determining whether information is material, it is necessary to (i) consider whether it is likely that a reasonable investor would consider the information important, *i.e.*, as significantly altering the total mix of information available to him or her, in deciding whether to purchase or sell Company or other securities, and (ii) take into account, in the case of information concerning events that are uncertain, both the probability that the event will occur and the anticipated magnitude of the event if it occurs. Material information may either be positive or negative. It is also important to remember that the standard for whether particular information is material is relatively low and will always be viewed with the benefit of 20-20 hindsight.

3.2.1.4. What Is “Non-public” Information?

In general, information is “non-public” until it is publicly disseminated, such as through the issuance of a press release or through disclosure in the Company's filings with the SEC. In addition, information is not considered to be publicly available immediately after its release. If you have been in possession of material non-public information, you should not trade in Company securities until the third full trading day following the public disclosure or announcement of that material information.

3.2.2. Examples

Material non-public information (*i.e.*, inside information) may include, but is not limited to, the following:

- News of a potential acquisition, merger or disposition involving the Company;
- Financial results (*e.g.*, unreported earnings, revenues, losses);
- Significant developments in major litigation;
- A change in dividend policy;



- Developments concerning significant potential liabilities; or
- Obtaining or losing a major contract.

3.2.3. What Are the Penalties for Trading on the Basis of Inside Information?

The securities laws prescribe heavy penalties for insider trading violations, including (i) civil penalties up to \$5,000,000, and (ii) criminal penalties with jail sentences up to twenty years. Liability may extend not only to violators, but to the Company—which may face penalties of up to \$25,000,000—and others as well. In addition, violators may be subject to further penalties including a fine of up to 300% of any profit received as a result of insider trading. The SEC and Department of Justice have been vigorous in their prosecution of insider trading.

3.2.4. Reporting

If you become aware, or have reason to believe, that any of your colleagues have violated this Policy, U.S. securities laws or applicable laws of any other jurisdiction, the Company encourages you to promptly report your concerns to the Company's Office of General Counsel, to the extent not prohibited by applicable laws. Such reportable activities may include an Insider trading in the Company's securities during a Blackout Period or before the disclosure of material, non-public information. Such a report may be made anonymously and you will not be retaliated against for making a report in "good faith," meaning that you believe your report to be true and that you shared all of the information you had consistent with applicable laws.

3.3. Adoption of "Trading Windows": Transaction Pre-Clearance Procedures for Insiders

3.3.1. Securities Transactions in General

If you are not an Insider, you may buy or sell Company stock at any time without pre-clearance, so long as you are not in possession of material, non-public information concerning the Company.

3.3.2. Establishment of Company Trading Windows: Blackout Periods

The risk of insider trading is lower during the period immediately following the release of the Company's quarterly and annual earnings. Accordingly, the Company requires that, with the exception of trades executed pursuant to a previously-approved 10b5-1 trading plan (for which any waiting period has been satisfied), all Insiders refrain from conducting transactions in the Company's securities other than during the period commencing on the opening of the market on the third full trading day following the release of quarterly or annual earnings and continuing until the close of business on the day that is three weeks prior to the last day of the fiscal quarter (assuming that they do not have any other material, non-public information). For the avoidance of doubt, if quarterly or annual earnings are announced prior to the commencement of trading, then the day of the announcement will be the first full trading day following the earnings release. This period is called a "Trading Window." Conversely, the period when Insiders are not permitted to trade in the Company's securities is called the "Blackout Period." The Company reserves the right to impose special blackout periods from time to time and/or to include additional employees in a "Blackout Period" if they become aware of material, non-public information. Please contact the Company's Chief Financial Officer or the Office of General Counsel for more information.

Note that prohibitions against insider trading still apply during any Trading Window. Therefore, even during a Trading Window, Insiders should be aware of whether or not they are in possession



of any material non-public information and Directors and the Officer Group are subject to the mandatory pre-clearance procedures described below.

3.3.3. Mandatory Pre-Clearance

All transactions in Company securities (including establishing, amending or terminating 10b5-1 trading plans) by Directors, the Officer Group set forth on **Exhibit A** to this Policy (as such exhibit may be amended by the Company from time to time), and members of their immediate families must be pre-approved by the Company's Chief Financial Officer or the General Counsel (or designated attorneys in the Office of General Counsel, who, in turn, may pre-clear each others' transactions in the Company's securities. All pre-clearance requests should be submitted using the Pre-Clearance Approval Form attached as **Exhibit B** to this Policy to each of the Chief Financial Officer and the General Counsel at least two business days in advance of the proposed transaction. You are responsible for personally speaking with the Chief Financial Officer or the General Counsel (or designated attorneys in the Office of General Counsel) to ensure that the Pre-Clearance Approval Form has been received. If you leave a voice-mail or e-mail message and do not receive a response, it is your responsibility to follow up to ensure that your message was received.

3.3.3.1. Procedures

When you seek pre-clearance, you will need to complete the Pre-Clearance Approval Form attached as **Exhibit B** to this Policy. Unless otherwise indicated in the pre-clearance approval, the approval to engage in securities transactions will expire upon the close of the Trading Window, or when you come into possession of material, non-public information, whichever occurs first.

3.3.3.2. After Pre-Clearance

If you are considered an Executive Officer or a Director, once a transaction is pre-cleared and completed, you will need to authorize your broker to provide information regarding the exact dates and prices of each transaction directly to the Company for reporting purposes.

