



**ICF International, Inc.**

ICFI NASDAQ

Business Support / Supplies

Market Capitalization USD:

\$371.69 mm**CONCERN LEVEL: LOW**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration. 
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Sudhakar Kesavan**Age: 57****CEO Since: 1999**

	2009	2010	2011
Base Salary	\$480,002	\$597,131	\$682,699
Discretionary Bonus	\$469,440	\$0	\$0
Annual Cash Incentive	\$0	\$581,260	\$700,003
Benefits and Perquisites	\$13,931	\$18,973	\$21,973
TOTAL ANNUAL COMPENSATION	\$963,373	\$1,197,364	\$1,404,675
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$130,073	\$499,965	\$560,053
Stock Awards	\$583,078	\$1,063,287	\$559,990
TOTAL COMPENSATION	\$1,676,524	\$2,760,616	\$2,524,718
Median of Other Named Executive Officers Total Compensation	\$834,273	\$1,351,250	\$881,176
Value Realized on Exercise of Stock Option	\$1,474,944	\$0	\$0
Value Realized on Vesting of Stock	\$809,086	\$507,572	\$420,649
TOTAL REALIZED EQUITY COMPENSATION	\$2,284,030	\$507,572	\$420,649

Proxy Date: 20 Apr 2012

Annual Meeting Date: 1 Jun 2012

Equity Reserves: 0.00%

Stock Option Run Rate: 0.65%

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Performance Comparison

■ S&P500 ■ Industry ■ ICFI



Peer Comparisons (TRBC) =Business Support / Supplies

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
ICFI	ICF International, Inc.	\$1,676,524	\$2,760,616	\$2,524,718	\$371,691,130
BCO	Brink's Company (The)	\$5,462,476	\$6,439,867	\$10,972,654	\$1,090,644,014
HCSG	Healthcare Services Group, Inc.	\$1,165,018	\$1,209,891	\$1,142,105	\$1,072,180,200
PRAA	Portfolio Recovery Associates, Inc.	\$2,118,279	\$2,514,796	\$3,010,050	\$1,064,869,540
ABCO	Advisory Board Company (The)	\$1,319,530	\$1,897,331		\$1,045,380,966
MLHR	Herman Miller, Inc.	\$1,833,516	\$1,452,363		\$1,039,295,599
EXBD	Corporate Executive Board Company (The)	\$1,493,422	\$2,002,146		\$1,029,821,039

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

CACI International Inc., FTI Consulting, Inc., Navigant Consulting, Inc., SRA International, Inc., CRA International, Inc., Huron Consulting Group Inc., NCI, Inc., Maximus, Inc., Dynamics Research Corp., ManTech International Corp., SAIC, Inc.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Edward H. Bersoff	Chairman	69	Male	9	Outside
Eileen O'Shea Auen	Member	49	Female	4	Outside
Peter M. Schulte	Member	54	Male	13	Outside Related

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