ICF INTERNATIONAL, INC.
GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Amended Effective June 4, 2025

A. PURPOSE

The purpose of the Governance and Nominating Committee (the "Committee") is to assist the Board of Directors (the "Board") in fulfilling its oversight responsibilities to ICF International, Inc. (the "Company") and its stockholders, and in its consideration of appropriate matters important to the broader investment community and other constituencies of the Company by:

- Evaluating and recommending to the Board qualified candidates for election or appointment to the Board;
- Reviewing the independence of Board members and candidates for the Board;
- Managing the Board's periodic evaluation process;
- Monitoring and overseeing the Company's disclosures and commitment in the areas of corporate responsibility and corporate governance; and
- Together with senior management, taking steps to facilitate Board awareness of governance trends and general market expectations.

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

B. MEMBERSHIP

The members of the Committee shall be appointed by the Board and may be removed at any time with or without cause, but only by the Board. The Committee shall have a minimum of three members, and the Board shall designate one Committee member as the Committee's chair. Except as otherwise permitted under Nasdaq Stock Market ("Nasdaq") rules, the Committee shall be composed entirely of independent directors, determined in accordance with the Securities Exchange Act of 1934, as amended, regulations of the Securities and Exchange Commission ("SEC"), and applicable Nasdaq criteria. The Committee chair shall, in consultation with other Committee members and management, set the agenda for and preside at the meetings of the Committee.

C. MEETINGS

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

D. LINES OF COMMUNICATION

The Committee shall encourage regular and open communications among the Company's senior executive officers, the Lead Independent Director, the Board committee chairs, and other Board members. The Committee also shall encourage regular and open communications between members of senior management and the Board.

E. SPECIFIC RESPONSIBILITIES AND DUTIES

Pursuant to the Committee's purpose and in furtherance of the foregoing responsibilities, the Committee shall have the following specific duties and responsibilities:

Regarding Nominations to the Board of Directors

1. Annually present to the Board a list of individuals recommended for nomination for election to the Board at the annual meeting of stockholders. In order to fulfill this responsibility, the Committee shall engage in the following tasks:

    a. Assist in identifying, interviewing, and recruiting candidates for the Board;

    b. In recommending or nominating candidates to serve on the Board, the Committee shall take into consideration statutory, regulatory, and Nasdaq requirements for director service and such other factors as it deems appropriate. These factors may include skills, expertise, strength of character, judgment, relevant industry background, experience with businesses and other organizations of comparable size, the interplay of the candidate's experience with, and the familiarity and background of, other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board;

    c. Before recommending an incumbent, replacement, or additional director, evaluate his or her qualifications, including capability, availability to serve, conflicts of interest, as applicable, an incumbent's desire to continue service on the Board, and other factors including those identified in the Company's Corporate Governance Guidelines. The Committee shall assess each nominee's independence consistent with the Corporate Governance Guidelines and applicable Nasdaq requirements; and

    d. Seek input on candidates for nomination for election to the Board from the Company's senior executive officers and the Lead Independent Director.

2. Subject to the requirements of the Company's Bylaws, adopt procedures for receipt of nominations from outside sources, including procedures for responding to such outside sources as to the outcome of nominations. Subject to compliance with such requirements, the Committee shall review and consider stockholder-recommended candidates for nomination to the Board.

3. Subject to the Company's Bylaws, recommend to the Board the number of directors that shall constitute the whole Board.

4. Recommend candidates for Board approval to fill any vacancies on the Board, whether any such vacancy is created by expansion of the Board, the resignation or retirement of any director, or any other reason.

Regarding Director Independence

5. Review the factors included in the Corporate Governance Guidelines and other requirements applicable to determining a director's independence and recommend to the Board whether a director meets the independence standards.

6. Review and consider for approval the following matters that may call into question the qualification of any director to serve as an independent director:

    a. Related party transactions and business arrangements of the types and at the materiality level set from time to time by the Committee and the Company's policies on related party transactions; and

    b. Charitable contributions by the Company to organizations with which a director is affiliated.