3.4. Transactions in Company Securities by Insiders

3.4.1. Prohibited Transactions and Exceptions

It is inappropriate, and, in certain cases a violation of federal law, for Insiders to engage in short-term or speculative transactions involving the Company's securities as this may give rise to an appearance of impropriety. All transactions in the Company's securities by Insiders should be made for investment purposes, and not with a view to a quick profit on a sale. Also, a pledge of the Company's securities to secure debt could result in a default and sale of the pledged securities outside of the Insider's control. For these reasons, the Company has adopted a separate Hedging and Pledging Transactions Policy attached as Appendix B to the Company's Corporate Governance Guidelines.

There are, however, exceptions to the general rule that Insiders may only trade during a Trading Window and only when not in possession of material non-public information regarding the Company. Some of these exceptions are outlined below:

3.4.1.1. Employee Stock Options

Insiders may exercise employee stock options for cash at any time. However, any shares acquired by an Insider via stock option exercise may only be sold during a Trading Window. Insiders may



only exercise their stock options as part of a broker-assisted cashless exercise, or participate in any other market sale for the purpose of generating the cash needed to pay the exercise price of an option, during a Trading Window (assuming that they do not otherwise have any material, non-public information).

3.4.1.2. Sales of Shares to Pay Withholding Obligations

The sale of shares to pay withholding tax obligations upon the exercise of stock options, the vesting of restricted stock or settlement of restricted stock units may occur outside a Trading Window if the Insider elected in writing at the time of the grant to have the Company withhold shares to satisfy tax withholding requirements.

3.4.1.3. Employee Stock Purchase Plan

Insiders may purchase Company stock at any time pursuant to the Company's ESPP because the dates for such purchases are fixed in advance for all participants in the ESPP. However, Insiders may only sell shares acquired through the ESPP during a Trading Window (assuming that they do not otherwise have any material, non-public information) following pre-clearance approval using the form set forth in Exhibit B.

3.4.1.4. Rule 10b5-1 Plans

Under Rule 10b5-1 under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), an Insider may trade in Company securities even at a time when he/she may be aware of material non-public information that would otherwise subject him/her to securities liability, provided that the transactions are made pursuant to a pre-established arrangement or plan for future trades, or pursuant to instructions to a third party to execute trades on behalf of the Insider, both pursuant to regulatory requirements (typically referred to as a "trading plan"). So long as a trading plan is entered into when the Insider is not aware of any material non-public information and made in good faith and not with the intent to evade the insider trading prohibitions of the securities laws, the Insider should be entitled to rely on such a trading plan as an affirmative defense against insider trading allegations. To comply with this Policy, the trading plan, and any amendment or early termination of the plan, must be approved in writing by the Chief Financial Officer or General Counsel (or designated attorneys in the Office of General Counsel) and meet the requirements of Rule 10b5-1 and the Company's Rule 10b5-1 Policy, which is set forth on **Exhibit C** to this Policy. If you are eligible to establish such a trading plan pursuant to the Rule 10b5-1 Policy and wish to establish such a trading plan, you should consult with the Chief Financial Officer or General Counsel (or designated attorneys in the Office of General Counsel).

3.4.1.5. Gifts

You may make a gift of your Company securities at any time (so long as it is a bona fide gift; i.e., not a bribe and not an attempt to evade the insider trading prohibitions of the securities laws). If the gift is to a family member of an Insider, that family member must not sell the Company's securities except during a Trading Window (assuming that they do not otherwise have any material, non-public information). If a gift is made by an Insider other than during a Trading Window to a charitable organization, neither the Insider nor any family member may be a trustee, director, officer, or employee of that organization.

3.4.2. Additional Securities Law Prohibitions

Section 16(b) of the Exchange Act prohibits Directors and Executive Officers from profiting from selling Company securities within six months of the purchase of securities (or from profiting from



purchasing Company securities within six months of a sale), and this is the Company's policy, as well.

3.4.3. Recovery of Short-Swing Profits

Under Section 16(b) of the Exchange Act, any profits realized by a Director or Executive Officer from *any* non-exempt purchase and sale transactions in any equity security of the Company within a period of less than six months are required to be paid to the Company. The terms "purchase" and "sale" are construed broadly for purposes of Section 16(b) and under some circumstances may include transactions such as gifts, as well as transactions by members of the immediate families and households of Directors and Executive Officers. Where there are multiple short-swing transactions, sales and purchases are matched to give the greatest possible recovery. Although most transactions between a Director or Executive Officer and the Company, such as option grants and exercises and restricted stock grants and vestings, are exempt from short-swing profit recovery, each case must be examined carefully to ensure that it falls within an appropriate exemption. Directors and Executive Officers should consult with the Chief Financial Officer or General Counsel prior to engaging in any transaction in Company securities to determine if an exemption from Section 16(b) short-swing profit liability is available.

3.5. Transaction Reporting for Directors and Executive Officers under Section 16 of the Exchange Act

3.5.1. Reporting Requirements—Overview

Section 16(a) of the Exchange Act requires each **Director** and Executive Officer of the Company to file reports with the SEC setting forth the number of shares of Company equity securities of which he or she is the "beneficial" owner and any transaction in such security. A Form 4 describing each transaction generally must be filed with the SEC within two business days after the day on which the transaction takes place.

