ICF International, Inc.
2023 Annual Meeting of Stockholders

June 1, 2023 8:00 am EDT

Live Webcast
www.virtualshareholdermeeting.com/ICFI2023

AGENDA

1. Call to order and welcome by John Wasson, Chair, President and Chief Executive Officer of ICF International, Inc. (the “Company”)

2. Opening Remarks

3. Presentation of Notice of Annual Meeting and Determination of Quorum

4. Voting Items on the Agenda
   - **Proposal 1**: Election of each of the following as directors for a term expiring in 2026: Ms. Marilyn Crouther, Mr. Michael J. Van Handel, and Dr. Michelle A. Williams;
   - **Proposal 2**: Amendment and restatement of the 2018 Incentive Plan to increase the number of shares under the 2018 Incentive Plan, and to incorporate new compensation recovery provisions in consideration of Exchange Act Rule 10D-1 and certain other immaterial amendments to improve and modernize this plan;
   - **Proposal 3**: Vote, on a non-binding advisory basis, on the Company’s overall pay-for-performance named executive officer compensation program as disclosed in the Proxy Statement;
   - **Proposal 4**: Vote, on a non-binding advisory basis, on how frequently the Company’s stockholders are given an opportunity to cast a “Say on Pay” vote at future annual stockholder meetings (or any special stockholder meeting for which ICF must include executive compensation information in the proxy statement for that meeting);
   - **Proposal 5**: Amendment to the Certificate of Incorporation to limit the liability of certain officers of ICF for certain monetary claims of breach of fiduciary duty of care;
   - **Proposal 6**: Ratification of the appointment of Grant Thornton LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023; and
   - Such other matters as may properly come before the Annual Meeting

5. Polls Open for Voting on Proposals

6. Question and Answer Period

7. Polls Close and Preliminary Announcement of Voting Results

8. Adjournment and Conclusion of Meeting