CORPORATE GOVERNANCE GUIDELINES

Effective as of September 18, 2025

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 the 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, our directors (each, a "Director") 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 Board 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 Company's overall corporate strategy and major corporate actions;
- Assessing major risks facing the Company, and reviewing options for their prevention and mitigation;
- Monitoring and, where appropriate, responding to communications from stockholders; and

- 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, 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 shall 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 the Chair and the SEOs from time to time, including whether combining the role of the Chair with another executive role best serves the Company's interests, is in the Board's discretion. The Governance and Nominating Committee reviews this structure annually and advises 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 ensure there is sufficient time for discussion of agenda items;
- Regularly 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 Human Capital Committee's annual performance evaluation of, and succession planning for, the SEOs; and
- 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 Human Capital 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 shall 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 includes 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 members, 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 shall avoid taking actions or having interests that might result in a conflict of interest. Each Director shall ethically handle all actual or potential conflicts between personal and professional interests, promptly informing the Chair, 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, shall 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 three 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 SEOs, 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. Additionally, the Company's CEO may serve on no more than two public company boards (in addition to the Company).

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 the:

1. Policy on Insider Information and Securities Trading;
2. Hedging and Pledging Transactions Policy;
3. Related Party Transactions Policy; and
4. Board of Directors 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 Directors 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 composed of a majority of Directors who, in the judgment of the Board, qualify as independent Directors under applicable securities laws and regulations, Nasdaq listing rules, and the Guidelines.

The Board shall 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 rules 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 Directors of the Board 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 SEOs 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 shall 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 shall, 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 (1) identifying individuals qualified to become Board members and (2) 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 shall seek input on the candidates from the Chair, the SEOs, and the Lead Independent Director.

We believe that a Board made up of Directors with a mix of opinions, perspectives, and professional and personal experiences 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, strength of character, judgment, and relevant industry background. The Board's membership complies with applicable Nasdaq rules approved by the Securities and Exchange Commission (the "SEC").

The invitation to join the Board should be extended by the Chair, on behalf of the Board. Unauthorized invitations 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 shall make a recommendation to the Board regarding whether to accept or reject the resignation or whether other action should be taken. The Board shall act on the committee's recommendation and publicly disclose its decision and the rationale behind it within ninety (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 shall 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 SEOs, 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 shall 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 shall 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 the Board of Directors Stock Ownership 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 (see Appendix A) and the Company's Hedging and Pledging Transactions Policy (see Appendix B).

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 SEOs shall 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 shall 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 shall 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. The Governance and Nominating Committee also reviews educational opportunities available for Directors and identifies courses and programs that would be beneficial for Directors in their service on the Board and its committees.

I. Board Evaluation

The Governance and Nominating Committee shall oversee periodic self-assessments of the Board and its committees (including the Committee) to determine whether the Board and the 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 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 Governance and Nominating 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, the SEOs, 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 SEOs.

The Board shall give appropriate attention to written communications that are submitted by stockholders and other interested parties, and shall 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 the Company's Policy on Insider Information and Securities Trading 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 twenty-four (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 Human Capital 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 Human Capital 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 Human Capital 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.

G. Periodic Review of the Corporate Governance Guidelines

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

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Last modified and approved by the
Board of Directors on September 18, 2025

Appendices to
Corporate Governance Guidelines

A. **Policy on Insider Information and Securities Trading**

B. **Hedging and Pledging Transactions Policy**

C. **Related Party Transactions Policy**

D. **Board of Directors Stock Ownership Policy**

E. **Executive Stock Ownership Policy**