3.5.2. Transactions That Must Be Reported

Directors and Executive Officers are required to report any changes in their ownership of Company securities, including transactions effected for their own accounts, as well as transactions effected for accounts under employee benefit plans or trusts and transactions by family members that are attributed to Directors and Executive Officers under the SEC's beneficial ownership rules. Directors and Executive Officers should make sure that their immediate family members are aware of these rules.

3.5.3. Proxy Statement Disclosure of Delinquent Reports

The Company is required to report each delinquent Section 16 filing in a separate section of its proxy statement and/or annual report on Form 10-K. Moreover, the SEC has authority to bring enforcement actions against Directors and Executive Officers who do not file Section 16 reports on a timely basis.

3.5.4. Company Assistance

Although reporting persons are personally responsible for complying with the Section 16 reporting rules, the Company assists Directors and Executive Officers with their filings. Given the two-business-day deadline for filing, it is essential that all Directors and Executive Officers who engage in transactions in Company securities report such transactions immediately to the Chief Financial Officer or the General Counsel so the necessary filings can be made.



4. Roles and Responsibilities/Authorities

- For questions regarding this Policy please contact: James Daniel (james.daniel@icf.com)
- To report a violation of this Policy please contact: James Daniel (james.daniel@icf.com)
- Submit your “Pre-Clearance Approval Form for Proposed Transactions in the Securities of ICF International” to the Company’s Chief Financial Officer (Bettina Welsh Bettina.welsh@icf.com) and the Company’s General Counsel (James Daniel – james.daniel@icf.com).

5. Resources

- Employee Stock Purchase Plan
- Board Member Stock Ownership Policy
- Executive Stock Ownership Policy
- Hedging and Pledging Transactions Policy

EXHIBIT A: Insiders Subject to the Mandatory Pre-Clearance Requirements in Section 3.3.3

- Executive Chairman
- Chief Executive Officer
- Chief of Business Operations
- Chief Financial Officer
- All Members of the Executive Leadership Team
- General Counsel
- Treasurer
- Senior Vice President and Vice President, Business Operations
- Corporate Controller/Principal Accounting Officer
- Head of Finance Transformation
- Head of Financial Planning and Analysis
- Head of Global Tax
- Head of Internal Audit
- Head of M&A/Corporate Development
- The following employees reporting directly to members of the ELT:
 - Division Leaders
 - Group Operations Directors
 - Business Managers and Business Development officers reporting to Operating Group Leaders



- All employees of the Financial Planning & Analysis, Internal Audit, Investor Relations, Legal and Compliance, Mergers & Acquisitions, Tax, and Treasury and Risk Management functions, and employees of the Accounting, Finance, Finance Transformation, Corporate Communications and Public Affairs staff who are involved in preparation and/or review of corporate financials and related information, including, but not limited to, quarterly and annual financial disclosures, earnings release materials and SEC filings.

Insiders will be notified of, and asked to acknowledge, their designation under the Policy and the requirements applicable to them hereunder.

Note: This list is subject to change as circumstances require. You should refer any questions to the Chief Financial Officer or the General Counsel.



EXHIBIT B: Pre-clearance Approval Form for Proposed Transactions in the Securities of ICF International

If you are an Insider¹ and are required to pre-clear your transactions in the securities of the Company or you are seeking to establish, modify, or early terminate a 10b5-1 trading plan, you must submit this completed form to the Company's Chief Financial Officer (Bettina Welsh: 703-272 -6754, Bettina.Welsh@icf.com) and General Counsel (James Daniel, 703-934-3879, james.daniel@icf.com), at least two business days prior to the proposed transaction.

You are responsible for personally speaking with the Chief Financial Officer or General Counsel (or designated attorneys in the Office of General Counsel) regarding this pre-approval request. If you have not received a response prior to the proposed transaction date, you may not assume that the transaction has been approved.

Part I and the Certification in Part III must be filled out by ALL Company Directors, ALL individuals identified on **Exhibit A** of the Policy and family members thereto seeking pre-clearance. Part II need ONLY be filled out by those persons considered a "reporting person" under Section 16(a) of the Securities Exchange Act of 1934, as amended (e.g., you file Forms 3, 4 or 5) OR if your proposed transaction will require a legal opinion (e.g., for legended securities).

PART I. This Part I must be filled out by ALL Company Directors, employees listed on **Exhibit A** of the Policy, and family members thereto seeking pre-clearance.

1. Name: _____

2. Title/Position at the Company, if applicable: _____

3. Phone Number/Extension: _____

Office: _____

Cell: _____

4. Email: _____

5. Type of Proposed Transaction:

Stock Purchase

Stock Sale

(estimated number of securities to be purchased: _____)

(estimated number of securities to be sold: _____)

Option Exercise (estimated number of options to be exercised: _____)

Establish, amend or early terminate a 10b5-1 Plan (please attach a copy of the plan or amendment, as appropriate, to this form)

Other (describe): _____

¹ You are a Director or an individual identified on **Exhibit A** to the ICF International Policy (or otherwise so designated by the Company) on Insider Information and Securities Trading (the "Policy"), or member of such person's immediate family.



PART II. Fill out this Part II ONLY IF you are considered a Section 16(a) “reporting person” OR require a legal opinion.

