

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. )

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(3)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**VSE Corporation**

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement if Other Than the Registrant)

Payment of filing fee (check the appropriate box):

- No fee required.
- Fee paid previously with preliminary materials.
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11

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# Your **Vote** Counts!

VSE CORPORATION

2022 Annual Meeting

Vote by May 3, 2022

11:59 PM ET

VSE CORPORATION  
6348 WALKER LANE  
ALEXANDRIA, VIRGINIA 22310



D67320-P67661

## You invested in VSE CORPORATION and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the stockholder meeting to be held on May 4, 2022.**

## Get informed before you vote

View the 2022 Proxy Statement and our 2021 Annual Report to Stockholders online OR you can receive a free paper or email copy of the material(s) by requesting prior to April 20, 2022. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

### Smartphone users

Point your camera here and  
vote without entering a  
control number



### Vote Virtually at the Meeting\*

May 4, 2022  
10:00 am EDT

Virtually at:  
[www.virtualshareholdermeeting.com/VSEC2022](http://www.virtualshareholdermeeting.com/VSEC2022)

\*Please check the meeting materials for any special requirements for meeting attendance.

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of Directors <b>Nominees:</b> 01) John A. Cuomo      06) James F. Lafond 02) Edward P. Dolanski      07) John E. Potter 03) Ralph E. Eberhart      08) Jack C. Stultz 04) Mark E. Ferguson III      09) Bonnie K. Wachtel 05) Calvin S. Koonce	✔ For
2. Approval of an amendment to VSE's Restated Certificate of Incorporation, as amended, to increase the number of authorized shares of common stock from 15,000,000 shares to 23,000,000 shares.	✔ For
3. Ratification of the appointment of Grant Thornton LLP as VSE's independent registered public accounting firm for the year ending December 31, 2022.	✔ For
4. Approval, on a non-binding advisory basis, of the compensation of VSE's named executive officers.	✔ For
<b>NOTE:</b> To transact such other business as may properly come before the meeting or any adjournment thereof.	