Regarding Corporate Governance

7. Annually review the composition of each committee (including this Committee) and present recommendations for committee chairs and membership to the Board as needed, taking into consideration rotation of chairs or membership, as appropriate.

8. Annually review the Lead Independent Director position and recommend to the Board the appointment of the Lead Independent Director, consistent with the Corporate Governance Guidelines.

9. Periodically review the roles of the Company's senior executive officers and advise the other independent members of the Board concerning any recommended changes, consistent with the Corporate Governance Guidelines.

10. 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 Committee shall determine the nature of the assessment, supervise the conduct of the assessment, and prepare a summary of the assessment to be discussed with the Board and each committee. From time to time, the Committee may engage and retain third-party service providers to conduct an external assessment of the Board and the Committees.

11. From time to time engage an independent consultant for the Committee to provide to the Committee and, in the discretion of the Committee, the Board a report comparing the Company's director compensation with that of directors of comparable companies. Recommend any changes to Board compensation, taking into consideration the Corporate Governance Guidelines.

12. Arrange for the orientation of new members of the Board, consistent with the Corporate Governance Guidelines, and encourage all directors to attend continuing education programs.

13. Annually review and recommend, as appropriate, changes to this Charter.

14. Along with each committee, annually review and reassess the adequacy of each committee's charter and recommend any changes to the Board for approval, as appropriate.

15. Review the Corporate Governance Guidelines on a periodic basis and recommend any changes thereto to the Board for approval.

16. Periodically review the Company's Certificate of Incorporation and Bylaws and, to the extent deemed appropriate, recommend amendments thereto that are consistent with applicable law.

17. Review and provide guidance regarding the framework for the Board's oversight and involvement in stockholder engagement.

18. Annually review each director's ownership of Company stock to ensure compliance with the Company's Board Member Stock Ownership Policy.

Regarding Corporate Responsibility and Corporate Governance

19. Consistent with the Company's purpose, "to build a more prosperous and resilient world for all," review the means by which corporate responsibility and related issues are reflected in, and contribute to, the Company's overall long-term strategy to create value for its stockholders, including:

    a. Evaluating the appropriate focus on corporate responsibility in terms of operational and investment priorities, which may include how responsibility for oversight of matters related to corporate responsibility should be allocated among the committees of the Board;

    b. Identifying and considering, with management's input, the Company's material risks and opportunities associated with its focus in areas related to corporate responsibility, and the means by which such risks can be mitigated and opportunities effectively pursued;

    c. Assuring that the Board is aware of the Company's policies and practices concerning corporate responsibility and consideration of changes in the Company's approach to managing corporate responsibility considerations;

    d. Encouraging the integration of strategically significant corporate responsibility commitments into the Company's strategy and goals; and

    e. Communicating as appropriate with stockholders and the broader investment community the Company's priorities and accomplishments related to corporate responsibility.

20. Monitor and oversee matters related to corporate responsibility and corporate governance, including by tracking the Company's overall approach to managing culture and values (as currently overseen by the Human Capital Committee).

21. Consistent with the Company's goal of maintaining its commitment to corporate responsibility, consider and discuss (internally and, from time to time, with outside consultants) what the Company can learn from others.

Other Responsibilities

22. Consider and advise the Board on other matters relating to the affairs or governance of the Board.

23. Consider and make recommendations to the Board on matters related to the succession of the Company's named executive officers.

24. Review and evaluate the Company's director and officer insurance coverage and advise the Board on the scope, amount, and cost of such coverage.

25. Perform such additional duties or responsibilities as the Board may determine from time to time.

F. RESOURCES AND AUTHORITY

The Committee shall have the resources and authority to discharge its responsibilities, including the authority, to the extent it deems necessary or appropriate, in its sole and absolute discretion, to retain independent advisors, including external search firms, for the Committee. The Company shall provide funding, as determined by the Committee in its sole discretion, for payment of compensation to any independent advisors or administrative support retained by the Committee.

Dated: June 4, 2025[1]

[1] Previously amended on September 13, 2012, September 15, 2017, September 13, 2018, September 13, 2019, September 18, 2020, September 17, 2021, September 15, 2022, and September 19, 2024.