6. Stock purchase: If purchasing stock, proposed purchase price: _____ (market price, limit price)

7. Stock sale: Please fill out the below (attach additional sheets if necessary):

Source	Number to be Sold	Certified or Book Entry?
Vested restricted stock or RSUs		
Purchased through the ESPP		
Purchased on open market		
Other (please describe):		

Proposed sale price: _____ (market price, limit price)

How long have you owned the stock?

Are you aware of any legends or other restrictions on the stock (e.g., that the stock has not been registered)?

8. Option Exercises:

Type of transaction:

Exercising option for sale at a later date Exercising option for immediate sale Other (please describe) _____

Please provide the information below (attach additional sheets if necessary):

Grant Date	Number

9. Broker Contact information (if applicable):

Name: _____

Address: _____

Telephone: _____

Email: _____



PART III. Certification—This Part III must be filled out by ALL Company Directors, employees listed on **Exhibit A** of the Policy, and family members thereto seeking pre-clearance.

By submitting this form, you certify that:

You are not in possession of any material non-public information about the Company;

- You have not violated any provision of the Policy;
- If you are proposing to sell stock, you are in compliance with the Company’s stock ownership policies for executive officers or Directors as may be applicable to you, and you will continue to be in compliance with such policies upon execution of the proposed sale; and
- To the best of your knowledge, you have fully and honestly disclosed all material information regarding this transaction.

SUBMITTED BY:

Signature: _____ Date _____
Name: _____
Title: _____

APPROVED BY:

Signature: _____ Date _____
Name: _____
Title: _____

The approval to engage in the securities transactions identified above will expire upon the close of the Trading Window, or when you come into possession of material non-public information, whichever occurs first. If you are uncertain whether you possess material non-public information, please contact the Company’s Chief Financial Officer (Bettina Welsh: 703-272 - 6754, Bettina.Welsh@icf.com) or General Counsel (James Daniel, 703-934-3879, james.daniel@icf.com).



EXHIBIT C: Rule 10b5-1 Policy

1. Background

ICF International, Inc. (the “**Company**”) has a “Policy on Insider Information and Securities Trading” (the “**Insider Trading Policy**”) which prohibits members of the Company’s Board of Directors, executive officers and employees of the Company (and their immediate family members who reside in the same household) from trading in the Company’s securities when in possession of material non-public information about the Company. In accordance with the Insider Trading Policy, the Company has established “trading window periods” (as defined in the Policy) during which specified individuals may trade in the Company’s securities (assuming that they do not possess material non-public information). Conversely, the Company also imposes “blackout periods” wherein these same individuals are not permitted to trade in the Company’s securities.

Rule 10b5 under the Exchange Act prohibits the purchase or sale of securities on the basis of material non-public information. SEC Rule 10b5-1 provides an affirmative defense for a person charged with insider trading for transactions made at a time said person had material non-public information about the Company, so long as the transactions were made under a pre-established arrangement or plan for future trades with respect to company securities, or pursuant to instructions to a third party to execute trades on behalf of said person, both pursuant to regulatory requirements (typically referred to as a “trading plan”). A trading plan must be entered into in good faith, and not intend to evade the prohibitions of Rule 10b5-1. In an effort to further enhance the Company’s corporate governance practices and demonstrate that the Rule 10b5-1 plans entered into by the Company’s Eligible Insiders (defined below) are entered into in good faith, the Company has established this Rule 10b5-1 Policy (this “**Policy**”). This Policy establishes certain guidelines relating to the adoption and operation of Rule 10b5-1 trading plans for those Eligible Insiders (defined below) who wish to participate in such plans.

2. Who is Subject to this Policy?

Eligible Insiders who both (i) are in compliance with the Company’s stock ownership policies for executive officers or Directors, as may be applicable, and (ii) establish a trading plan under Rule 10b5-1 that also meets the additional, Company-imposed requirements set forth below under “What are the Trading Plan Provisions” (a “**Trading Plan**”), will be allowed to have their agent execute sales and purchases under the Trading Plan even if, at the time the trades take effect, the Eligible Insider may be aware of material non-public information or may be subject to a “blackout period.” Eligible Insiders and other employees who set up Rule 10b5-1 trading plans subsequent to the adoption date of this Policy that do not qualify as Trading Plans will remain subject to the Company’s blackout periods for all trades, including sales and purchases under their Rule 10b5-1 plans, unless they obtain approval in writing from the Chief Financial Officer or General Counsel (or designated attorneys in the Office of General Counsel) for an exemption, which will only be granted in the Company’s discretion, prior to making such purchase or sale. For the avoidance of doubt, those Company employees who have Rule 10b5-1 plans already in place prior to this Policy adoption will be considered to qualify as Trading Plans. Notwithstanding the foregoing, the parameters for participation in a Trading Plan will be established by the



Company and the Company may require suspension of any purchase or sale of Company securities under such Trading Plan as it deems necessary.

3. What are the Trading Plan Provisions?

In order to qualify as a Trading Plan (and therefore be allowed to proceed with sales and purchases during blackout periods), a trading plan set up by an Eligible Insider must be in a form that meets both the requirements of Rule 10b5-1 and the following requirements:

1. It must be adopted during a trading window period at a time when the Eligible Insider does not possess material non-public information about the Company.
2. It must be approved in advance by the Chief Financial Officer or the General Counsel (or designated attorneys in the Office of General Counsel).
3. There must be a minimum 30-day waiting period from the date the Trading Plan is adopted until it is implemented.
4. It must specify the number and price of securities to be traded and the dates on which the trades will occur, or establish a clear formula that is self-executing by the broker under the plan.
5. It should have a term that does not exceed two years. It is recommended that Eligible Insiders consider a term of no longer than twelve (12) months.
6. It must by its terms be subject to the right of the Company to suspend trades to the extent the Company deems such suspension to be in the best interests of the Company.
7. Eligible Insiders may still trade securities outside the plan while it is in effect, provided they comply with the Insider Trading Policy and other applicable Company policies, such as applicable stock ownership requirements.
8. A plan may only be amended or terminated during a trading window and when the Eligible Insider desiring to amend or terminate the plan in good faith and does not possess material non-public information about the Company, and such proposed change to the previously-approved 10b5-1 plan is approved by the Chief Financial Officer or the General Counsel (or designated attorneys in the Office of General Counsel).
9. Eligible Insiders who terminate a plan prior to its scheduled expiration date may not institute a new plan for a minimum of 30 days. During the 30-day period, Eligible Insiders may make trades outside their respective plans, subject to the Insider Trading Policy and other applicable Company policies, such as applicable stock ownership requirements.

4. Policy Communication and Interpretation

The Company's Legal Department is responsible for the communication and interpretation of this Policy, which includes:

- Communicating this Policy to Eligible Insiders whose trades will be subject to provisions of this Policy;
- Communicating any subsequent Policy revisions; and
- Communicating this Policy to new hires to those positions listed on **Exhibit A** of the Insider Trading Policy, new positions added to the specified officer list on **Exhibit A** of the Insider Trading Policy and new Directors.





HEDGING AND PLEDGING TRANSACTIONS POLICY

Effective as of September 18, 2020

I. Purpose of the Policy

As a public company, ICF International, Inc. (the “**Company**”) has a special responsibility to its stockholders. This Hedging and Pledging Transactions Policy (this “**Policy**”) refines and reinforces long-standing policy and practice in this area and provides guidelines with respect to certain transactions by Covered Persons (as defined below) in the common stock or other equity securities of the Company (collectively, “**Company Securities**”).

II. Applicability of the Policy

- A. Persons Subject to this Policy. This Policy applies to all members of the Company’s Board of Directors and all Company Section 16 officers (with the meaning ascribed to the term “officer” as used in Rule 16a-1(f) under the Securities Exchange Act of 1934). The Company may also determine from time to time that other persons should be subject to this Policy (such additional persons, members of the Board of Directors and Section 16 officers are referred to as “**Covered Persons**”).
- B. Transactions by Family Members and Others. This Policy also applies to (i) Covered Person family members (including a spouse, a child or stepchildren living at home or away at college or other schools, grandchildren, parents, stepparents, grandparents, siblings and in-laws, including adoptive relationships) who reside with a Covered Person, (ii) any family member who does not live in a Covered Person’s household but whose transactions in Company Securities are directed by a Covered Person or are subject to a Covered Person’s influence or control, including, for example, parents or children who consult with a Covered Person before they trade in Company Securities; or (iii) anyone else who lives in a Covered Person’s household as to whom a Covered Person exercises influence on or control of transactions in Company Securities. A Covered Person is responsible for the transactions in Company Securities of these other persons, and a Covered Person must treat all such transactions for the purposes of this Policy as if the transactions were for the Covered Person’s own account.
- C. Transactions by Entities that a Covered Person Controls. This Policy applies to any entities that a Covered Person controls (including through voting or investment control of any portfolio securities held by such entity), including any corporations, limited liability companies, partnerships or trusts. Transactions in Company Securities by these entities must be treated for the purposes of this Policy as if they were for a Covered Person’s own account.

III. Statement of the Policy

In order to avoid the appearance of impropriety or a potential conflict of interest the Company has adopted the following rules under this Policy:

- A. Hedging Transactions. Hedging in Company Securities can be accomplished through multiple mechanisms, including short-selling, options, puts, calls, collars



and exchange funds, as well as derivatives such as swaps, forwards and futures. Persons subject to this Policy are prohibited from engaging in any such transactions including, without limitation, the following:

Short Sales. Short sales of Company Securities (i.e., the sale of a security that the seller does not own) may evidence an expectation on the part of the seller that the securities will decline in value. Short sales have the potential to signal to the market that the seller lacks confidence in the Company's prospects and may reduce a seller's incentive to seek to improve Company's performance. For these reasons, short sales of Company Securities are prohibited.

Options and Other Derivatives. Options and other derivatives may create the appearance that a Covered Person is trading based on material nonpublic information and focus a Covered Person's attention on short-term performance at the expense of the Company's long-term objectives. Accordingly, transactions in such options (other than options pursuant to the Company's incentive compensation plans), puts, calls and collars or other derivative securities, including on an exchange, in any other organized market or otherwise, are prohibited by the Policy.

Hedging Transactions. Hedging or monetization transactions can be accomplished through multiple mechanisms, including through the use of financial instruments such as prepaid variable forwards, equity swaps, collars and exchange funds. Such hedging or monetization transactions (other than the sale of Company Securities by a Covered Person in the open market or in a private negotiated transaction) may permit a Covered Person to continue to own Company Securities, but without the same objectives as the Company's other stockholders. Therefore, a Covered Person is prohibited from engaging in any such transactions.

- B. Margin Accounts and Pledged Securities¹. Company Securities held in a margin account or pledged as collateral for a loan may be sold without the consent of the owner of such securities by the broker if there is a failure to meet a margin call or by the lender in foreclosure if there is a default on the loan. A margin or foreclosure sale that occurs when the owner of the pledged securities is aware of material nonpublic information may, under some circumstances, result in unlawful insider trading. In addition, such transactions may encourage excessive risk taking

¹ The Company previously included prohibitions on the pledging or assignment of stock grants in individual stock grant agreements. Covered Persons who have prior pledging arrangements met these requirements. This Policy provides a complete restriction on pledging and on the establishment of margin accounts from the date of its adoption. Directors who had legacy pledging arrangements established with securities obtained outside of grants from the Company will be prohibited from establishing new arrangements and are encouraged to wind-down and conclude any legacy arrangements. As of the initial effective date of this policy (April 1, 2020), the Board determined that no legacy arrangements are sufficient to cause a potential impropriety or conflict.



with respect to Company Securities by Covered Persons. Because of these dangers, Covered Persons may not hold Company Securities in a margin account or pledge, hypothecate, or otherwise encumber Company Securities as collateral for indebtedness or other obligations.

IV. Consequences of Violations

A Covered Person's failure to comply with this Policy may subject such Covered Person to discipline by the Company, including dismissal for cause, whether or not a Covered Person's failure to comply results in a violation of law.

V. Administration of the Policy

The General Counsel of the Company, or an employee designated by the General Counsel, will serve as the Compliance Officer for purposes of this Policy. All determinations and interpretations by the Compliance Officer will be final and not subject to further review. Any person who has a question about this Policy or its application to any proposed transaction in Company Securities may obtain additional guidance by contacting the Compliance Officer or the General Counsel.

September 18, 2020



RELATED PARTY TRANSACTIONS POLICY
Effective as of September 18, 2020

I. Purpose of the Policy

The Board of Directors of ICF International, Inc. (the "**Company**") recognizes that certain transactions present a heightened risk of conflicts of interest or the perception thereof. Therefore, the Board has adopted this Related Party Transactions Policy (the "**Policy**") to ensure that all Related Party Transactions (as defined below) shall be subject to review, approval or ratification in accordance with the procedures set forth below.

II. Related Party Transactions

"**Related Party Transaction**" means any transaction, arrangement or relationship, or any series of similar transactions, arrangements or relationships, in which (A) the Company or any of its subsidiaries is or will be a participant, (B) the aggregate amount involved will or may be expected to exceed \$120,000 in any fiscal year, and (C) any Related Party (as defined below) has or will have a direct or indirect material interest. This also includes any material amendment or modification to an existing Related Party Transaction.

III. Applicability of the Policy

A. Persons Subject to this Policy. This Policy applies to all members of the Company's Board of Directors and all Company Section 16 officers (with the meaning ascribed to the term "officer" as used in Rule 16a-1(f) under the Securities Exchange Act of 1934). The Company may also determine from time to time that other persons should be subject to this Policy (such additional persons, members of the Board of Directors and Section 16 officers are referred to as "**Related Parties**").

B. Transactions by Family Members and Others. This Policy also applies to (1) Related Party family members (including a spouse, a child or stepchildren living at home or away at college or other schools, grandchildren, parents, stepparents, grandparents, siblings and in-laws, including adoptive relationships) who reside with a Related Party, (2) any family member who does not live in a Related Party's household but whose transactions in Company Securities are directed by a Related Party or are subject to a Related Party's influence or control, including, for example, parents or children who consult with a Related Party before they trade in Company Securities; or (3) anyone else who lives in a Related Party's household as to whom a Related Party exercises influence on or control of transactions in Company Securities. A Related Party is responsible for the Related Party Transactions of these other persons, sometimes referred to herein as immediate family members, and a Related Party must treat all such transactions for the purposes of this Policy as if the transactions were for the Related Party's own account.

C. Transactions by Entities that a Related Party Controls. This Policy applies to any entities that a Related Party controls (including through voting or investment control of any portfolio securities held by such entity), including any corporations, limited liability companies, partnerships or trusts.



IV. Procedures.

1. It is the responsibility of the Governance and Nominating Committee of the Board (the "**Committee**") to administer this Policy.

2. Prior to entering into a Related Party Transaction, the Related Party (or, if the Related Party Transaction involves a family member of a Related Party as described above, the Related Party who is related to such family member) shall notify the Company's General Counsel of the facts and circumstances of the proposed transaction. The General Counsel will undertake an evaluation of the Related Party Transaction. If that evaluation indicates that the Related Party Transaction would require the approval of the Committee, the General Counsel will report the Related Party Transaction, together with a summary of the material facts, to the Committee for consideration at the next regularly scheduled Committee meeting.

3. The Committee shall review all of the relevant facts and circumstances of all Related Party Transactions that require the Committee's approval and either approve or disapprove of the entry into the Related Party Transaction, subject to the exceptions described below. In determining whether to approve or ratify a Related Party Transaction, the Committee shall take into account, among other factors it deems appropriate, (1) whether the transaction was undertaken in the ordinary course of business of the Company, (2) whether the Related Party Transaction was initiated by the Company, a subsidiary or the Related Party, (3) whether the transaction with the Related Party is proposed to be, or was, entered into on terms no less favorable to the Company than terms that could have been reached with an unrelated third party, (4) the purpose of, and the potential benefits to the Company of, the Related Party Transaction, (5) the approximate dollar value of the amount involved in the Related Party Transaction, particularly as it relates to the Related Party, (6) the Related Party's interest in the Related Party Transaction and (7) any other information regarding the Related Party Transaction or the Related Party that would be material to investors in light of the circumstances of the particular transaction.

4. The Committee shall review all relevant information available to it about the Related Party Transaction. The Committee may approve the Related Party Transaction only if the Committee determines in good faith that, under all of the circumstances, the transaction is in the best interests of the Company and its stockholders. The Committee, in its sole discretion, may impose such conditions as it deems appropriate on the Company or the Related Party in connection with the approval of the Related Party Transaction.

5. If a Related Party Transaction involves a Related Party who is a director or a family member of a director, such director may not participate in any discussion or vote regarding approval or ratification of approval such transaction. However, such director shall provide all material information concerning the Related Party Transaction to the Committee. Such director may be counted in determining the presence of a quorum at a meeting of the Committee that considers such transaction.

6. If the General Counsel determines it is impractical or undesirable to wait until a Committee meeting to consummate a Related Party Transaction, the chair of the Committee may review and approve the Related Party Transaction in accordance with the procedures set forth herein. Any such approval (and the rationale for such approval) must be reported to the Committee at the next regularly scheduled Committee meeting.



7. If the Company becomes aware of a Related Party Transaction that has not been approved under this Policy, the Related Party Transaction shall be reviewed in accordance with the procedures set forth herein and, if the Committee determines it to be appropriate, ratified at the Committee's next regularly scheduled meeting. In any case where the Committee determines not to ratify a Related Party Transaction that has been commenced without approval, the Committee may direct additional actions including, but not limited to, immediate discontinuation or rescission of the transaction, or modification of the transaction to make it acceptable for ratification.

V. Ongoing Transactions.

If a Related Party Transaction will be ongoing, the Committee may establish guidelines for the Company's management to follow in its ongoing dealings with the Related Party. Thereafter, the Committee, on at least an annual basis, shall review and assess ongoing relationships with the Related Party to ensure that they are in compliance with the Committee's guidelines and that the Related Party Transaction remains appropriate.

VI. Standing Pre-Approval for Certain Interested Transactions.

The Committee has reviewed the types of Related Party Transactions described below and determined that each of the following types of Related Party Transactions shall be deemed to be pre-approved or ratified, as applicable, by the Committee, even if the aggregate amount involved will exceed \$120,000, unless specifically determined otherwise by the Committee. In connection with each regularly scheduled meeting of the Committee, a summary of each new Related Party Transaction deemed pre-approved pursuant to this paragraph shall be provided to the Committee for its review.

A. Employment of executive officers. Any employment by the Company of an executive officer of the Company if:

a. the related compensation is reported in the Company's proxy statement under Item 402 of Regulation S-K (generally applicable to "named executive officers"); or

b. the executive officer is not an immediate family member of another executive officer or director of the Company, the related compensation would be reported in the Company's proxy statement under Item 402 of Regulation S-K if the executive officer was a "named executive officer," and the Company's Compensation Committee approved (or recommended that the Board approve) such compensation.

B. Director compensation. Any compensation paid to a member of the Board if the compensation is reported in the Company's proxy statement under Item 402 of Regulation S-K.

C. Certain transactions with other companies. Any transaction with another company at which a Related Party's only relationship is as (1) an employee (other than an executive officer) or director, (2) a beneficial owner of less than 10%, together with his or her immediate family members, of that company's outstanding equity, or (3) in the case of partnerships, a limited partner, if the limited partner, together with his or her immediate



family members, has an interest of less than 10% and the limited partner does not hold another position in the partnership, if the aggregate amount involved does not exceed \$120,000.

D. Certain charitable contributions. Any charitable contribution, grant or endowment by the Company to a charitable organization, foundation or university at which a Related Party's only relationship is as an employee (other than an executive officer), if the aggregate amount involved does not exceed \$120,000.

E. Transactions where all stockholders receive proportional benefits. Any transaction where the Related Party's interest arises solely from the ownership of a class of equity securities of the Company and all holders of that class of equity securities received the same benefit on a pro rata basis.

F. Transactions involving competitive bids. Any transaction involving a Related Party where the rates or charges involved are determined by competitive bids.

G. Regulated transactions. Any transaction with a Related Party involving the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority.

H. Certain banking-related services. Any transaction with a Related Party involving services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services.

I. Indemnification. Indemnification and advancement of expenses made pursuant to the Company's Certificate of Incorporation or Bylaws or pursuant to any agreement.

VII. Existing Policies and Procedures.

1. Related Party Transactions must also comply with the Company's existing policies and procedures, including the Corporate Governance Guidelines.

2. From time to time and pursuant to its charter, the Governance and Nominating Committee shall review and consider for approval (1) interested party contracts and business arrangements and (2) charitable contributions by the Company to organizations with which a Director is affiliated which may call into question the qualification of any Director to serve as an independent Director. In connection therewith, Directors are required to disclose certain business relationships that they or persons or entities closely related to them have, have had or propose to have. Specifically, Directors must disclose certain transactions, arrangements, loans (other than travel and expense advances) or guarantees of loans, or that are proposed for the future, in which the Company was, is or may be a party or participant and in which a Related Party had or may have a direct or indirect interest.

September 18, 2020



BOARD OF DIRECTORS STOCK OWNERSHIP POLICY
As of March 4, 2011

The Board of Directors believes that directors should be incentivized to focus on long-term stockholder value. Including equity as part of director compensation helps align the interest of directors with those of the Company's stockholders.

Consistent with the Corporate Governance Guidelines, the Board recommends that each director hold ICF Common Stock valued at five (5) times the director's annual retainer. Effective July 1, 2011, directors are strongly encouraged to hold ICF Common Stock valued at \$300,000 (or 5 x \$60,000).

The Governance and Nominating Committee shall review each director's stock holdings annually. Directors are expected to achieve the stock ownership guideline within four years of joining the Board. Shares of Common Stock held by the director, as well as unvested restricted stock granted to the director, shall be included in determining whether each director has met the stock ownership guideline.

Adopted pursuant to Resolution BD 2011-05



**ICF Executive Stock Ownership Policy
(amended October 1, 2019)**

Part 1. Background

When shareholders invest in a company, they expect that executives' interests are aligned with them. One way to ensure alignment with shareholders is for executives to hold meaningful levels of company stock. This ensures that the firm's executives' wealth accumulation is aligned with the long term performance of the business and with the interests of our shareholders. It also minimizes potential excessive risk taking that may lead to short-term gains at the expense of long-term shareholder value creation. Having a stock ownership policy coupled with a stock retention component is becoming more prevalent among U.S. publicly traded companies.

In an effort to further enhance ICF International, Inc.'s (the "Company") corporate governance practices, ICF has amended the Executive Stock Ownership Policy effective October 1, 2019.

Part 2. Who is Subject to this Policy?

The Executive Leadership Team ("ELT") is subject to the Stock Ownership Policy. See Appendix A for the current listing of the Executive Leadership Team.

Part 3. What are the Policy Terms?

Each member of the ELT is required to own shares of ICF Common Stock valued at the amounts specified in the table below.

Position	Multiple of Base Salary
Executive Chairman	5x
CEO	5x
Named Executive Officers (NEOs)	2x
Other Non-NEOs ELT	1x

A member of the ELT who has achieved the number of shares required by the Stock Ownership Policy shall continue to hold those shares and remain in compliance with the policy (taking into consideration changes in base salary over time) until the termination of his/her employment with ICF or changes in ELT status.

Part 4. What Types of Equity Can Be Counted Towards Satisfying Ownership Requirements?

The types of equity awards that are counted towards satisfying the stock ownership policy include the following:

- Shares held outright, including:
 - Vested restricted stock/units
 - Shares acquired through the exercise of stock options
 - Shares purchased in the open market
 - Shares acquired through ICF's Employee Stock Purchase Program

- Unvested restricted stock/units
- Vested in-the-money stock options
- Vested performance shares

The value of the shares held outright shall be the Fair Market Value (i.e., the closing price) of ICF Common Stock on the Measurement Dates (as defined in Part 6 below).

The value of unvested restricted stock/units, vested in-the-money stock options and vested performance shares towards for purposes of including compliance with the Stock Ownership Policy shall be determined net of taxes on such vested awards. The assumed tax rate (including both U.S. federal and state taxes) is set at 40 %. Therefore, the value of the vested stock awards shall be determined by multiplying the Fair Market Value of ICF Common Stock on the Measurement Dates by 60%.

ELT members are required to hold all shares acquired from restricted stock units awarded, vested performance shares and stock option exercises, net of shares withheld for taxes, until they meet the stock ownership policy.

Part 5. Impact of the Stock Ownership Policy on Rule 10b5-1 Plans

The Company has established a Rule 10b5-1 Policy at Exhibit C to the Policy on Insider Information and Securities Trading. An ELT member may not enter into a 10b5-1 Plan until he/she has achieved compliance with the Stock Ownership Policy. For ELT members who have met the Stock Ownership Policy and would like to enter into a 10b5-1 Plan, the Office of General Counsel and Executive Compensation Team in Human Resources will review the executive's 10b5-1 Plan instructions to ensure that the sale of Company stock would not inadvertently result in the lack of compliance with the Stock Ownership Policy.

Part 6. What is the Time Period to Meet the Requirements of the Stock Ownership Policy?

Current ELT members have the opportunity to meet the requirements of the stock ownership policy within five years with a start date of January 1, 2015. Newly appointed ELT members must meet the policy requirements by the later of the fifth anniversary of joining the ELT, or December 31 of that year. These dates are collectively referred to as the "Measurement Dates."

Part 7. Hardship Provisions

The Compensation Committee has the discretion to waive the Stock Ownership Policy requirements under certain situations for the NEOs; and the Executive Chairman and CEO have the discretion to waive the requirements with pre-approval from the Compensation Committee for the non-NEO ELT members based on factors such as:

- Financial hardship
- Divorce
- Tuition or other educational needs
- Extreme market conditions (e.g., when the company's stock price drops significantly)

Part 8. Policy Communication and Interpretation

Under the guidance of the Executive Chairman and CEO, the Company's Human Resources Group is responsible for the communication and interpretation of this Policy, which includes:

- Communicating this Policy and subsequent revisions to existing ELT members
- Communicating this Policy to newly appointed or hired ELT members
- Annually auditing and monitoring ELT members adherence to the stock ownership requirements
- Preparing the annual ELT stock ownership report for the Compensation Committee